

INVERNESS MEDICAL INNOVATIONS INC
Form 8-K/A
June 20, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) March 31, 2005

Inverness Medical Innovations, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation)

001-16789
(Commission file number)

04-3565120
(IRS Employer Identification
No.)

51 Sawyer Road, Suite 200, Waltham, Massachusetts 02453
(Address of principal executive offices)

Registrant's telephone number, including area code: **(781) 647-3900**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Inverness Medical Innovations, Inc. (the Company) hereby amends its Current Report on Form 8-K, event date March 31, 2005, as amended by the Current Report on Form 8-K/A filed on may 27, 2005, in order to revise the pro-forma financial information provided pursuant to Item 9.01(b) of Form 8-K. In connection with our preparation of pro forma financial information reflecting our pending acquisition of certain assets relating to Abbott Laboratories' Determine®/Droina Screen® rapid diagnostic business, as filed with the Securities and Exchange Commission on a Current Report on Form 8-K today, adjustments were noted and have been made in the attached Unaudited Pro Forma Statement of Operations for the period ended March 31, 2005. In the case of Binax, the adjustment resulted in an increase in the historical provision for income taxes of \$447. This increase has been entirely offset by an increase to the pro forma income tax adjustment discussed in item g. of Note 2 to the Unaudited Pro Forma Statement of Operations. In the case of Ischemia, general and administrative expenses were overstated by \$380 in the previously disclosed historical results of Ischemia and have been adjusted in the attached Unaudited Pro Forma Statement of Operations to reflect the corrected amount.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

a) **FINANCIAL STATEMENTS OF BUSINESS ACQUIRED**

The audited balance sheet of Binax, Inc. as of December 31, 2004, and the related statements of operations, stockholder s equity and cash flows for the year ended December 31, 2004, are contained in Exhibit 99.1 attached hereto and are incorporated herein by reference.

b) **PRO FORMA FINANCIAL INFORMATION**

Unaudited pro forma condensed combined statements of operations of the Company for the year ended December 31, 2004 and three months ended March 31, 2005, all giving pro forma effect to the Company s acquisition of the stock of Binax, Inc. and Ischemia Technologies, Inc., are contained in Exhibit 99.2 attached hereto and are incorporated herein by reference.

c) **EXHIBITS**

The following exhibits are filed with this document.

| Exhibit Number | Description |
|-----------------------|--|
| *+2.1 | Agreement and Plan of Merger, dated February 8, 2005, by and among Inverness Medical Innovations, Inc., a Delaware corporation to be formed as a wholly-owned subsidiary of Inverness Medical Innovations, Inc., Binax, Inc., Roger N. Piasio and Myron C. Hamer, and Roger N. Piasio, as stockholder representative (incorporated by reference to Exhibit 99.1 to the Company s Current Report on Form 8-K, event date February 8, 2005, filed on February 9, 2005) |
| *23.1 | Consent of Baker Newman & Noyes LLC |

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*99.1 Audited balance sheet of Binax, Inc. as of December 31, 2004, and the related statements of income, stockholder s equity and cash flows for the year ended December 31, 2004

**99.2 Unaudited pro forma condensed combined statements of operations of the Company for the year ended December 31, 2004 and three months ended March 31, 2005

* Previously filed

** Filed herewith

+ The Company agrees to furnish supplementally to the Securities and Exchange Commission (the Commission) a copy of any omitted schedule or exhibit to this agreement upon request by the Commission.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INVERNESS MEDICAL INNOVATIONS, INC.

BY: /s/ Christopher J. Lindop
Christopher J. Lindop
Chief Financial Officer

Dated: June 17, 2005

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