

ALERE INC.  
Form DEFA14A  
July 29, 2013

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934**

Filed by the Registrant ☒

Filed by a party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, For Use of the Commission

☐ Definitive Proxy Statement

Only (as permitted by Rule 14a-6(e)(2))

☒ Definitive Additional Materials

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**Alere Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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**FOR IMMEDIATE RELEASE**

**Alere Responds To Institutional Shareholder Services Recommendation**

WALTHAM, Mass., July 26, 2013 Alere Inc. (NYSE: ALR) (the Company or Alere), a global leader in enabling individuals to take charge of their health at home through the merger of rapid diagnostics and health information solutions, today issued the following statement in response to a report by Institutional Shareholder Services (ISS) regarding Alere's 2013 Annual Meeting of Stockholders, to be held on August 7, 2013:

ISS reached the wrong conclusion in failing to recommend that stockholders elect all of Alere's highly qualified director nominees. ISS neglected to consider critical information, giving our stockholders an incomplete picture of the choices they face.

By its own admission, ISS's analysis does not include any evaluation of the dissident's proposed strategy for Alere. In our view, a recommendation that does not even consider the merits of the dissident's strategy is woefully incomplete. In a contested election, the business plans put forward by the Company and the dissident should be a critical consideration for stockholders. ISS's methodology is to consider whether change is warranted, apparently without regard to what that change is. Coppersmith has a pre-determined agenda focused on financial engineering that we believe will destroy long-term value.

ISS also fails to consider which director candidates are most likely to implement change that is actually beneficial. ISS's analysis ignores the qualifications of the Company's Board nominees, whom we believe are vastly more qualified than the Coppersmith nominees. Alere's Board nominated the former CEO of Stryker Corporation, and Coppersmith nominated his former CFO who, after a long career at Stryker and an eight-month term as interim CEO, was passed over by the Stryker Board for the full-time CEO position in favor of another internal candidate who had been at Stryker for 18 months. Our stockholders should be very concerned that Coppersmith's other candidates have literally no operating experience in the highly regulated healthcare industry; in contrast, our Board nominated the former CEO of AstraZeneca and the former CEO of King Pharmaceuticals, both highly successful healthcare companies. ISS does not explain why stockholders should vote for less qualified candidates who lack the industry experience to even know where to begin to formulate a strategy for a business as global and as complex as ours. Two of Coppersmith's nominees have never served on the board of a public company, and we believe the Alere Board should not be their training ground.

We were disappointed that, despite numerous offers we made to arrange for our nominees to meet with ISS, ISS declined each opportunity. We think ISS's lack of interest in meeting with our nominees underscores the weakness of its analysis.

ISS also appears to have ignored which nominees are truly independent. In our opinion, Coppersmith's nominees will not objectively consider all available strategies to enhance stockholder value, but instead will single-mindedly implement Coppersmith's value destructive plan. Coppersmith explicitly its nominees' commitment to the Coppersmith agenda, noting in its presentation materials filed July 23, 2013 that "Coppersmith is proposing a clearly defined action plan with specific financial goals, *and the stockholder representation needed to enact it.*" (Emphasis added.)

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The Alere Board's slate represents a 40% turnover in the Board's composition in a single year. If investors want responsible, capable and stockholder-oriented change, they should support all of Alere's new, independent director nominees.

*If stockholders have any questions, require assistance with voting the **WHITE** proxy card, or need additional copies of the proxy materials, please contact:*

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