

ALERE INC.  
Form 8-K/A  
November 06, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K/A**  
**Amendment No. 1**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): November 4, 2015**

**ALERE INC.**

**(Exact name of registrant as specified in charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-16789**  
**(Commission**  
  
**File Number)**

**04-3565120**  
**(IRS Employer**  
  
**Identification No.)**

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**51 Sawyer Road, Suite 200, Waltham, Massachusetts 02453**

**(Address of Principal Executive Offices) (Zip Code)**

**(781) 647-3900**

**(Registrant's telephone number, including area code)**

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 (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### Explanatory Note

This Amendment No. 1 on Form 8-K/A (this Form 8-K/A ) amends the Current Report on Form 8-K of Alere Inc., dated November 4, 2015 (the Original Form 8-K ). This Form 8-K/A is being filed to make corrections relating to the allocation of cost of net revenue between segments included in the non-GAAP reconciliation statements included in Exhibit 99.1 to the Original Form 8-K, as described in more detail in Item 2.02 below.

#### Item 2.02. Results of Operations and Financial Condition.

On November 4, 2015, Alere Inc. (the Company ) announced its financial results for the fiscal quarter ended September 30, 2015. The press release issued in connection with the announcement, which was furnished as Exhibit 99.1 to the Original Form 8-K, contained errors to the table captioned Reconciliations of Gross Profit/Margin to Non-GAAP Adjusted Gross Profit/Margin Professional Diagnostics Segment for the three months ended September 30, 2015. Specifically, the following adjustments are being made to that table (amount in thousands):

|                                       | Amounts reported in Original Form 8-K |         | Corrected Amounts |
|---------------------------------------|---------------------------------------|---------|-------------------|
| Cost of net revenue                   | \$                                    | 292,156 | \$ 308,976        |
| Non-GAAP adjusted cost of net revenue | \$                                    | 275,174 | \$ 291,994        |
| Non-GAAP adjusted gross profit        | \$                                    | 305,254 | \$ 288,434        |
| Non-GAAP adjusted gross margin        |                                       | 52.6%   | 49.7%             |

The following is this table presented in its entirety:

|   | Three Months Ended<br>September 30, 2014 <sup>(1)</sup> | Three Months Ended<br>June 30, 2015 | Three Months Ended<br>September 30, 2015 |              |                   |              |
|---|---|-------------------------------------|--|--------------|-------------------|--------------|
| <b>Professional Diagnostics Segment</b>                         |   |                                     |  |              |                   |              |
| Net product sales and services revenue                          | \$ 628,012  | \$ 598,817                          | \$ 579,998                               |              |                   |              |
| Adjustment related to acquired software license contracts       | 324   | 200                                 | 430                                      |              |                   |              |
| <b>Non-GAAP adjusted net product sales and services revenue</b> | <b>628,336</b>  | <b>599,017</b>                      | <b>580,428</b>                           |              |                   |              |
| Cost of net revenue   | 329,013   | 312,068                             | 308,976                                  |              |                   |              |
| Less adjustments:   |   |                                     |  |              |                   |              |
| Amortization of acquisition-related intangible assets           | 15,659  | 13,112                              | 16,133                                   |              |                   |              |
| Stock-based compensation expense                                | 291   | 287                                 | 326                                      |              |                   |              |
| Restructuring charges   | 5,654   | 897                                 | 523                                      |              |                   |              |
| <b>Non-GAAP adjusted cost of net revenue</b>                    | <b>307,409</b>  | <b>297,772</b>                      | <b>291,994</b>                           |              |                   |              |
| <b>Non-GAAP adjusted gross profit/margin</b>                    | <b>\$ 320,927</b>                                       | <b>51.1%</b>                        | <b>\$ 301,245</b>                        | <b>50.3%</b> | <b>\$ 288,434</b> | <b>49.7%</b> |

Note:

(1) Restated to reflect the impact of discontinued operations and the impact of a change in segment reporting  
The information provided under this Form 8-K/A (including Exhibit 99.1) is furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**SIGNATURES**

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.

ALERE INC.

Date: November 5, 2015

By: /s/ James F. Hinrichs

Name: James F. Hinrichs

Title: Executive Vice President & Chief Financial Officer

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