ALERE INC.
Form PRER14A
September 19, 2016


# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. 1)**

Filed by the Registrant x Filed by a party other than the Registrant ¨

Check the appropriate box:

x Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

¨ Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Under Rule 14a-12

# ALERE INC.

**(Name of Registrant as Specified In Its Charter)**

Payment of Filing Fee (Check the appropriate box):

¨ No fee required

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(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date Filed:

Table of Contents

**PRELIMINARY PROXY MATERIAL SUBJECT TO COMPLETION**

[ ], 2016

Dear Fellow Stockholder:

You are cordially invited to attend a special meeting of holders of shares of common stock of Alere Inc., a Delaware corporation ( Alere or the Company ), on [ ], 2016 at [ ], local time, at [ ].

On January 30, 2016, the Company entered into an Agreement and Plan of Merger (the merger agreement ) with Abbott Laboratories, an Illinois corporation ( Abbott ), providing for, subject to the satisfaction or waiver (if permissible under applicable law) of specified conditions, the acquisition of the Company by Abbott at a price of $56.00 per share of common stock in cash. Subject to the terms and conditions of the merger agreement, Angel Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Abbott ( Merger Sub ), which became party to the merger agreement through execution of a joinder agreement to the merger agreement on February 2, 2016, will be merged with and into the Company (the merger ), with the Company surviving the merger as a subsidiary of Abbott (the surviving corporation ). At the special meeting, the holders of shares of common stock of the Company will vote on the adoption of the merger agreement.

If the merger is completed, you will be entitled to receive $56.00 in cash, without interest and less any applicable withholding taxes, for each share of common stock, par value $0.001 per share, of the Company ( Company common stock ) you own at the effective time of the merger (unless you do not vote in favor of the adoption of the merger agreement and properly demand appraisal for such shares in compliance with Delaware law).

The proxy statement accompanying this letter provides you with more specific information concerning the special meeting, the merger agreement, the merger and the other transactions contemplated by the merger agreement. We encourage you to carefully read the accompanying proxy statement and the copy of the merger agreement attached as Annex A thereto.

The board of directors of the Company (the Board ) carefully reviewed and considered the terms and conditions of the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Board approved the merger agreement, declared the merger agreement, the merger and the other transactions contemplated by the merger agreement to be advisable and in the best interests of the Company and its stockholders, directed that the adoption of the merger agreement be submitted to holders of Company common stock and recommended that the holders of Company common stock vote their shares to adopt the merger agreement at a meeting of the holders of Company common stock. **Accordingly, the Board recommends a vote FOR the proposal to adopt the merger agreement, the nonbinding compensation proposal and the adjournment proposal.**

Whether or not you plan to attend the special meeting and regardless of the number of shares you own, your careful consideration of, and vote on, the merger agreement is important and we encourage you to vote promptly. The merger cannot be completed unless the merger agreement is adopted by stockholders holding at least a majority of the outstanding shares of Company common stock entitled to vote thereon at the special meeting. **The failure to vote will have the same effect as a vote against the proposal to adopt the merger agreement.**

After reading the accompanying proxy statement, please make sure to vote your shares of Company common stock by promptly voting electronically or telephonically as described in the accompanying proxy statement, or, if you received a paper copy of the proxy card, by completing, dating, signing and returning your proxy card, or attending our special meeting of holders of Company common stock in person. Instructions regarding all three methods of voting are provided on the proxy card. If you hold shares through an account with a brokerage firm, bank or other nominee, please follow the instructions you receive from them to vote your shares of Company common stock. If you have any questions or need assistance voting your shares, please contact our proxy solicitor, Innisfree M&A Incorporated, toll-free at (888) 750-5834.

Thank you for your continued support of Alere. For those of you who plan to visit with us in person at the special meeting, we look forward to seeing you.

Very truly yours,

Gregg J. Powers

*Chairman of the Board*

The merger has not been approved or disapproved by the Securities and Exchange Commission or any state securities commission. Neither the Securities and Exchange Commission nor any state securities commission has passed upon the merits or fairness of the merger or upon the adequacy or accuracy of the information contained in this document or the accompanying proxy statement. Any representation to the contrary is a criminal offense.

The accompanying proxy statement is dated [ ], 2016 and is first being mailed to holders of Company common stock on or about [ ], 2016.

Table of Contents

**ALERE INC.**

**51 Sawyer Road, Suite 200**

**Waltham, Massachusetts 02453**

**NOTICE OF SPECIAL MEETING OF HOLDERS OF SHARES OF COMMON STOCK**

**Time and Date:** [ ] local time, on [ ], 2016
**Place:** [ ]
**Purpose:**

1. To consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of January 30, 2016 (the merger agreement ), by and among Abbott Laboratories, an Illinois corporation ( Abbott ), Alere Inc., a Delaware corporation ( Alere or the Company ), and Angel Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Abbott which became party to the merger agreement through execution of a joinder agreement to the merger agreement on February 2, 2016.

2. To consider and vote on a nonbinding, advisory proposal to approve the compensation that may be paid or may become payable to the Company s named executive officers in connection with, or following, the consummation of the merger (this nonbinding, advisory proposal, which we refer to as the nonbinding compensation proposal , relates only to contractual obligations of the Company in existence prior to consummation of the merger that may result in a payment to the Company s named executive officers in connection with, or following, the consummation of the merger and does not relate to any new compensation or other arrangements between the Company s named executive officers and Abbott or, following the merger, the surviving corporation and its subsidiaries).

3. To consider and vote on a proposal to adjourn the special meeting to a later date or time, if necessary or appropriate, to solicit additional proxies in the event there are insufficient votes at the time of the special meeting or any adjournment or postponement thereof to adopt the merger agreement, which we refer to as the adjournment proposal .

**Record Date:**

Holders of common stock, par value $0.001 per share, of the Company ( Company common stock ) and holders of Series B Convertible Perpetual Preferred Stock, par value $0.001 per share, of the Company (the convertible preferred stock ), each as of record as of the close of business on [ ], 2016, are entitled to notice of the special meeting and any adjournments or postponements thereof. Only holders of Company common stock as of record as of the close of business on [ ], 2016 are entitled to vote at the special meeting and any adjournments or postponements thereof.

**General:**

For more information concerning the special meeting, the merger agreement, the merger and the other transactions contemplated by the merger agreement, please review the accompanying proxy statement and the copy of the merger agreement attached as Annex A thereto.

The board of directors of the Company (the Board ) carefully reviewed and considered the terms and conditions of the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Board approved the merger agreement, declared the merger agreement, the merger and the other transactions contemplated by the merger agreement to be advisable and in the best interests of the Company and its stockholders, directed that the adoption of the merger agreement be submitted to holders of Company common stock and recommended that the holders of Company common stock vote their shares to adopt the merger agreement at a meeting of the holders of Company common stock.

Table of Contents

**Accordingly, the Board recommends a vote FOR the proposal to adopt the merger agreement, FOR the nonbinding compensation proposal and FOR the adjournment proposal.**

Under Delaware law, holders of Company common stock who do not, among other things, vote in favor of the adoption of the merger agreement and holders of shares of convertible preferred stock that are outstanding immediately prior to the effective time of the merger, in each case, who are entitled to demand and who properly demand appraisal of such shares, will have the right to seek appraisal of the fair value of their shares as determined by the Delaware Court of Chancery if the merger is completed, but only if they properly submit a written demand for such an appraisal prior to the vote on the adoption of the merger agreement and strictly comply with the other Delaware law procedures explained in the attached proxy statement. The applicable Delaware law is reproduced in its entirety in Annex C to the attached proxy statement, and a summary of these provisions can be found under *Appraisal Rights* in the accompanying proxy statement.

Regardless of whether you plan to personally attend the meeting, please vote telephonically or electronically for the matters before our stockholders as described in the accompanying proxy statement, or promptly fill in, date, sign and return the enclosed proxy card in the accompanying pre-paid envelope to ensure that your shares are represented at the meeting. You may revoke your proxy before it is voted. If you attend the meeting, you may choose to vote in person even if you have previously sent in your proxy card.

Ellen Chiniara, Esq.

*Secretary*

Waltham, Massachusetts

[ ], 2016

Table of Contents

**TABLE OF CONTENTS**

**Table of Contents**

Table of Contents

**ALERE INC.**

**51 Sawyer Road, Suite 200**

**Waltham, Massachusetts 02453**

**SPECIAL MEETING OF HOLDERS OF SHARES OF COMMON STOCK**

**TO BE HELD ON [ ], 2016**

**PROXY STATEMENT**

This proxy statement contains information relating to a special meeting of holders of common stock of Alere Inc., a Delaware corporation, which we refer to as Alere , the Company , we , us or our . The special meeting will be held on [ ], 2016, at [ ] local time, at [ ]. are furnishing this proxy statement to holders of shares of common stock, par value $0.001 per share, of the Company, which we refer to as Company common stock , as part of the solicitation of proxies by the Company s board of directors, which we refer to as the Board , for use at the special meeting and at any adjournments or postponements thereof. This proxy statement is dated [ ], 2016 and is first being mailed to holders of Company common stock on or about [ ], 2016.

**SUMMARY TERM SHEET**

*This summary term sheet highlights selected information in this proxy statement and may not contain all of the information about the merger agreement or the merger that is important to you. We have included page references in parentheses to direct you to more complete descriptions of the topics presented in this summary term sheet. You should carefully read this proxy statement in its entirety, including the annexes hereto and the other documents to which we have referred you, for a more complete understanding of the matters being considered at the special meeting. You may obtain, without charge, copies of any of the documents we file with the U.S. Securities and Exchange Commission (the SEC ) by following the instructions under the section of this proxy statement entitled Where You Can Find Additional Information beginning on page 93.*

**The Parties**

**(page 17)**

Alere delivers reliable and actionable health information through rapid diagnostic tests, resulting in better clinical and economic healthcare outcomes globally. Our high-performance diagnostics for infectious disease, cardiometabolic disease and toxicology are designed to meet the growing global demand for accurate, easy-to-use and cost-effective near-patient tests. Our goal is to make Alere products accessible to more people around the world, even those located in remote and resource-limited areas, by making them affordable and usable in any setting. By making critical clinical diagnostic information available to doctors and patients in an actionable timeframe, Alere products help streamline healthcare delivery and improve patient outcomes. Our company, formerly known as Inverness Medical Innovations, Inc., was formed in 2001. Since that time, we have grown our businesses through strategic acquisitions, tactical use of our intellectual property portfolio and organic growth. In July 2010, our company changed its name to Alere Inc. Our common stock is listed on the New York Stock Exchange, which we refer to as the NYSE , under the trading symbol ALR . Our Series B Convertible Perpetual Preferred Stock, $0.001 par value per share (the convertible preferred stock ), designated pursuant to the Certificate of Designations, Preferences and Rights filed with the Secretary of State of the State of Delaware on May 8, 2008, which we refer to as the Certificate of Designations , is listed on the NYSE under the trading symbol ALRpB . Alere s principal executive offices are located at 51 Sawyer Road, Suite 200, Waltham, Massachusetts 02453 and our telephone number is (781) 647-3900.

Abbott Laboratories, which we refer to as Abbott , is an Illinois corporation, incorporated in 1900. Abbott s principal business is the discovery, development, manufacture and sale of a broad and diversified line of health care products. Abbott common stock is listed on the NYSE under the trading symbol ABT . Abbott

Table of Contents

common stock is also listed on the Chicago Stock Exchange, the London Stock Exchange and the SIX Swiss Exchange. Abbott s principal executive office is located at 100 Abbott Park Road, Abbott Park, Illinois 60064-6400 and its telephone number is (224) 667-6100.

Angel Sub, Inc., which we refer to as Merger Sub , was formed by Abbott solely for the purpose of completing the merger. Merger Sub became a party to the merger agreement through execution of a joinder agreement to the merger agreement on February 2, 2016. Upon the consummation of the merger, Merger Sub will cease to exist. Merger Sub s principal executive office is located at 100 Abbott Park Road, Abbott Park, Illinois 60064-6400 and its telephone number is (224) 667-6100.

**The Merger**

**(page 26)**

The Company and Abbott entered into an Agreement and Plan of Merger, which we refer to as the merger agreement , on January 30, 2016. A copy of the merger agreement is included as Annex A to this proxy statement. Merger Sub became party to the merger agreement through execution of a joinder agreement to the merger agreement on February 2, 2016. Under the terms of the merger agreement, subject to the satisfaction or waiver (if permissible under applicable law) of specified conditions, Merger Sub will be merged with and into the Company, which we refer to as the merger . The Company will survive the merger as a subsidiary of Abbott (the surviving corporation ).

Upon the consummation of the merger, each share of Company common stock that is issued and outstanding immediately prior to the effective time (defined below under *The Merger Agreement Closing and Effective Time of the Merger* ) of the merger, other than shares of Company common stock owned by the Company as treasury stock, or owned by Abbott or Merger Sub and other than shares of Company common stock owned by wholly owned subsidiaries of the Company or Abbott (other than Merger Sub) that Abbott has elected to be canceled and other than shares of Company common stock owned by stockholders who have properly exercised appraisal rights of such shares in accordance with Section 262 of the General Corporation Law of the State of Delaware (the DGCL ), will be converted into the right to receive $56.00 in cash (the merger consideration ), without interest and less any applicable withholding taxes.

**The Special Meeting**

**(page 18)**

The special meeting will be held on [ ], 2016, at [ ] local time. At the special meeting, holders of Company common stock will be asked to, among other things, vote for the adoption of the merger agreement. Please see the section of this proxy statement entitled *The Special Meeting* for additional information on the special meeting, including how to vote your shares of Company common stock.

**Stockholders Entitled to Vote; Vote Required to Adopt the Merger Agreement**

**(page 19)**

You may vote the shares of Company common stock at the special meeting that you owned at the close of business on [ ], 2016, the record date for the special meeting. As of the close of business on the record date, there were [ ] shares of Company common stock outstanding and entitled to vote. You may cast one vote for each share of Company common stock that you held on the record date. The adoption of the merger agreement by the holders of Company common stock requires the affirmative vote of stockholders holding at least a majority of the outstanding shares of Company common stock entitled to vote thereon as of the close of business on the record date.

**Background of the Merger**

**(page 26)**

A description of the process we undertook that led to the proposed merger, including our discussions with Abbott, is included in this proxy statement under *The Merger Background of the Merger* .

**Table of Contents**

**Reasons for the Merger; Recommendation of the Board**

**(page 37)**

After careful consideration, the Board determined to approve the merger agreement and recommend the adoption of the merger agreement by the holders of Company common stock. Accordingly, the Board recommends a vote FOR the proposal to adopt the merger agreement. **The Board also recommends a vote FOR the nonbinding compensation proposal and FOR the adjournment proposal (each, as described below under *Questions and Answers about the Special Meeting and the Merger What proposals will be considered at the special meeting?*).**

The Board believes that the merger agreement and the merger are advisable and in the best interests of the Company and its stockholders. For a discussion of the material factors that the Board considered in determining to recommend the adoption of the merger agreement, please see the section of this proxy statement entitled *The Merger Reasons for the Merger* beginning on page 37.

**Opinion of the Company s Financial Advisor**

**(page 40)**

At a meeting of the Board on January 30, 2016, J.P. Morgan Securities LLC, which we refer to as J.P. Morgan , rendered its oral opinion, subsequently confirmed in writing, to the Board that, as of such date and based upon and subject to the factors and assumptions set forth in its opinion, the consideration to be paid to the holders of Company common stock in the proposed merger was fair, from a financial point of view, to such holders.

**The full text of J.P. Morgan s written opinion, dated January 30, 2016, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken by J.P. Morgan in connection with the opinion, is attached as Annex B to this proxy statement and is incorporated herein by reference. The Company s stockholders are urged to read the opinion in its entirety. J.P. Morgan s written opinion is addressed to the Board, is directed only to the fairness, from a financial point of view, of the merger consideration to be paid to the holders of Company common stock in the proposed merger and does not constitute a recommendation to any Company stockholder as to how such stockholder should vote at the special meeting. The summary of the opinion of J.P. Morgan set forth in this proxy statement is qualified in its entirety by reference to the full text of such opinion. For a more complete description of J.P. Morgan s opinion, see the section entitled *The Merger Opinion of the Company s Financial Advisor* beginning on page 40 and Annex B to this proxy statement.**

**Certain Effects of the Merger**

**(page 51)**

Upon the consummation of the merger, Merger Sub will be merged with and into the Company, and the Company will continue to exist following the merger as a subsidiary of Abbott.

Following the consummation of the merger, shares of Company common stock will no longer be traded on the NYSE or any other public market, and the registration of shares of Company common stock under the Securities Exchange Act of 1934, as amended (the Exchange Act ), will be terminated.

**Effects on the Company if the Merger Is Not Completed**

**(page 52)**

In the event that the proposal to adopt the merger agreement does not receive the required approval from the holders of Company common stock, or if the merger is not completed for any other reason, the holders of Company common stock will not receive any payment for their shares of Company common stock in connection with the merger. Instead, the Company will remain an independent public company and stockholders will continue to own their shares of Company common stock. Under certain circumstances, if the merger agreement is terminated, the Company may be obligated to pay to Abbott a termination fee. Please see the sections of this proxy statement entitled *The Merger Agreement Termination Fee* beginning on page 79.

3

Table of Contents

**Treatment of Convertible Preferred Stock**

**(page 53)**

Holders of convertible preferred stock are not entitled to vote on the proposal to adopt the merger agreement, the nonbinding compensation proposal or the adjournment proposal. Each share of convertible preferred stock issued and outstanding immediately prior to the effective time of the merger (other than shares of convertible preferred stock owned by stockholders who have properly exercised appraisal rights of such shares in accordance with Section 262 of the DGCL) will remain issued and outstanding following the effective time of the merger as one share of Series B Convertible Preferred Stock, par value $0.001 per share, of the surviving corporation. The Certificate of Designations governing the terms of the convertible preferred stock will not be altered as a result of the merger. For information regarding the effects of the merger on the holders of convertible preferred stock, please see the document titled Questions and Answers about Alere s Series B Preferred Stock filed by the Company with the SEC on Schedule 14A on February 12, 2016.

**Treatment of Equity and Equity-Based Awards**

**(page 66)**

At the effective time of the merger, subject to all required withholding taxes:

- each option to purchase shares of Company common stock, which we refer to as a Company stock option , other than rights under the Company s Employee Stock Purchase Plan, which we refer to as the ESPP , whether vested or unvested, will be canceled and converted into the right to receive an amount in cash equal to the product of (x) the number of shares of Company common stock underlying such unexercised Company stock option and (y) the excess (if any) of the merger consideration over the exercise price per share of such Company stock option, and each outstanding Company stock option that has an exercise price that is greater than or equal to the merger consideration will be canceled for no consideration; and

- each restricted stock unit of the Company, which we refer to as a Company RSU , that is outstanding immediately prior to the effective time of the merger will be canceled and converted into the right to receive an amount in cash equal to the product of (x) the number of shares of Company common stock subject to such Company RSU and (y) the merger consideration.

In addition, the merger agreement provides that prior to the effective time of the merger, the ESPP will continue in effect, but no new offering periods under the ESPP will commence during the period from the date of the merger agreement through the effective time of the merger, no person will be permitted to increase his or her payroll elections through the ESPP and no new individuals will be permitted to commence participation in the ESPP. See *The Merger Agreement Treatment of Equity and Equity-Based Awards* beginning on page 66.

**Interests of the Company s Directors and Executive Officers in the Merger**

**(page 53)**

The Company s directors and executive officers have interests in the merger that may be different from, or in addition to, the interests of the Company s stockholders generally. The members of the Board were aware of and considered these interests in reaching the determination to approve the merger agreement and deem the merger agreement, the merger and the other transactions contemplated by the merger agreement to be advisable and in the best interests of the Company, and in recommending that the holders of Company common stock vote for the approval of the merger agreement. These interests include:

- each Company stock option and Company RSU, whether vested or unvested, will be cashed out upon the effective time of the merger in accordance with the terms of the merger agreement (as described below in *The Merger Agreement Treatment of Equity and Equity-Based Awards* );

each of the Company s executive officers is party to a change of control agreement with the Company that provides severance and other benefits (including in certain cases a golden parachute excise tax gross-up) in the case of a qualifying termination of employment in connection with or following a change of control, which will include the completion of the merger;

employees of the Company (including the executive officers) are eligible to receive retention awards (as of the date of this proxy statement, no determinations have been made as to whether any executive officer will receive an award or the amounts of any such potential awards to any such individual, although the parties have agreed that the aggregate amount of retention awards will not exceed $25 million); and

the Company s directors and executive officers are entitled to continued indemnification and insurance coverage under the merger agreement.

Please see the section entitled *The Merger Interests of the Company s Directors and Executive Officers in the Merger* beginning on page 53 of this proxy statement for additional information about these financial interests.

**Common Stock Ownership of Directors and Executive Officers**

**(page 22)**

As of [ ], 2016, the directors and executive officers of Alere beneficially owned in the aggregate [ ] shares of Company common stock, or approximately [ ]% of the outstanding shares of Company common stock. We currently expect that each of these individuals will vote all of his or her shares of Company common stock in favor of each of the proposals to be presented at the special meeting, although none of them are obligated to do so.

**Financing of the Merger**

**(page 53)**

The merger agreement does not contain any financing-related closing condition and Abbott has represented that it will have sufficient funds at closing to fund the payment of the merger consideration and any other payments required in connection with consummation of the merger. Abbott has informed the Company that it expects that funds needed by Abbott and Merger Sub in connection with the merger will be derived from (i) the proceeds from the sale of debt securities; (ii) borrowings under Abbott s existing or, if any, new loan agreements; (iii) cash on hand; or (iv) any combination of the foregoing. Abbott has obtained a commitment letter for a 364-day senior unsecured bridge term loan facility for an amount not to exceed $9 billion to provide back-up financing in conjunction with the merger.

**Conditions of the Merger**

**(page 78)**

Each party s obligation to consummate the merger is subject to the satisfaction or waiver (if permissible under applicable law), on or prior to the closing date of the merger, which we refer to as the closing date , of the following conditions:

no judgment enacted, promulgated, issued, entered, amended or enforced by any court of competent jurisdiction, or any other governmental entity or applicable law (collectively, restraints ) shall be in effect enjoining or otherwise prohibiting the consummation of the merger;

the expiration or early termination of the waiting period (including any extension thereof) applicable to the merger under (i) the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act ) and (ii) the antitrust laws of Brazil, Canada, China, the European Union, Japan, South Africa and South Korea (the non-U.S. antitrust laws ) and the receipt of governmental approvals under the non-U.S. antitrust laws;

the adoption of the merger agreement by the holders of a majority of the outstanding shares of Company common stock;

subject to certain materiality and other qualifiers, the accuracy of the representations and warranties of the other party; and

performance in all material respects by the other party of its obligations under the merger agreement.

Table of Contents

In addition, Abbott s obligation to consummate the merger is also subject to the absence of any effect, change, event or occurrence that, individually or in the aggregate, has had or would reasonably be expected to have a material adverse effect on the Company (which term is described in the section entitled *The Merger Agreement Representations and Warranties* ).

The consummation of the merger is not conditioned upon Abbott s receipt of financing.

Before the closing, each of the Company and Abbott may waive any of the conditions to its obligation to consummate the merger even though one or more of the conditions described above has not been met, except where waiver is not permissible under applicable law.

**Regulatory Approvals Required for the Merger**

**(page 63)**

The consummation of the merger is subject to review under the HSR Act and the non-U.S. antitrust laws. As described above in the section entitled *Conditions of the Merger* , the obligations of Abbott and the Company to effect the merger are subject to the expiration or termination of the waiting period (and any extension thereof) applicable to the merger under the HSR Act and the non-U.S. antitrust laws and the receipt of governmental approvals under the non-U.S. antitrust laws.

The merger agreement includes covenants obligating each of the parties to use reasonable best efforts to cause the merger to be consummated and to take certain actions to resolve objections under any antitrust laws.

**No Solicitation; Board Recommendation**

**(page 72)**

The merger agreement generally restricts the Company s ability to solicit takeover proposals (as defined below under *The Merger Agreement No Solicitation; Board Recommendation* ) from third parties (including by furnishing non-public information), or to participate in discussions or negotiations with third parties regarding any takeover proposal. Under certain circumstances, however, and in compliance with certain obligations contained in the merger agreement, the Company is permitted to engage in negotiations with, and provide information to, third parties that have made an unsolicited takeover proposal that the Board determines in good faith, after consultation with its financial advisors and outside legal counsel, constitutes a superior proposal (as defined below under *The Merger Agreement No Solicitation; Board Recommendation* ) or is reasonably likely to result in a superior proposal and that the failure to do so is reasonably likely to be inconsistent with the directors fiduciary duties under applicable law. Under certain circumstances, the Company is permitted to terminate the merger agreement prior to the adoption of the merger agreement by the holders of Company common stock in connection with entering into a definitive agreement with respect to a superior proposal, subject to the concurrent payment by the Company of a $177 million termination fee to Abbott.

**Termination**

**(page 79)**

The merger agreement may be terminated at any time prior to the effective time of the merger in the following circumstances:

- by mutual written consent of the Company and Abbott;

- by either Abbott or the Company, if:

  - the merger is not consummated by January 30, 2017 (the outside date ) (which will be automatically extended to April 30, 2017 if the expiration or termination of the waiting period (and any extension thereof) applicable to the merger under the HSR Act or the non-U.S. antitrust laws or the receipt of any governmental approvals under the non-U.S. antitrust laws has not occurred, but all other closing conditions have been fulfilled or are capable of being satisfied); *provided* that the right to so terminate the merger agreement will not be available to a party whose breach of any provision of the merger agreement results in the failure of the merger to be consummated on or before the outside date;

Table of Contents

a restraint that enjoins or otherwise prohibits consummation of the merger is in effect and has become final and nonappealable; *provided* that the party seeking to so terminate the merger agreement has used the required efforts to prevent the entry of and to remove such restraint in accordance with its obligations under the merger agreement; or

the holders of Company common stock fail to adopt the merger agreement at the special meeting (including any adjournments and postponements thereof);

by Abbott:

in the event of certain uncured breaches of the merger agreement by the Company; or

if the Board or a committee thereof makes an adverse recommendation change (as defined below under *The Merger Agreement No Solicitation; Board Recommendation* ); or

by the Company:

in the event of certain uncured breaches of the merger agreement by Abbott or Merger Sub; or

prior to the adoption of the merger agreement by the holders of Company common stock at the special meeting, in connection with entering into a definitive agreement with respect to a superior proposal, subject to the concurrent payment of the termination fee (as described below under *The Merger Agreement Termination Fee* ).

**Termination Fee**

**(page 79)**

If the merger agreement is terminated in the following circumstances, the Company will be required to pay Abbott a termination fee of $177 million:

by either Abbott or the Company because (i) the holders of Company common stock fail to adopt the merger agreement at the special meeting or (ii) the outside date has arrived and, in each such case, (A) a bona fide takeover proposal shall have been publicly made, publicly proposed or otherwise publicly communicated after the date of the merger agreement and not withdrawn prior to the earlier of the completion of the special meeting (including any adjournment or postponement thereof) and the time of termination and (B) at any time on or prior to the 12-month anniversary of such termination, the Company enters into a definitive agreement with respect to a takeover proposal (whether or not such takeover proposal was the same takeover proposal referred to in clause (A) and provided that the term takeover proposal shall have the meaning defined below under *The Merger Agreement No Solicitation; Board Recommendation* except that all references to 25% shall be deemed to be references to 50%) and such takeover proposal is subsequently consummated, even if after such 12-month anniversary;

by the Company prior to the adoption of the merger agreement by the holders of Company common stock in order to accept a superior proposal and enter into a definitive agreement in connection with that superior proposal; or by Abbott because the Board or a committee thereof makes an adverse recommendation change (as defined below under *The Merger Agreement No Solicitation; Board Recommendation* ).

**Appraisal Rights**

**(page 84)**

Under the DGCL, holders of Company common stock who do not vote in favor of adoption of the merger agreement will have the right to seek appraisal and receive the fair value of their shares of Company common stock as determined by the Delaware Court of Chancery in lieu of receiving the merger consideration if the merger is completed, but only if they strictly comply with the procedures and requirements set forth in Section 262 of the DGCL. Any holder of record of shares of Company common stock intending to exercise appraisal rights, among other things, must properly submit a written demand for appraisal to us prior to the vote on the proposal to adopt the merger agreement, must **not** vote in favor of the proposal to adopt the merger agreement, must continue to hold the shares of Company common stock through the effective time of the merger and must otherwise comply with all of the procedures required by Section 262 of the DGCL.

Holders of convertible preferred stock are not entitled to vote on the proposal to adopt the merger agreement, but holders of shares of convertible preferred stock that are outstanding immediately prior to the effective time of the merger will have the right to seek appraisal and receive the fair value of their shares of convertible preferred stock as determined by the Delaware Court of Chancery, but only if they strictly comply with the procedures and requirements set forth in Section 262 of the DGCL. Any holder of record of shares of convertible preferred stock intending to exercise appraisal rights, among other things, must properly submit a written demand for appraisal to us prior to the vote by the holders of Company common stock on the proposal to adopt the merger agreement, must continue to hold the shares of convertible preferred stock through the effective time of the merger and must otherwise comply precisely with all of the procedures required by Section 262 of the DGCL.

The relevant provisions of the DGCL are included as Annex C to this proxy statement. We urge you to read these provisions carefully and in their entirety. Moreover, due to the complexity of the procedures for exercising the right to seek appraisal, stockholders who are considering exercising such rights are encouraged to seek the advice of legal counsel. Failure to comply strictly with all of the procedures required by Section 262 of the DGCL will result in loss of the right of appraisal. You should be aware that the fair value of your shares of Company common stock or convertible preferred stock as determined under Section 262 of the DGCL could be more than, the same as, or less than the value that you are entitled to receive under the terms of the merger agreement.

**Material U.S. Federal Income Tax Consequences of the Merger**

**(page 61)**

The receipt of cash pursuant to the merger will be a taxable transaction for U.S. federal income tax purposes and may also be a taxable transaction under applicable state, local or foreign income or other tax laws. Generally, for U.S. federal income tax purposes, if you are a holder of Company common stock who is a U.S. holder (as defined below in the section of this proxy statement entitled *The Merger Material U.S. Federal Income Tax Consequences of the Merger* ), you will recognize gain or loss equal to the difference between the amount of cash you receive in the merger and your adjusted tax basis in the shares of Company common stock converted into cash in the merger. If you are a holder of Company common stock who is a non-U.S. holder (as defined below in the section of this proxy statement entitled *The Merger Material U.S. Federal Income Tax Consequences of the Merger* ), the merger will generally not be a taxable transaction to you under U.S. federal income tax laws unless you have certain connections to the United States, but may be a taxable transaction to you under non-U.S. federal income tax laws, and you are encouraged to seek tax advice regarding such matters. Because individual circumstances may differ, we recommend that you consult your own tax advisor to determine the particular tax effects to you.

You should read the section of this proxy statement entitled *The Merger Material U.S. Federal Income Tax Consequences of the Merger* beginning on page 61 for a more complete discussion of the material U.S. federal income tax consequences of the merger.

**Current Price of Common Stock**

**(page 86)**

The closing sale price of Company common stock on the NYSE on September 16, 2016 was $44.07. You are encouraged to obtain current market quotations for Company common stock in connection with voting your shares of Company common stock.

**Additional Information**

**(page 93)**

You can find more information about the Company in the periodic reports and other information we file with the SEC. The information is available at the SEC s public reference facilities and at the website maintained by the SEC at *www.sec.gov*. See *Where You Can Find Additional Information* beginning on page 93.

Table of Contents

## QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

*The following questions and answers are intended to briefly address some commonly asked questions regarding the special meeting and the merger. These questions and answers may not address all questions that may be important to you as a holder of Company common stock. You should read the more detailed information contained elsewhere in this proxy statement, the annexes to this proxy statement and the documents referred to in this proxy statement.*

**Q: Why am I receiving this proxy statement?**

A: On January 30, 2016, the Company entered into the merger agreement with Abbott, and Merger Sub became a party to the merger agreement through the execution of a joinder agreement to the merger agreement on February 2, 2016. Pursuant to the merger agreement, Merger Sub will be merged with and into Alere, with Alere surviving the merger as a subsidiary of Abbott.

You are receiving this proxy statement in connection with the solicitation of proxies by the Board in favor of the proposal to adopt the merger agreement and the other matters to be voted on at the special meeting described below under *What proposals will be considered at the special meeting?*

**Q: As a holder of Company common stock, what will I receive in the merger?**

A: If the merger is completed, you will be entitled to receive $56.00 in cash, without interest and less any applicable withholding taxes, for each share of Company common stock that you own immediately prior to the effective time of the merger.

The exchange of shares of Company common stock for cash pursuant to the merger will be a taxable transaction for U.S. federal income tax purposes. Please see the section of this proxy statement entitled *The Merger Material U.S. Federal Income Tax Consequences of the Merger* beginning on page 61 for a more detailed description of the United States federal income tax consequences of the merger. You should consult your own tax advisor for a full understanding of how the merger will affect your federal, state, local and/or non-U.S. taxes.

Holders of shares of Company common stock who properly exercise and perfect their appraisal rights under the DGCL and comply precisely with the procedures and requirements set forth in Section 262 of the DGCL will not receive the merger consideration, but will instead be paid the fair value of their shares, as determined by the Delaware Court of Chancery, unless such holder subsequently withdraws or otherwise loses such holder s rights to demand for appraisal.

**Q: What will happen to outstanding Company equity compensation awards in the merger?**

At the effective time of the merger, subject to all required withholding taxes:

- each Company stock option, other than rights under ESPP, whether vested or unvested, will be canceled and converted into the right to receive an amount in cash equal to the product of (x) the number of shares of Company common stock underlying such Company stock option and (y) the excess (if any) of the merger consideration over the exercise price per share of such Company stock option, and each outstanding Company stock option that has an exercise price that is greater than or equal to the merger consideration will be canceled for no consideration; and

- each Company RSU that is outstanding immediately prior to the effective time of the merger will be canceled and converted into the right to receive an amount in cash equal to the product of (x) the number of shares of Company common stock subject to such Company RSU and (y) the merger consideration.

In addition, the merger agreement provides that prior to the effective time, no new offering periods under the ESPP will commence during the period from the date of the merger agreement through the effective time, no person will be permitted to increase his or her payroll elections through the ESPP and no new individuals will be permitted to commence participation in the ESPP. See *The Merger Agreement Treatment of Equity and Equity-Based Awards* beginning on page 66.

Table of Contents

**Q: What will happen to the outstanding convertible preferred stock in the merger?**

A: Holders of convertible preferred stock are not entitled to vote on the proposal to adopt the merger agreement, the nonbinding compensation proposal or the adjournment proposal. Each share of convertible preferred stock issued and outstanding immediately prior to the effective time of the merger (other than shares of convertible preferred stock owned by stockholders who have properly exercised appraisal rights of such shares in accordance with Section 262 of the DGCL) will remain issued and outstanding following the effective time of the merger as one share of Series B Convertible Preferred Stock, par value $0.001 per share, of the surviving corporation. The Certificate of Designations governing the terms of the convertible preferred stock will not be altered as a result of the merger.

For more information regarding the effects of the merger on the holders of convertible preferred stock, please see the document titled Questions and Answers about Alere s Series B Preferred Stock filed by the Company with the SEC on Schedule 14A on February 12, 2016.

**Q: When and where is the special meeting of our stockholders?**

A: The special meeting will be held on [ ], 2016, at [ ] local time, at [ ].

**Q: Who is entitled to vote at the special meeting?**

A: Only holders of record of Company common stock as of the close of business on [ ], 2016, the record date for the special meeting, are entitled to vote the shares of Company common stock they held on the record date at the special meeting. As of the close of business on the record date, there were [ ] shares of Company common stock outstanding and entitled to vote. Each stockholder is entitled to one vote for each share of Company common stock held by such stockholder on the record date on each of the proposals presented in this proxy statement.

**Q: What proposals will be considered at the special meeting?**

A: At the special meeting, holders of Company common stock will be asked to consider and vote on the following proposals:

- a proposal to adopt the merger agreement;

- a nonbinding, advisory proposal to approve the compensation that may be paid or may become payable to the Company s named executive officers in connection with, or following, the consummation of the merger (this nonbinding, advisory proposal, which we refer to as the nonbinding compensation proposal , relates only to contractual obligations of the Company in existence prior to consummation of the merger that may result in a payment to the Company s named executive officers in connection with, or following, the consummation of the merger and does not relate to any new compensation or other arrangements between the Company s named executive officers and Abbott or, following the merger, the surviving corporation and its subsidiaries); and

- a proposal to adjourn the special meeting to a later date or time, if necessary or appropriate, to solicit additional proxies in the event there are insufficient votes at the time of the special meeting or any adjournment or postponement thereof to adopt the merger agreement, which we refer to as the adjournment proposal .

**Q: What constitutes a quorum for purposes of the special meeting?**

A: A majority of all of the issued and outstanding shares of Company common stock entitled to vote, present in person or represented by proxy, constitutes a quorum for the transaction of business at any meeting of the holders of Company common stock. Abstentions will be counted for purposes of determining the presence of a quorum. Broker non-votes (as described under *The Special Meeting Quorum*) will not be counted for purposes of determining the presence of a quorum unless the broker, bank, trust, custodian or other nominee (we refer to those organizations collectively as broker) has been instructed to vote on at least one of the proposals presented in this proxy statement. If, however, less than a quorum is present or represented at the special meeting, the holders of Company common stock representing a majority of the voting power present or represented at the meeting may adjourn the meeting from time to time, and the meeting may be held as adjourned without further notice other than announcement at the meeting.

**Q: What vote of our stockholders is required to approve each of the proposals?**

A: The adoption of the merger agreement by holders of Company common stock requires the affirmative vote of stockholders holding at least a majority of the outstanding shares of Company common stock entitled to vote thereon as of the close of business on the record date. **Abstentions, failures to vote and broker non-votes will have the same effect as a vote AGAINST the proposal to approve the merger agreement.** Note that you may vote to adopt the merger agreement and vote not to approve the nonbinding compensation proposal or adjournment proposal and vice versa.

The approval of the nonbinding compensation proposal by holders of Company common stock requires the approval by a majority of the votes cast for or against that proposal at the special meeting. Assuming a quorum is present at the special meeting, abstentions, failures to vote and broker non-votes will have no effect on the outcome of the nonbinding compensation proposal.

The approval of the adjournment proposal requires the approval by a majority of the votes cast for or against that proposal at the special meeting. Assuming a quorum is present at the special meeting, abstentions, failures to vote and broker non-votes will have no effect on the outcome of the nonbinding compensation proposal. If less than a majority of the outstanding shares of Company common stock entitled to vote are present in person or represented by proxy at the special meeting, a majority of the shares present or represented at the meeting may also adjourn the meeting under Alere s Amended and Restated By-Laws.

**Q: How does the Board recommend that I vote?**

A: **The Board recommends a vote FOR the proposal to adopt the merger agreement, FOR the nonbinding compensation proposal and FOR the adjournment proposal**

For a discussion of the factors that the Board considered in determining to recommend the adoption of the merger agreement, please see the section of this proxy statement entitled *The Merger Reasons for the Merger* beginning on page 37. In addition, in considering the recommendation of the Board with respect to the merger agreement, you should be aware that some of the Company s directors and executive officers have interests that may be different from, or in addition to, the interests of the Company s stockholders generally. Please see the section of this proxy statement entitled *The Merger Interests of the Company s Directors and Executive Officers in the Merger* beginning on page 53.

**Q: How do the Company s directors and executive officers intend to vote?**

A: As of [ ], 2016, the directors and executive officers of Alere beneficially owned in the aggregate [ ] shares of Company common stock, or approximately [ ]% of the outstanding shares of Company common stock. We currently expect that each of these individuals will vote all of his or her shares of Company common stock in favor of each of the proposals to be presented at the special meeting, although none of them are obligated to do so.

**Q: Do any of the Company s directors or executive officers have any interests in the merger that are different from, or in addition to, my interests as a stockholder?**

A: In considering the proposals to be voted on at the special meeting, you should be aware that the Company s directors and executive officers have interests in the merger that may be different from, or in addition to, your interests as a stockholder. The members of the Board were aware of and considered these interests in reaching the determination to approve the merger agreement and deem the merger agreement, the merger

Table of Contents

and the other transactions contemplated by the merger agreement to be advisable and in the best interests of the Company, and in recommending that the holders of Company common stock vote for the approval of the merger agreement. These interests include:

each Company stock option and Company RSU, whether vested or unvested, will be cashed out upon the effective time of the merger in accordance with the terms of the merger agreement (as described below in *The Merger Agreement Treatment of Equity and Equity-Based Awards* );

each of the Company s executive officers is party to a change of control agreement with Company that provides severance and other benefits (including in certain cases a golden parachute excise tax gross-up) in the case of a qualifying termination of employment in connection with or following a change of control, which will include completion of the merger;

employees of the Company (including the executive officers) are eligible to receive retention awards (as of the date of this proxy statement, no determinations have been made as to whether any executive officer will receive an award or the amounts of any such potential awards to any such individual, although the parties have agreed that the aggregate amount of retention awards will not exceed $25 million); and

The Company s directors and executive officers are entitled to continued indemnification and insurance coverage under the merger agreement.

For more information, please see the section of this proxy statement entitled *The Merger Interests of the Company s Directors and Executive Officers in the Merger* beginning on page 53.

**Q: What happens if I sell my shares of Company common stock before the special meeting?**

A: The record date for the special meeting is earlier than the date of the special meeting. If you own shares of Company common stock on the record date, but transfer your shares after the record date but before the effective time of the merger, you will retain your right to vote such shares at the special meeting. However, the right to receive the merger consideration will pass to the person to whom you transferred your shares.

**Q: How do I cast my vote if I am a stockholder of record?**

A: If you are a stockholder with shares of Company common stock registered in your name, you may vote such shares in person at the special meeting or by submitting a proxy for the special meeting via the internet, by telephone or by completing, signing, dating and mailing the enclosed proxy card in the envelope provided. For more detailed instructions on how to vote using one of these methods, please see the section of this proxy statement entitled *The Special Meeting Voting Procedures* beginning on page 20.

If you are a holder of record of shares of Company common stock and you submit a proxy card or voting instructions but do not direct how to vote on each item, the persons named as proxies will vote in favor of the proposal to adopt the merger agreement, the nonbinding compensation proposal and the adjournment proposal.

**Q: How do I cast my vote if my shares of Company common stock are held in street name by my broker?**

A:

If you are a stockholder with shares of Company common stock held in street name , which means your shares are held in an account at a broker, you must follow the instructions from your broker in order to vote such shares. Without following those instructions, your shares will not be voted, which will have the same effect as a vote AGAINST the proposal to approve the merger agreement.

**Q: What will happen if I abstain from voting or fail to vote on any of the proposals?**

A: If you abstain from voting, fail to cast your vote in person or by proxy or fail to give voting instructions to your broker, it will have the same effect as a vote AGAINST the proposal to approve the merger agreement.

Table of Contents

Assuming a quorum is present at the special meeting, abstentions, failures to vote and broker non-votes will have no effect on the outcome of the nonbinding compensation proposal or the adjournment proposal.

**Q: Can I change my vote after I have delivered my proxy?**

A: Yes. If you are a stockholder with shares of Company common stock registered in your name, once you have given your proxy vote for the matters described in this proxy statement, you may revoke it at any time prior to the time it is voted, by filing with the Secretary of the Company an instrument revoking the proxy, by submitting a new proxy bearing a later date, by using the telephone or internet proxy submission procedures described under *The Special Meeting Voting Procedures* or by completing, signing, dating and returning a new proxy card by mail to the Company, or by attending the special meeting and voting in person. Merely attending the special meeting will not, by itself, revoke a proxy. Please note, however, that only your last-dated proxy will count. Please note that if you want to revoke your proxy by sending a new proxy card or an instrument revoking the proxy to the Company, you should ensure that you send your new proxy card or instrument revoking the proxy in sufficient time for it to be received by the Company prior to the special meeting.

If you are a stockholder with shares of Company common stock held in street name , you should follow the instructions of your broker regarding the revocation of proxies. If your broker allows you to submit a proxy via the internet or by telephone, you may be able to change your vote by submitting a new proxy via the internet or by telephone or by mail.

**Q: What should I do if I receive more than one set of voting materials?**

A: You may receive more than one set of voting materials, including multiple copies of this proxy statement or multiple proxy or voting instruction cards. For example, if you hold your shares of Company common stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares of Company common stock. If you are a holder of Company common stock of record and your shares of Company common stock are registered in more than one name, you will receive more than one proxy card. **Please submit each proxy and voting instruction card that you receive to ensure that all your shares of Company common stock are voted.**

**Q: If I hold my shares of Company common stock in certificated form, should I send in my stock certificates now?**

A: No. Promptly after the effective time of the merger, each holder of a certificate representing any Company common stock that has been converted into the right to receive the merger consideration, will be sent a letter of transmittal describing the procedure for surrendering your shares in exchange for the merger consideration. If you hold your shares in certificated form, you will receive your cash payment after the paying agent receives your stock certificates and any other documents requested in the instructions. You should not return your stock certificates with the enclosed proxy card, and you should not forward your stock certificates to the paying agent without a letter of transmittal. If you hold shares of Company common stock in non-certificated book-entry form, you will not be required to deliver a stock certificate, and you will receive your cash payment after the paying agent receives the documents requested in the instructions.

**Q: Am I entitled to exercise appraisal rights instead of receiving the merger consideration for my shares of Company common stock?**

A: Holders of Company common stock and convertible preferred stock are entitled to appraisal rights under Section 262 of the DGCL so long as they follow the procedures precisely and satisfy the conditions set forth in Section 262 of the DGCL. For more information regarding appraisal rights, see Appraisal Rights beginning on page 84. In addition, a copy of Section 262 of the DGCL is attached as Annex C to this proxy statement. Failure to strictly comply with Section 262 of the DGCL may result in your waiver of, or inability to exercise, appraisal rights.

14

Table of Contents

**Q: When is the merger expected to be completed?**

A: We are working toward completing the merger as promptly as possible. We are confident that the merger will be completed in accordance with the terms set forth in the merger agreement, but we cannot be certain when or if the conditions of the merger will be satisfied or (if permissible under applicable law) waived. The merger cannot be completed until the conditions to closing are satisfied or (if permissible under applicable law) waived, including the adoption of the merger agreement by the holders of Company common stock at the special meeting and the receipt of certain regulatory approvals.

**Q: What effect will the merger have on the Company?**

A: If the merger is consummated, Merger Sub will be merged with and into the Company, and the Company will continue to exist following the merger as a subsidiary of Abbott. Following such consummation of the merger, shares of Company common stock will no longer be traded on the NYSE or any other public market, and the registration of shares of Company common stock under the Exchange Act will be terminated.

**Q: What happens if the merger is not completed?**

A: If the event that the proposal to adopt the merger agreement does not receive the required approval from the holders of Company common stock, or if the merger is not completed for any other reason, the holders of Company common stock will not receive any payment for their Company common stock in connection with the merger. Instead, the Company will remain an independent public company and stockholders will continue to own their shares of Company common stock. The Company common stock will continue to be registered under the Exchange Act and listed and traded on the NYSE. Under certain circumstances, if the merger is not completed, the Company may be obligated to pay to Abbott a termination fee. Please see the section of this proxy statement entitled *The Merger Agreement Termination Fee* and beginning on page 79.

**Q: What is householding and how does it affect me?**

A: The SEC permits companies to send a single set of certain disclosure documents to stockholders who share the same address and have the same last name, unless contrary instructions have been received, but only if the applicable company provides advance notice and follows certain procedures. In such cases, each stockholder continues to receive a separate notice of the meeting and proxy card. This practice, known as householding , is designed to reduce duplicate mailings and save significant printing and postage costs as well as natural resources.

If you received a householded mailing and you would like to have additional copies of this proxy statement mailed to you, or you would like to opt out of this practice for future mailings, please submit your request to Investor Relations by phone at (858) 805-2232, by mail to Alere Inc., Investor Relations, 51 Sawyer Road, Suite 200, Waltham, MA 02453, or by e-mail to *ir@alere.com*. We will promptly send additional copies of this proxy statement upon receipt of such request.

**Q: Who can help answer my questions?**

A: If you need assistance in completing your proxy card or have questions regarding the special meeting, please contact Innisfree M&A Incorporated, which is acting as the Company s proxy solicitation agent in connection with the merger, toll free at (888) 750-5834. Brokers may call collect at (212) 750-5833.

15

Table of Contents

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Any statements in this proxy statement regarding the proposed merger, the expected timetable for completing, and the Company s confidence with respect to the completion of, the proposed merger, future financial and operating results, future capital structure and liquidity, benefits and synergies of the proposed merger, future opportunities for the combined company, general business outlook and any other statements about the future expectations, beliefs, goals, plans or prospects of the board or management of the Company constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Readers can identify these statements by forward-looking words such as may, could, should, would, intend, will, expect, anticipate, believe, estimate, continue or similar words. A number of impo cause actual results of Alere and its subsidiaries to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, (i) the risk that the proposed merger with Abbott may not be completed in a timely manner or at all; (ii) the failure to receive, on a timely basis or otherwise, the required approval of the proposed merger with Abbott by Alere s stockholders; (iii) the possibility that competing offers or acquisition proposals for Alere will be made; (iv) the possibility that any or all of the various conditions to the consummation of the merger may not be satisfied or waived, including the failure to receive any required regulatory approvals from any applicable governmental entities (or any conditions, limitations or restrictions placed on such approvals); (v) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement, including in circumstances which would require Alere to pay a termination fee or other expenses; (vi) the effect of the announcement or pendency of the transactions contemplated by the merger agreement on Alere s ability to retain and hire key personnel, its ability to maintain relationships with its customers, suppliers and others with whom it does business, or its operating results and business generally; (vii) risks related to diverting management s attention from Alere s ongoing business operations; (viii) the risk that stockholder litigation in connection with the transactions contemplated by the merger agreement may result in significant costs of defense, indemnification and liability; and (ix) the risk factors detailed in Part I, Item 1A, Risk Factors, of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (as filed with the Securities and Exchange Commission on August 8, 2016) and other risk factors identified herein or from time to time in our periodic filings with the SEC. Readers should carefully review these risk factors, and should not place undue reliance on our forward-looking statements. These forward-looking statements are based on information, plans and estimates at the date of this report. We undertake no obligation to update any forward-looking statements to reflect changes in underlying assumptions or factors, new information, future events or other changes.

Table of Contents

## THE PARTIES

### Alere Inc.

Alere delivers reliable and actionable health information through rapid diagnostic tests, resulting in better clinical and economic healthcare outcomes globally. Our high-performance diagnostics for infectious disease, cardiometabolic disease and toxicology are designed to meet the growing global demand for accurate, easy-to-use and cost-effective near-patient tests. Our goal is to make Alere products accessible to more people around the world, even those located in remote and resource-limited areas, by making them affordable and usable in any setting. By making critical clinical diagnostic information available to doctors and patients in an actionable timeframe, Alere products help streamline healthcare delivery and improve patient outcomes. Our company, formerly known as Inverness Medical Innovations, Inc., was formed in 2001. Since that time, we have grown our businesses through strategic acquisitions, tactical use of our intellectual property portfolio and organic growth. In July 2010, our company changed its name to Alere Inc. Our common stock is listed on the NYSE under the trading symbol ALR . Our convertible preferred stock, designated pursuant to the Certificate of Designations, is listed on the NYSE under the trading symbol ALRpB . Alere s principal executive offices are located at 51 Sawyer Road, Suite 200, Waltham, Massachusetts 02453 and our telephone number is (781) 647-3900.

### Abbott Laboratories

Abbott Laboratories, which we refer to as Abbott , is an Illinois corporation, incorporated in 1900. Abbott s principal business is the discovery, development, manufacture and sale of a broad and diversified line of health care products. Abbott common stock is listed on the NYSE under the trading symbol ABT . Abbott common stock is also listed on the Chicago Stock Exchange, the London Stock Exchange and the SIX Swiss Exchange. Abbott s principal executive office is located at 100 Abbott Park Road, Abbott Park, Illinois 60064-6400 and its telephone number is (224) 667-6100.

### Angel Sub, Inc.

Merger Sub was formed by Abbott on January 29, 2016 solely for the purpose of completing the merger. Merger Sub became a party to the merger agreement through execution of a joinder agreement to the merger agreement on February 2, 2016. Merger Sub is wholly owned by Abbott and has not engaged in any business except for activities incidental to its formation and in connection with the merger and the other transactions contemplated by the merger agreement. Upon the consummation of the merger, Merger Sub will cease to exist. Merger Sub s principal executive office is located at 100 Abbott Park Road, Abbott Park, Illinois 60064-6400 and its telephone number is (224) 667-6100.

## THE SPECIAL MEETING

*We are furnishing this proxy statement to the holders of Company common stock as part of the solicitation of proxies by the Board for use at the special meeting and at any adjournments or postponements thereof.*

**Date, Time and Place**

The special meeting will be held on [ ], 2016, at [ ] local time, at [ ].

If you plan to attend the meeting, please note that you will need to present government-issued identification showing your name and photograph (i.e., a driver s license or passport), and, if you are a representative of an institutional investor, professional evidence showing your representative capacity for such entity, in each case to be verified against our stockholder list as of the record date for the meeting. In addition, if your shares of Company common stock are held in the name of a broker, you will need a valid proxy from such entity or a recent brokerage statement or letter from such entity reflecting your stock ownership as of the record date for the meeting.

**Purpose of the Special Meeting**

The special meeting is being held for the following purposes:

- to consider and vote on a proposal to adopt the merger agreement (see the section of this proxy statement entitled *The Merger Agreement* beginning on page 65);

- to consider and vote on a nonbinding, advisory proposal to approve the compensation that may be paid or may become payable to the Company s named executive officers in connection with, or following, the consummation of the merger (this nonbinding, advisory proposal, which we refer to as the nonbinding compensation proposal , relates only to contractual obligations of the Company in existence prior to consummation of the merger that may result in a payment to the Company s named executive officers in connection with, or following, the consummation of the merger and does not relate to any new compensation or other arrangements between the Company s named executive officers and Abbott or, following the merger, the surviving corporation and its subsidiaries) (see the section of this proxy statement entitled *The Merger Interests of the Company s Directors and Executive Officers in the Merger* beginning on page 53); and

- to consider and vote on a proposal to adjourn the special meeting to a later date or time, if necessary or appropriate, to solicit additional proxies in the event there are insufficient votes at the time of the special meeting or any adjournment or postponement thereof to adopt the merger agreement, which we refer to as the adjournment proposal .

A copy of the merger agreement is attached as Annex A to this proxy statement.

**Recommendation of the Board**

The Board carefully reviewed and considered the terms and conditions of the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Board approved the merger agreement, declared the merger agreement, the merger and the other transactions contemplated by the merger agreement to be advisable and in the best interests of the Company and its stockholders, directed that the adoption of the merger agreement be submitted to a vote at a meeting of the holders of Company common stock and recommended that the holders of Company common stock vote for adoption of the merger agreement. Accordingly, the Board recommends a vote FOR the proposal to adopt the merger agreement. For a discussion of the factors that the Board considered in determining to recommend the adoption of the merger agreement, please see the section of this proxy statement entitled *The Merger Reasons for the Merger* beginning on page 37.

The Board also recommends a vote FOR the nonbinding compensation proposal and a vote FOR the adjournment proposal.

**Record Date and Stockholders Entitled to Vote**

Only holders of Company common stock of record as of the close of business on [ ], the record date for the special meeting, are entitled to vote the shares of Company common stock they held on the record date at the special meeting. As of the close of business on the record date, there were [ ] shares of Company common stock outstanding and entitled to vote. Each stockholder is entitled to one vote for each share of Company common stock held by such stockholder on the record date on each of the proposals presented in this proxy statement.

**Quorum**

A majority of all of the issued and outstanding shares of Company common stock entitled to vote, whether present in person or represented by proxy, constitutes a quorum for the transaction of business at any meeting of the holders of Company common stock. Abstentions will be counted for purposes of determining the presence of a quorum. Broker non-votes will not be counted for purposes of determining the presence of a quorum unless the broker has been instructed to vote on at least one of the proposals presented in this proxy statement.

A broker non-vote occurs when (i) your shares of Company common stock are held by a broker, in nominee name or otherwise, exercising fiduciary powers (typically referred to as being held in street name ) and (ii) a broker submits a proxy card for your shares of Company common stock held in street name , but does not vote on a particular proposal because the broker has not received voting instructions from you and does not have the authority to vote on that matter without instructions. You must follow instructions from your broker to authorize it to vote with respect to the proposal to approve the merger agreement, the nonbinding compensation proposal or the adjournment proposal.

If, however, less than a quorum is present or represented at the special meeting, the holders of Company common stock representing a majority of the voting power present or represented at the meeting or the presiding officer of the meeting may adjourn the meeting from time to time, and the meeting may be held as adjourned without further notice other than announcement at the meeting. In the event that a quorum is not present at the special meeting, or if there are insufficient votes to adopt the merger agreement at the time of the special meeting, we expect that the special meeting will be adjourned or postponed to solicit additional proxies.

**Vote Required**

***Adoption of the Merger Agreement***

The adoption of the merger agreement by the holders of Company common stock requires the affirmative vote of stockholders holding at least a majority of the outstanding shares of Company common stock entitled to vote thereon as of the close of business on the record date. Under the merger agreement, the receipt of such required vote is a condition to the consummation of the merger. Note that you may vote to adopt the merger agreement and vote not to approve the nonbinding compensation proposal or adjournment proposal and vice versa.

The failure to vote your shares of Company common stock, abstentions and broker non-votes will have the same effect as a vote AGAINST the proposal to approve the merger agreement.

***Approval of the Nonbinding Compensation Proposal***

The approval of the nonbinding compensation proposal by the holders of Company common stock requires the approval by a majority of the votes cast affirmatively or negatively on that proposal at the special meeting. Assuming a quorum is present at the special meeting, abstentions, failures to vote and broker non-votes will have no effect on the outcome of the nonbinding compensation proposal.

The vote on the nonbinding compensation proposal is a vote separate and apart from the vote to adopt the merger agreement. Because the vote on the nonbinding compensation proposal is advisory only, it will not be binding on Alere, the Board, Abbott or the surviving corporation. Accordingly, because Alere is contractually obligated to pay the compensation, if the merger agreement is adopted by the holders of Company common stock and the merger is completed, the compensation will be payable, subject only to the conditions applicable thereto, regardless of the outcome of the nonbinding advisory vote.

Table of Contents

***Approval of the Adjournment Proposal***

The approval of the adjournment proposal by the holders of Company common stock requires the approval by a majority of the votes cast affirmatively or negatively on that proposal at the special meeting. Assuming a quorum is present at the special meeting, abstentions, failures to vote and broker non-votes will have no effect on the outcome of the adjournment proposal. If less than a majority of the outstanding shares entitled to vote are present in person or represented by proxy at the special meeting, a majority of the shares present or represented at the meeting may also adjourn the meeting under Alere s Amended and Restated By-Laws. Alere does not intend to call a vote on this proposal if the proposal to adopt the merger agreement is approved at the special meeting.

The vote on the adjournment proposal is a vote separate and apart from the vote to adopt the merger agreement. Accordingly, you may vote to adopt the merger agreement and vote not to approve the adjournment proposal and vice versa.

**Voting Procedures**

Whether or not you plan to attend the special meeting and regardless of the number of shares of Company common stock you own, your careful consideration of, and vote on, the merger agreement is important and we encourage you to vote promptly.

To ensure that your shares of Company common stock are voted at the special meeting, we recommend that you provide voting instructions promptly by proxy, even if you plan to attend the special meeting in person, using one of the following three methods:

*Vote via the Internet.* Follow the instructions for internet voting shown on the proxy card mailed to you.

*Vote by Telephone.* Follow the instructions for telephone voting shown on the proxy card mailed to you.

*Vote by Proxy Card.* If you do not wish to vote by the internet or by telephone, please complete, sign, date and mail the enclosed proxy card in the envelope provided.

The internet and telephone voting procedures are designed to authenticate your identity and to allow you to vote your shares of Company common stock for the matters before the holders of Company common stock as described in this proxy statement and confirm that your voting instructions have been properly recorded.

Votes submitted by telephone or via the internet for the matters before the holders of Company common stock as described in this proxy statement must be received by 11:59 p.m., Eastern Time, [ ], 2016.

**If you are a stockholder with shares of Company common stock held in street name , which means your shares of Company common stock are held in an account at a broker, you must follow the instructions from your broker in order to vote (including how and when to vote your shares of Company common stock). The timing described in the instructions from your broker may differ from the timing described above. Without following those instructions, your shares will not be voted, which will have the same effect as a vote AGAINST the proposal to adopt the merger agreement.**

For additional questions about the merger, assistance in submitting proxies or voting shares of Company common stock, or to request additional copies of this proxy statement or the enclosed proxy card, please contact Innisfree M&A Incorporated, which is acting as the Company s proxy solicitation agent in connection with the merger, toll free at (888) 750-5834. Brokers may call collect at (212) 750-5833.

**How Proxies Are Voted**

If you complete and submit your proxy card or voting instructions, the persons named as proxies will follow your instructions. If you are a holder of shares of Company common stock of record and you submit a proxy card or voting instructions but do not direct how to vote on each item, the persons named as proxies will vote in favor of the proposal to adopt the merger agreement, the nonbinding compensation proposal and the adjournment proposal.

Table of Contents

**Revocation of Proxies**

If you are a stockholder with shares of Company common stock registered in your name, once you have given your proxy vote for the matters before the holders of Company common stock as described in this proxy statement, you may revoke it at any time prior to the time it is voted, by filing with the Secretary of the Company an instrument revoking the proxy, by submitting a new proxy bearing a later date, by using the telephone or internet proxy submission procedures described above, by completing, signing, dating and returning a new proxy card by mail to the Company or by attending the special meeting and voting in person. Merely attending the special meeting will not, by itself, revoke a proxy. Please note, however, that only your last-dated proxy will count. Please note that if you want to revoke your proxy by sending a new proxy card or an instrument revoking the proxy to the Company, you should ensure that you send your new proxy card or instrument revoking the proxy in sufficient time for it to be received by the Company prior to the special meeting.

If you are a stockholder with shares of Company common stock held in street name , you should follow the instructions of your broker regarding the revocation of proxies. If your broker allows you to submit a proxy via the internet or by telephone, you may be able to change your vote by submitting a new proxy via the internet or by telephone or by mail. Please note that if your shares of Company common stock are held in the name of a broker, you must obtain and bring to the special meeting a proxy card issued in your name from the broker to be able to vote at the special meeting.

**Voting in Person**

If you plan to attend the special meeting and vote in person, you will be given a ballot at the special meeting. Please note that admission to the special meeting is limited to the holders of Company common stock as of the close of business on the record date.

For holders of Company common stock of record, upon your arrival at the meeting location, you will need to present identification to be admitted to the meeting. If you are a holder of Company common stock who is an individual, you will need to present government-issued identification showing your name and photograph (i.e., a driver s license or passport), or, if you are representing an institutional investor, you will need to present government-issued photo identification and professional evidence showing your representative capacity for such entity. In each case, we will verify such documentation with our record date stockholder list.

For holders of Company common stock holding shares in street name , in addition to providing identification as outlined for record holders above, you will need a valid proxy from your broker or a recent brokerage statement or letter from your broker reflecting your stock ownership as of the record date. Otherwise, you will not be permitted to vote at or attend the special meeting.

**Solicitation of Proxies**

The Company will bear the cost of soliciting proxies, including the expense of preparing, printing and distributing this proxy statement. In addition to soliciting proxies by mail, telephone or electronic means, we may request brokers to solicit their customers who have Company common stock registered in their names and will, upon request, reimburse them for the reasonable, out-of-pocket costs of forwarding proxy materials in accordance with customary practice. We may also use the services of our directors, officers and other employees to solicit proxies, personally or by telephone, without additional compensation. In addition, the Company has retained Innisfree M&A Incorporated to solicit stockholder proxies at a total cost to the Company of approximately $25,000, *plus* reimbursement of expenses.

**Adjournments and Postponements**

Although it is not currently expected, the special meeting may be adjourned, recessed or postponed for the purpose of soliciting additional proxies. An adjournment of the special meeting may be made by the presiding officer of the meeting or by the affirmative vote of the holders of at least a majority of the shares of Company common stock present in person or represented by proxy at the special meeting and entitle to vote at the special meeting.

Table of Contents

If the time, date and place of an adjourned meeting are announced at the original convening of the special meeting, no notice of an adjourned meeting need be given unless the adjournment is for more than 30 days or, after the adjournment, a new record date is fixed for the adjourned meeting, in which case notice of the adjourned meeting will be given to each holder of Company common stock of record entitled to notice of or to vote at the meeting. At any subsequent reconvening of the special meeting at which a quorum is present in person or represented by proxy, any business may be transacted that might have been transacted at the original meeting, and all proxies will be voted in the same manner as they would have been voted at the original convening of the special meeting, except for any proxies that have been validly revoked or withdrawn prior to the reconvened meeting.

**Voting by Company Directors, Executive Officers and Principal Securityholders**

As of [ ], 2016, the directors and executive officers of Alere beneficially owned in the aggregate [ ] shares of Company common stock, or approximately [ ]% of the outstanding shares of Company common stock. We currently expect that each of these individuals will vote all of his or her shares of Company common stock in favor of each of the proposals to be presented at the special meeting, although none of them are obligated to do so. The Company s directors and executive officers have interests in the merger that may be different from, or in addition to, the interests of the Company s stockholders generally. For more information, please see the section of this proxy statement entitled *The Merger Interests of the Company s Directors and Executive Officers in the Merger* beginning on page 53.

**Assistance**

If you need assistance in completing your proxy card or have questions regarding the special meeting, please contact Innisfree M&A Incorporated, which is acting as the Company s proxy solicitation agent in connection with the merger, toll free at (888) 750-5834. Brokers may call collect at (212) 750-5833.

**List of Stockholders**

A list of the holders of Company common stock entitled to vote at the special meeting will be available for inspection for any purpose germane to the meeting at our principal executive offices at 51 Sawyer Road, Suite 200, Waltham, Massachusetts 02453 at least 10 days prior to the date of the special meeting and continuing through the special meeting. The list will also be available at the meeting for inspection by any stockholder present at the meeting.

Table of Contents

## PROPOSAL 1: ADOPTION OF THE MERGER AGREEMENT

As discussed elsewhere in this proxy statement, holders of Company common stock will consider and vote on a proposal to adopt the merger agreement. You are urged to carefully read this proxy statement in its entirety for more detailed information concerning the merger agreement and the merger, including the information set forth under the sections of this proxy statement captioned *The Merger* and *The Merger Agreement*. A copy of the merger agreement is attached as Annex A to this proxy statement. You are urged to read the merger agreement carefully and in its entirety.

**The Board recommends a vote FOR the adoption of the merger agreement.**

Table of Contents

## PROPOSAL 2: ADVISORY, NON-BINDING VOTE ON MERGER-RELATED

## EXECUTIVE COMPENSATION ARRANGEMENTS

In accordance with Section 14A of the Exchange Act, the Company is providing holders of Company common stock with the opportunity to cast a nonbinding advisory vote on the compensation that may be payable to the Company s named executive officers in connection with the merger. As required by those rules, the Company is asking holders of Company common stock to vote on the adoption of the following resolution:

RESOLVED, that the compensation that may be paid or become payable to the Company s named executive officers in connection with the merger, as disclosed in the table entitled *Potential Payments to Named Executive Officers* , including the associated narrative discussion, and the agreements or understandings pursuant to which such compensation may be paid or become payable, are hereby APPROVED.

The vote on executive compensation payable in connection with the merger is a vote separate and apart from the vote to adopt the merger agreement. Accordingly, you may vote to adopt the merger agreement and vote not to approve the executive compensation and vice versa. Because the vote is advisory in nature only, it will not be binding on the Company or the Board. Accordingly, because the Company is contractually obligated to pay the compensation, such compensation will be paid or become payable, subject only to the conditions applicable thereto, if the merger is consummated and regardless of the outcome of the advisory vote.

The approval of the nonbinding compensation proposal by the holders of Company common stock requires the approval by a majority of the votes cast affirmatively or negatively on that proposal at the special meeting. Assuming a quorum is present at the special meeting, abstentions, failures to vote and broker non-votes will have no effect on the outcome of the nonbinding compensation proposal.

**The Board recommends a vote FOR the approval of the nonbinding compensation proposal.**

Table of Contents

## PROPOSAL 3: VOTE ON POSSIBLE ADJOURNMENT TO SOLICIT ADDITIONAL PROXIES, IF NECESSARY

The special meeting may be adjourned to another time and place to permit further solicitation of proxies, if necessary, to obtain additional votes to approve the proposal to adopt the merger agreement. Alere currently does not intend to propose adjournment of the special meeting if there are sufficient votes to approve the proposal to adopt the merger agreement.

Alere is asking you to authorize the holder of any proxy solicited by the Board to vote in favor of any adjournment of the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the proposal to adopt the merger agreement at the time of the special meeting

**The Board recommends a vote FOR the approval of the adjournment proposal.**

Table of Contents

# THE MERGER

**Overview**

The Company is seeking the adoption by the holders of Company common stock of the merger agreement the Company entered into on January 30, 2016 with Abbott. Under the terms of the merger agreement, subject to the satisfaction or (if permissible under applicable law) waiver of specified conditions, Merger Sub will be merged with and into the Company, with the Company surviving the merger as a subsidiary of Abbott. The Board has approved the merger agreement and recommends that the holders of Company common stock vote to adopt the merger agreement.

Upon the consummation of the merger, each share of Company common stock issued and outstanding immediately prior to the effective time, other than shares of Company common stock owned by the Company as treasury stock, or owned by Abbott or Merger Sub and other than shares of Company common stock owned by wholly owned subsidiaries of the Company or Abbott (other than Merger Sub) that Abbott has elected to be canceled and other than shares of Company common stock owned by stockholders who have properly exercised appraisal rights of such shares in accordance with Section 262 of the DGCL, will be converted into the right to receive $56.00 in cash, without interest and less any applicable withholding taxes.

Each share of convertible preferred stock issued and outstanding immediately prior to the effective time of the merger (other than shares of convertible preferred stock owned by stockholders who have properly exercised appraisal rights of such shares in accordance with Section 262 of the DGCL) will remain issued and outstanding immediately following the effective time as one share of Series B Convertible Preferred Stock, par value $0.001 per share, of the surviving corporation. The Certificate of Designations will continue to apply to the convertible preferred stock following the merger.

**Background of the Merger**

The Board, together with the Company s management and with the assistance of the Company s advisors, has periodically reviewed the Company s long-term strategic plan and considered various strategic opportunities available to the Company as well as ways to enhance stockholder value and the Company s performance and prospects, including in light of the business, competitive, regulatory and economic environment and developments in the Company s industry. These reviews have included discussions as to whether the Company should continue to execute on its strategy as a stand-alone company, pursue various acquisitions and divestitures or pursue a sale of the entire Company. As part of these reviews, the Board, together with the Company s management and with the assistance of the Company s advisors, has considered from time to time what would offer the best avenue to enhance stockholder value along with the potential benefits and risks of any potential transaction.

On May 5, 2014, the Company publicly announced that the Board was undertaking a comprehensive review of the Company s strategy and operations to identify opportunities to enhance stockholder value.

On July 7, 2014, Mr. Gregg J. Powers, Chairman of the Board, and Mr. Namal Nawana, the Chief Executive Officer and President of the Company, issued separate letters to the Company s stockholders providing updates on the Company s strategic review, including the engagement of external consultants to assist in evaluating the Company s overall corporate strategy and planned steps to rationalize the Company s investment in connected health concepts and technologies to improve operating results. Mr. Nawana s letter stated that the Company was committed to reducing the Company s leverage by using sales of non-core assets and the Company s free cash flows to repay outstanding debt.

In August 2014, the Company announced that, as part of this strategic review, the Company intended to strategically refocus on its core business in rapid diagnostics. In so doing it expected to improve financial performance by divesting its connected health initiative business, its health management business and other non-core assets and to use the proceeds to pay down debt. On October 27, 2014, the Company entered into a definitive agreement providing for the divestiture of the Company s health management business to OptumHealth Care Solutions, Inc. The proceeds of this divestiture, which was completed on January 9, 2015,

**Table of Contents**

were used to repay outstanding debt, consistent with the Company s previously announced strategic review. On July 2, 2015, the Company entered into a definitive agreement providing for the divestiture of the Company s BBI business to Exponent Private Equity LLP. The proceeds of this divestiture, which was completed on November 17, 2015, were also used to repay outstanding debt.

On September 15, 2014, Mr. Ron Zwanziger, the founder and former Chief Executive Officer of the Company, delivered a letter to Mr. Powers indicating that Mr. Zwanziger and other former executives would be interested in acquiring 100% of the outstanding shares of Company common stock at a price of $46.00 per share. Mr. Zwanziger s letter requested the opportunity for Mr. Zwanziger, certain unidentified equity investors and their potential debt financing sources to conduct one month of due diligence. Following receipt of the letter from Mr. Zwanziger, the Board and senior management of the Company reviewed Mr. Zwanziger s proposal, taking into account the Board s ongoing comprehensive strategic review of the Company s operations with the advice of external consultants. After review, the Board concluded that both near-term and long-term stockholder value would be enhanced through continued execution of the Company s refocused strategy on its core business, determined not to further evaluate the proposal and declined Mr. Zwanziger s request to conduct due diligence.

The Company continued to execute its previously announced strategic plan and to periodically review various strategic opportunities available to the Company as well as ways to enhance stockholder value. These strategic opportunities included, from time to time, execution on organic growth and cost reduction opportunities, potential spin-offs or divestitures of non-core assets to reduce the Company s leverage, potential bolt-on acquisitions related to the Company s core business, the potential sale of the Company to a financial sponsor or a strategic counterparty and other potential strategic combinations. The Company did not engage in any discussions with any potential acquirors regarding a potential acquisition of the Company during this time. The Company also focused on increasing dialogue with analysts and stockholders, improving margins, repaying portions of its outstanding debt and improving the operating performance of its core businesses.

On December 10, 2015, Mr. Brian Blaser, the Executive Vice President, Diagnostics Products, of Abbott, contacted Mr. Nawana to inform him that Abbott was interested in making a proposal to acquire the Company at a significant premium to its current share price. At this time Abbott did not indicate a specific price or provide any other specific terms of a possible proposal. Mr. Nawana responded that he would discuss the matter with the Board, and requested that Mr. Blaser provide additional details on the terms of Abbott s proposal, including the price that Abbott was proposing to pay to acquire the Company so that the Board could evaluate the proposal.

On December 11, 2015, Mr. Nawana and Mr. Blaser again discussed Abbott s interest in acquiring the Company. During this discussion, Mr. Blaser did not indicate what price Abbott might be willing to pay to acquire the Company and did not provide any other specific terms of its proposal. Mr. Blaser did state that Abbott intended to send a written indication of interest setting forth the terms of Abbott s proposal in more detail, but would need to receive additional information from the Company before Abbott could propose a transaction price.

Also on December 11, 2015, a representative of Abbott sent Ms. Ellen Chiniara, the Company s Senior Vice President and General Counsel, a draft confidentiality agreement.

On December 13, 2015, Mr. Blaser sent Mr. Nawana a preliminary due diligence request list.

On December 14, 2015, the Company held a regularly scheduled meeting of the Board. The agenda for that meeting, which had been established in advance of the initial outreach from Abbott, included a review of the Company s business plan and strategic plan, including various potential strategic and financial alternatives. At this meeting, Mr. Nawana updated the Board on his conversations with Mr. Blaser, including Abbott s desire to submit a proposal to acquire the Company. Following Mr. Nawana s update, members of the Company s management discussed with the Board the Company s strategic plan, which included three sets of financial forecasts reflecting various assumptions which formed the basis of the Financial Forecasts (see the section entitled *The Merger Financial Forecasts* ). The Board along with members of the Company s management discussed their views on the outlook for the Company s business on a standalone basis. As part of this discussion, representatives of J.P. Morgan reviewed and discussed with the Board various potential strategic and financial alternatives that could potentially increase stockholder value. These alternatives included continuing to operate as a standalone company and executing management s strategic plan to increase organic growth, potential bolt-on acquisitions, potential mergers and a potential sale of the Company to a financial sponsor or a strategic counterparty. J.P. Morgan also presented its preliminary financial analyses of the Company s standalone valuation as well as the illustrative valuation of various hypothetical strategic transactions. Representatives of J.P. Morgan reviewed with the Board a list of other potential strategic counterparties in the medical technology and diagnostics industry and financial sponsors, one of which had previously invested in a business similar to the Company and one of which had previously expressed its interest in participating if the Company were to ever run a sale process and both of which J.P. Morgan believed might have sufficient financial resources and interest in acquiring the Company. After discussion, the Board concluded that it would be in the best interest of the Company and its stockholders to obtain additional details on Abbott s proposal and to also determine whether any other parties might be interested in acquiring or entering into a strategic transaction with the Company. As part of this discussion, the Board, together with members of the Company s management and J.P. Morgan, discussed various alternatives for evaluating the interest of other potential counterparties, including a broad public auction and a more targeted outreach to specific counterparties. After considering a variety of factors, including Abbott s desire for an expedited process, the risks to the Company s business from a potential leak and a review of the list of potential counterparties that may be interested in a transaction of this size in the Company s industry, the Board authorized the Company s management and J.P. Morgan to reach out to each of the counterparties on the previously discussed list to evaluate their potential interest in a transaction with the Company. The Board also authorized the Company s management to continue discussions with Abbott regarding a potential transaction and to prepare a presentation regarding the Company s business and operations, which could be provided to parties that expressed an interest in a transaction with the Company.

Also at the December 14 meeting, the Board authorized the Company s management to engage J.P. Morgan as the Company s financial advisor, based on J.P. Morgan s longstanding relationship with the Company, familiarity with the Company s business and industry and experience in the healthcare sector. The Company and J.P. Morgan subsequently entered into an engagement letter with respect to J.P. Morgan s engagement as the Company s financial advisor in connection with a potential transaction.

On December 15, 2015, Mr. Nawana and Mr. Jim Hinrichs, the Company s Executive Vice President and Chief Financial Officer, met with Mr. Blaser and Mr. Thomas Freyman, Executive Vice President, Finance and Administration, of Abbott, to discuss Abbott s proposed acquisition of the Company and gave Mr. Blaser a presentation regarding the Company s business and operations. At the meeting, Mr. Blaser stated that Abbott was considering an acquisition of the Company in an all-cash transaction with a purchase price between $49.00 and $53.00 per share, subject to customary closing conditions, the satisfactory completion of customary due diligence and negotiation of a definitive transaction agreement.

On December 16, 2015, the Company engaged Cravath, Swaine & Moore LLP ( Cravath ) to act as the Company s legal counsel in connection with a potential strategic transaction.

Beginning on December 16, 2015, at the direction of the Board, J.P. Morgan began to reach out to potential counterparties that had been discussed at the December 14th Board meeting to evaluate their potential interest in a transaction with the Company.

On December 16, 2015, J.P. Morgan contacted a representative of a foreign medical technology and diagnostics company ( Company A ) to evaluate its potential interest in a transaction with the Company. Representatives of Company A indicated that they would consider whether they were interested in evaluating such a transaction.

Also on December 16, 2015, J.P. Morgan contacted a representative of a U.S. medical technology and diagnostics company ( Company B ) to evaluate its potential interest in a transaction with the Company. Representatives of Company B declined to participate in an evaluation of the Company, stating that it was not interested in investments in the diagnostics business at that time.

Also on December 16, 2015, J.P. Morgan contacted a representative of another U.S. medical technology and diagnostics company ( Company C ) to evaluate its potential interest in a transaction with the Company.

Table of Contents

Representatives of Company C indicated that they would consider whether they were interested in evaluating such a transaction.

Also on December 16, 2015, J.P. Morgan contacted representatives of two U.S. private equity funds ( Company D and Company E ), one of which had previously invested in a business similar to the Company and one of which had previously expressed its interest in participating if the Company were to ever engage in a sale process. Representatives of each of Company D and Company E indicated that they would be interested in conducting due diligence to evaluate a transaction with the Company. Following these discussions, J.P. Morgan sent draft confidentiality agreements to each of Company D and Company E.

Also on December 16, 2015, J.P. Morgan contacted a representative of another U.S. medical technology and diagnostics company ( Company F ) to evaluate its potential interest in an acquisition of the Company. Representatives of Company F indicated that they would be interested in conducting diligence to evaluate a transaction with the Company. Following this discussion, J.P. Morgan sent a draft confidentiality agreement to Company F.

On December 17, 2015, J.P. Morgan contacted a representative of another U.S. medical technology and diagnostics company ( Company G ) to evaluate its potential interest in an acquisition of the Company. Representatives of Company G indicated that they would be interested in conducting diligence to evaluate a transaction with the Company. Following this discussion, J.P. Morgan sent a draft confidentiality agreement to Company G. Each of the draft confidentiality agreements sent to Company D, Company E, Company F and Company G included customary standstill provisions that would automatically terminate upon the entry by the Company into a definitive acquisition agreement with a third party.

On December 18, 2015, J.P. Morgan sent Abbott a draft confidentiality agreement containing a customary standstill provision that would automatically terminate upon the entry by the Company into a definitive acquisition agreement with a third party.

Later on December 18, 2015, the Board held a telephonic discussion, with representatives of the Company s management and J.P. Morgan participating. Members of management and representatives of J.P. Morgan provided the Board with an update on J.P. Morgan s outreach to potential counterparties and the ongoing discussions with Abbott.

Also on December 18, 2015, Mr. Nawana and Mr. Hinrichs had a telephone conversation with Messrs. Blaser and Freyman of Abbott to discuss Abbott s proposal. During that conversation, Mr. Blaser requested that the Company agree to enter into exclusive negotiations with Abbott. Mr. Nawana stated that while the Company was interested in continuing discussions with Abbott, it was not prepared to agree to negotiate exclusively with Abbott at Abbott s current offer price. In a subsequent conversation later that day between Mr. Nawana and Mr. Blaser, Mr. Blaser informed Mr. Nawana that Abbott was prepared to enter into non-exclusive due diligence on an accelerated timeframe. Mr. Blaser also indicated that Abbott was not prepared to increase its offer above $53.00 per share, which was the upper range Abbot had provided on December 14th. Mr. Blaser and Mr. Nawana also discussed the terms of a confidentiality agreement between the Company and Abbott, including the Company s request that any confidentiality agreement require a customary standstill provision.

On December 20, 2015, members of the Company s management, including Mr. Nawana, and representatives of J.P. Morgan had a telephone conversation with representatives of Company F s financial advisor, during which they discussed the timing for Company F to conduct diligence on the Company and submit a proposal if Company F determined it was interested in a potential acquisition of the Company.

The following day, representatives of Company F contacted J.P. Morgan and stated that Company F was interested in moving forward in its consideration of a potential transaction and wanted to commence due diligence as soon as possible.

On December 21, 2015, representatives of Company C informed representatives of J.P. Morgan that Company C was not interested in pursuing a transaction because an acquisition of the Company was not high enough on the list of Company C s strategic priorities.

**Table of Contents**

On December 22, 2015, representatives of Company A informed representatives of J.P. Morgan that Company A was not interested in pursuing a transaction because of the significant operational changes that would be required by the acquisition of the Company.

Between December 22, 2015 and January 7, 2016, the Company entered into confidentiality agreements with each of Company D, Company E, Company F and Company G, each of which contained customary standstill provisions that would automatically terminate upon the entry by the Company into a definitive acquisition agreement with a third party. Beginning in December 2015 and continuing throughout January 2016, the potential bidders that had executed a confidentiality agreement and their respective advisors participated in numerous telephonic and in person due diligence sessions with representatives of the Company, continuing until the withdrawal of such party s interest in acquiring the Company as described below.

On January 4, 2016, Mr. Nawana and Mr. Miles White, the Chairman and Chief Executive Officer of Abbott, met to discuss the terms of a potential transaction and the draft confidentiality agreement that J.P. Morgan had sent to representatives of Abbott.

Mr. White stated that while Abbott was interested in moving forward in its consideration of a potential transaction with the Company and did not intend to attempt to acquire the Company in a nonconsensual manner, it was not prepared to agree to a confidentiality agreement that included a standstill provision.

On January 5, 2016, Mr. Nawana and Mr. Powers again discussed with Mr. White the terms of the confidentiality agreement and the process for conducting diligence on the Company in which Mr. White reiterated his position that Abbott did not intend to attempt to acquire the Company in a nonconsensual manner but was not willing to be subject to a standstill provision in the event that the Company conducted an auction process that excluded Abbott or the Company entered into a strategic combination with a third party. Following this discussion, the Company and Abbott executed a confidentiality agreement, which did not contain a standstill provision.

Between January 5, 2016 and January 8, 2016, the Company s management gave presentations regarding the Company s business and operations to representatives of each of Abbott, Company D, Company E, Company F and Company G. These presentations included the Transaction Forecasts (see the section entitled *The Merger Financial Forecasts* ).

On January 6, 2016, representatives of J.P. Morgan sent Company D, Company E, Company F and Company G a bid instruction letter relating to submission of a preliminary, non-binding indication of interest, which letter outlined the timing and procedures for submitting an indicative offer. The bid instruction letter requested that parties submit a preliminary, non-binding indication of interest by January 13, 2016.

On January 7, 2016, to facilitate Abbott s due diligence, the Company gave representatives of Abbott access to an electronic data room containing documents and information with respect to the Company.

On January 8, 2016, following a presentation regarding the Company s business and operations by the Company s management, Company F s chief executive officer called Mr. Nawana and informed him that Company F would be submitting within a week a written indication of interest in acquiring the Company.

On January 13, 2016, representatives of Company D contacted representatives of J.P. Morgan to inform J.P. Morgan that Company D was no longer interested in pursuing a transaction with the Company, and would not be submitting a proposal.

Also on January 13, 2016, representatives of Company E contacted representatives of J.P. Morgan to inform J.P. Morgan that Company E was no longer interested in pursuing a transaction with the Company and would not be submitting a proposal.

Also on January 13, 2016, Company G submitted a non-binding indication of interest proposing to acquire the Company for a price of $50.00 per share of Company common stock. The indication of interest stated that Company G s proposal was not subject to any contingency related to financing but was subject to completion of customary due diligence and negotiation of a definitive agreement.

Also on January 13, 2016, Company F submitted a non-binding indication of interest proposing to acquire the Company for a price of $50.00 per share of Company common stock. The indication of interest stated that

Table of Contents

Company F s proposal was not subject to any contingency related to financing but was subject to completion of customary due diligence and negotiation of a definitive agreement.

On January 14, 2016, the Board held a telephonic meeting, with members of the Company s management and representatives of J.P. Morgan participating. Members of management and representatives of J.P. Morgan provided the Board with an update on the terms of the proposals received on January 13 from Company F and Company G and the ongoing discussions with Abbott. After discussion of these proposals, the Board authorized management and the Company s advisors to proceed with further negotiations with each of Abbott, Company F and Company G and to provide Company F and Company G with a draft merger agreement and access to the electronic data room.

Following the Board meeting, to facilitate due diligence, the Company gave representatives of Company F and Company G access to the electronic data room.

On January 18, 2016, representatives of J.P. Morgan sent Company F and Company G a draft merger agreement and a bid instruction letter relating to submission of a final, binding proposal to acquire the Company, which letter outlined the timing and procedures for submitting a final offer. The bid instruction letter requested that parties submit a final and binding offer by January 29, 2016. In addition, the bid instruction letter requested that the bidders submit a markup of the merger agreement by January 26, 2016. A bid instruction letter was not sent to Abbott because Abbott had originally contacted the Company directly, but representatives of J.P. Morgan continued to convey to Abbott that the Company would work with Abbott on the timetable previously discussed between the Company and Abbott, which was consistent with the timeline contained in the bid instruction letters sent to the other bidders.

Also on January 19, 2016, members of the Company s management, including Mr. Nawana and Mr. Hinrichs, met with members of Company G s management to discuss outstanding diligence items.

On January 20, 2016, members of the Company s management, including Mr. Nawana and Mr. Hinrichs, met with members of Company F s management to discuss outstanding diligence items.

On January 22, 2016, legal counsel for Company F contacted representatives of Cravath to discuss certain terms of the draft merger agreement. Later that evening, Company F s outside legal counsel sent a revised draft of the merger agreement to representatives of Cravath. Over the next week, Cravath and Company F s outside legal counsel and members of the Company s and Company F s respective management teams negotiated the non-economic terms of the merger agreement.

Also on January 22, 2016, Mr. Nawana and Mr. Blaser met to discuss the status of Abbott s due diligence and when Abbott would be prepared to submit a revised proposal. Mr. Blaser informed Mr. Nawana that Abbott had substantially concluded its due diligence process and had confirmed the strategic rationale for a transaction, but had significant concerns regarding ongoing governmental investigations of the Company and remaining due diligence items and were considering whether or not to proceed with a potential acquisition of the Company given those concerns.

On January 24, 2016, representatives of Company G contacted representatives of J.P. Morgan and informed J.P. Morgan that, due to the likely challenges of integrating the Company s business with Company G s existing businesses, Company G was no longer interested in pursuing a transaction with the Company and would not be submitting a binding proposal.

On January 25, 2016, representatives of J.P. Morgan contacted representatives of Evercore Partners ( Evercore ), Abbott s financial advisor, to discuss the status of Abbott s interest in a transaction with the Company and Abbott s concerns regarding ongoing governmental investigations and remaining due diligence items. Representatives of J.P. Morgan suggested that the companies schedule additional due diligence calls between Abbott, the Company and their respective legal counsel to discuss Abbott s diligence concerns. Following this discussion, representatives of Evercore conveyed that Abbott would be willing to engage in additional due diligence to determine whether it would be comfortable continuing to proceed with a potential transaction, and multiple additional diligence calls were held during the week of January 25, 2016 between representatives of Abbott and the Company, in which the Company and its outside regulatory counsels provided additional information to Abbott and its regulatory counsel regarding the Company s ongoing governmental investigations and other remaining diligence items. Following these additional due diligence calls, representatives of Evercore contacted representatives of J.P. Morgan to inform J.P. Morgan that Abbott was interested in proceeding with a potential transaction and intended to submit a final offer to acquire the Company.

Also on January 25, 2016, a representative of a foreign company with a large healthcare business ( Company H ) contacted representatives of J.P. Morgan to inquire whether the Company was exploring a potential strategic transaction. Company H had not been previously contacted by the Company or J.P. Morgan as part of the initial outreach to potential counterparties based on the view of J.P. Morgan and the Company s management that, because of an ongoing restructuring of Company H s healthcare business and other strategic and operational priorities, Company H would likely not be interested in an acquisition of the entire Company. After discussions with the Company, representatives of J.P. Morgan gave Company H the opportunity to participate in the process, but Company H did not indicate an interest in submitting a proposal to acquire the Company and did not make any further contact with the Company or J.P. Morgan relating to a potential transaction.

On January 26, representatives of Cravath and representatives of Company F s legal counsel had a call to discuss Company F s markup of the draft merger agreement. During these discussions, representatives of Cravath informed representatives of Company F s legal counsel that the Company had concerns about the deal protection provisions proposed by Company F in the draft merger agreement, particularly the proposed four percent breakup fee, as well as the extent of the measures that Company F was willing to agree to in order to ensure regulatory clearance for a transaction.

On January 27, 2016, representatives of J.P. Morgan sent a draft merger agreement to representatives of Abbott, which was the same draft that had been sent to Company F and Company G, along with instructions for submitting a final, binding proposal to acquire the Company, together with a markup of the draft merger agreement, by January 29, 2016.

On January 29, 2016, Abbott sent a letter to the Company proposing to acquire all of the outstanding shares of Company common stock in an all-cash transaction at a price of $54.00 per share, which represented a 47.8% premium relative to the closing price of shares of Company common stock of $36.53 on January 28, 2016. Abbott s proposal also indicated that Abbott had substantially completed its due diligence. Abbott also indicated that it would require as a condition to closing the full and final resolution of the matters arising out of or relating to the matters described in the May 2012 subpoena which the Company had previously received from the Office of Inspector General of the Department of Health and Human Services (the San Diego Matter ). The San Diego Matter, which was initially publicly disclosed in 2012, is described in more detail in the 2015 Form 10-K.

Later on January 29, 2016, the Board held a telephonic meeting, with representatives of the Company s management, J.P. Morgan and Cravath participating, to discuss the proposal received from Abbott and the status of the Company s discussions with Company F. The Board discussed a number of considerations regarding Abbott s revised proposal, including the fact that Abbott s proposal was above the price range in Abbott s December 14th indication of interest; the Board s view that Abbott s proposal did not provide for sufficient closing certainty and that the condition requested by Abbott related to the San Diego Matter could significantly delay the timing of closing the proposed transaction; and the fact that Company F had continued to express an interest in a potential transaction with the Company but had not submitted a revised proposal. The Board discussed that a lower bid with greater closing certainty could be more favorable to the Company s stockholders and authorized the Company s management to continue discussions with both Abbott and Company F.

Later on January 29, 2016, Mr. Nawana and representatives of J.P. Morgan separately spoke with the chief executive officer of Company F. The chief executive officer of Company F indicated Company F s willingness to potentially move forward with a transaction at a price modestly above the initial offer of $50.00 per share of Company common stock and that Company F could be in a position to sign a merger agreement later that evening. The chief executive officer of Company F declined to be specific on how high above $50.00 per share Company F would consider offering but indicated that it would not reach the mid-$50s per share. Company F declined to make a formal offer at that time.

Later that evening, representatives of Cravath and Mr. Hubert Allen, Abbott s Executive Vice President, General Counsel and Secretary, spoke about various provisions of the draft merger agreement. Following this discussion, representatives of Cravath sent a revised draft of the merger agreement to representatives of Abbott and representatives of Kirkland & Ellis LLP ( Kirkland & Ellis ), Abbott s outside legal counsel.

Later that evening, Mr. Allen and representatives of Kirkland & Ellis discussed with representatives of Cravath the outstanding issues in the revised draft merger agreement, including conditions to closing and the amount of the termination fee, with the Company having proposed a termination fee equal to 2% of the fully diluted equity value of the transaction and Abbott proposing a termination fee equal to 4% of the fully diluted equity value of the transaction. Between that time and when the Company and Abbott entered into the merger agreement, the parties continued to negotiate the terms of the merger agreement.

Also on January 29, 2016, representatives of Cravath sent a revised draft of the merger agreement to representatives of Company F s outside counsel.

On the morning of January 30, 2016, the Board held a meeting, with members of management and representatives of Cravath and J.P. Morgan participating. The Company s management and Cravath and J.P. Morgan provided the Board with an update on the status of negotiations with Abbott, including Abbott s proposed closing condition related to the San Diego Matter and its proposed compromise suggestion for a termination fee equal to 3% of the fully diluted equity value of the transaction. The Board expressed concerns with Abbott s proposal relating to the timing of closing and discussed that a lower bid with better timing and more certainty could be more favorable to the Company s stockholders. Members of management also provided the Board with an update on the status of negotiations with Company F, including the ongoing discussions with representatives of Company F in which Company F had indicated its continued interest in acquiring the Company and willingness to work with the Company to quickly reach agreement on a transaction at an improved price in order to do so. After discussion, the Board authorized management to continue discussions with each of Abbott and Company F.

Following the Board meeting, representatives of J.P. Morgan contacted representatives of Evercore to inform them that the Board had evaluated Abbott s proposal and had concerns regarding the closing condition related to the San Diego Matter in Abbott s proposal at the $54.00 offer price and requested a final offer on both price and certainty later that day.

Later on January 30, 2016, Mr. Allen and representatives of Evercore, on the one hand, spoke with representatives of J.P. Morgan and Cravath, on the other hand. During that discussion, Mr. Allen informed the representatives of J.P. Morgan and Cravath that Abbott would revise its offer to (i) provide all-cash consideration at a price of $56.00 per share of Company common stock and (ii) remove the previously requested closing condition related to the San Diego Matter, and that Abbott was prepared to quickly finalize and execute a definitive merger agreement on these terms. The representatives of J.P. Morgan and Cravath stated that they would inform the Company of the terms of Abbott s revised proposal and would also discuss Abbott s proposal with the Board.

Following this discussion, on the morning of January 30, 2016, representatives of Kirkland & Ellis sent a revised draft of the merger agreement to representatives of Cravath and representatives of Kirkland & Ellis and Cravath worked to finalize the remaining issues in the merger agreement.

Following receipt of the revised offer from Abbott, representatives of J.P. Morgan contacted the chief executive officer of Company F to inquire whether Company F would be willing to offer a price materially higher than the $50.00 per share proposal submitted on January 13, 2016. The chief executive officer of Company F reiterated Company F s interest in acquiring the Company but stated that Company F would not be willing to offer a price materially higher than $50.00 per share and did not submit a formal proposal.

Following these discussions, on the afternoon of January 30, 2016, the Board held a meeting, with members of management and representatives of Cravath and J.P. Morgan participating. Representatives of J.P. Morgan informed the Board of the terms of Abbott s revised proposal, including the revised all-cash consideration at a price of $56.00 per share of Company common stock and the removal of the previously requested closing condition related to the San Diego Matter. Representatives of J.P. Morgan also informed the Board that Company F had stated that it would not be willing to offer a price materially higher than $50.00 per share and that Company F had not submitted a formal proposal. After this discussion, the Board authorized management to

Table of Contents

continue finalizing the terms of the merger agreement with Abbott. Following this meeting, representatives of Cravath and Kirkland & Ellis continued to work to finalize the remaining issues in the merger agreement.

Later on January 30, 2016, the Board met to discuss the terms of Abbott s proposal. Representatives of Cravath reviewed the directors fiduciary duties and other legal matters in connection with the Board s consideration of the proposed merger agreement and reviewed with the Board the terms of the proposed merger agreement. Representatives of J.P. Morgan then reviewed and discussed its financial analyses with respect to the Company and the proposed merger. Thereafter, at the request of the Board, J.P. Morgan rendered its oral opinion to the Board (which was subsequently confirmed in writing by delivery of J.P. Morgan s written opinion dated the same date) as to, as of January 30, 2016, the fairness, from a financial point of view, to the holders of Company common stock of the merger consideration to be paid to such stockholders in the merger pursuant to the merger agreement. Representatives of Cravath then reviewed with the Board the terms of, and considerations with respect to, a forum selection bylaw, including the scope of forum selection bylaws, the enforceability of forum selection bylaws and the potential benefits of adopting a forum selection bylaw.

After discussion, the Board approved the merger agreement as being advisable and in the best interests of the Company and its stockholders and authorized the execution and delivery of the merger agreement. The Board also approved an amendment to the Company s Amended and Restated By-laws to provide that the sole and exclusive forum for certain legal actions involving the Company will be the Court of Chancery of the State of Delaware.

That evening, the Company and Abbott executed the merger agreement.

On the morning of February 1, 2016, prior to the commencement of trading on the NYSE, the Company and Abbott issued a joint press release announcing the transaction and their execution of the merger agreement.

In the weeks following the announcement of the transaction, multiple additional calls were held between representatives of Abbott, Kirkland & Ellis, and the Company, in which the Company s regulatory counsel provided additional information about governmental investigations and other issues.

On February 26, 2016, the Company filed a Form 12b-25 (the Form 12b-25 ) with the SEC disclosing that the Company would be unable to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the 2015 Form 10-K ) with the SEC by the applicable deadline for filing the 2015 Form 10-K because the Company was conducting an analysis of certain aspects of revenue recognition in Africa and China and any potential implications on its evaluation of internal controls over financial reporting for the year ended December 31, 2015. The Company also disclosed that it had received a subpoena from the SEC on January 14, 2016 in connection with the previously disclosed formal SEC investigation which requested, among other things, additional information related to the Company s sales of products and services to end-users in Africa, as well as revenue recognition relating to the Company s sales of products and services to end-users in Africa. This subpoena had been disclosed to Abbott prior to the execution of the merger agreement.

On March 15, 2016, the Company announced that it would be unable to file the 2015 Form 10-K within the applicable 15-day extension period because it was continuing to conduct an analysis of certain aspects of the timing of revenue recognition, more specifically, revenue cutoff, in Africa and China. The Company also disclosed that, following the filing of the Form 12b-25, it had determined it was appropriate to expand the Company s analysis of these aspects of the timing of revenue recognition in Africa and China to include the years ended December 31, 2013 and 2014 (and each of the quarters in those annual periods) and to determine whether a material weakness existed at December 31, 2015. The Company disclosed that it would not be able to file the 2015 Form 10-K until this analysis was completed.

Additionally, on March 15, 2016, the Company disclosed that, on March 11, 2016, the Company received a grand jury subpoena from the United States Department of Justice requiring the production of documents relating to, among other things, sales, sales practices and dealings with third-parties (including distributors and foreign governmental officials) in Africa, Asia and Latin America and other matters related to the U.S. Foreign Corrupt Practices Act. The Company disclosed that it was in the process of responding to the subpoena and intended to cooperate with the government s investigation.

**Table of Contents**

On April 19, 2016, Mr. Allen and Mr. Blaser met with Mr. Nawana and Ms. Chiniara and informed them that Abbott had serious concerns about, among other things, the accuracy of various representations and warranties made by the Company in the merger agreement. Mr. Allen and Mr. Blaser indicated that these concerns related to the delay in filing the 2015 Form 10-K, the governmental investigations previously announced by the Company and the efficacy of the Company s internal controls. During the discussion, the representatives of Abbott requested that the Company agree to terminate the merger agreement in return for a payment by Abbott to the Company in the range of $30 and $50 million in respect of the Company s transaction expenses.

Later on April 19, 2016, the Board held a telephonic meeting to discuss Abbott s proposal, with members of the Company s management and representatives of J.P. Morgan and Paul, Weiss, Rifkind, Wharton & Garrison LLP ( Paul, Weiss ), legal counsel to the Company, participating. After discussion, the Board unanimously authorized and directed management to reject Abbott s request to terminate the merger agreement.

On April 20, 2016, Abbott held a conference call in connection with its announcement of its financial results for the quarter ended March 31, 2016. During this conference call, Mr. White was asked if he was reaffirming Abbott s commitment to the transaction with the Company. Mr. White responded that it would not be appropriate to comment on the Company, citing the Company s delay in filing the 2015 Form 10-K, the need for the Company to file a proxy statement and the need for the Company s stockholders to vote to approve the merger agreement.

Later on April 20, 2016, Mr. Powers and Mr. Nawana met with Mr. White and informed him that the Board had rejected Abbott s request to terminate the merger agreement.

On the morning of April 21, 2016, Mr. White called Mr. Powers and affirmed Abbott s commitment to abide by its obligations under the merger agreement. Mr. White stated that Abbott would be sending a letter to the Company requesting certain information.

Following these discussions, Abbott requested certain information from the Company relating to the delay in filing the 2015 Form 10-K, the governmental investigations previously announced by the Company and certain other matters, which Abbott asserted it had the contractual right to receive under the merger agreement. Since April 21, 2016, Kirkland & Ellis has continued to request information from the Company on a number of issues on behalf of Abbott.

Since April 25, 2016, the Company and representatives of Paul, Weiss have coordinated with Abbott and representatives of Kirkland & Ellis to provide access to certain books, records and personnel in response to Abbott s information requests. Please see below in this section for an update on the status of these information requests.

On the morning of April 28, 2016, Abbott announced that it had entered into a definitive agreement to acquire St. Jude Medical, Inc. ( St. Jude Medical ). In the announcement of its transaction with St. Jude Medical, Abbott stated that it had arranged committed financing for its acquisition of the Company.

Later on April 28, 2016, the Company issued a press release (i) announcing the Company s entry on April 22, 2016 into an amendment to its credit facility providing for an extension to file the 2015 Form 10-K and (ii) providing an update on the transaction. This press release announced that Abbott had informed the Company of concerns about, among other things, the accuracy of various representations, warranties and covenants made by the Company in the merger agreement, that Abbott had requested information from the Company about these and other matters, that Abbott had requested that the Company agree to terminate the merger agreement in return for a payment by Abbott to the Company in the range of between $30 and $50 million in respect of the Company s transaction expenses and that the Board promptly rejected that request. The press release noted that both Abbott and the Company had affirmed their commitments to abide by their obligations under the merger agreement. The Company further stated that it is completely confident that there was no basis for a termination of the merger agreement and that the merger would be consummated in accordance with its terms.

On April 29, 2016, the Company announced the commencement of consent solicitations relating to the Company s 6.500% Senior Subordinated Notes due 2020, 6.375% Senior Subordinated Notes due 2023 and

Table of Contents

7.250% Senior Notes due 2018 (collectively, the Notes ) to extend the deadline for delivery of certain financial information and to waive certain defaults or events of default under the indentures under which the Notes were issued in connection with any failure to timely file with the SEC or to timely furnish to the relevant trustees pursuant to the indentures, the 2015 Form 10-K and the Company s subsequent Quarterly Reports on Form 10-Q.

On May 10, 2016, the Company announced the successful completion of the previously announced consent solicitations relating to the Notes.

Pursuant to the consent solicitations, on July 14, 2016, the Company announced certain preliminary unaudited financial information for the fiscal year ended December 31, 2015 and the three months ended March 31, 2016. The Company also provided an update on its plans for the 2015 Form 10-K.

On August 8, 2016, the Company filed the 2015 Form 10-K.

On August 9, 2016, Abbott publicly filed a Form S-4/A in connection with its transaction with St. Jude Medical which it subsequently amended with a filing on September 13, 2016 (the Abbott-St. Jude S-4/A ) in which Abbott referred to various developments with respect to Alere that had occurred after the signing of the merger agreement. Alere believes that none of these events relate in any way to the merger, and that none of them, individually or in the aggregate, would constitute a material adverse effect or would provide any basis whatsoever for Abbott to repudiate its merger agreement obligations to close the merger.

In the Abbott-St. Jude S-4/A, Abbott also stated that the Company has denied Abbott access to information to which it is entitled under the merger agreement for certain topics, including the events surrounding the delayed filing of the Company s financial statements, the Company s internal controls, and certain legal compliance matters. As reported by *Bloomberg* on June 1, 2016, Abbott has previously stated publicly that it is exercising what it believes to be its contractual rights to audit Alere s books and records. More recently, on Abbott s earnings call for the second quarter of 2016 held on July 20, 2016, Mr. White stated that Abbott wants to audit Alere s books and records and other items. Contrary to Abbott s assertion that it has the right to audit the Company or its insinuation that it has the right to unfettered access to the Company s personnel and books and records, as noted in the section of this proxy statement entitled *The Merger Agreement Access to Information; Confidentiality* and as set forth in detail in section 5.05 of the merger agreement, Abbott is only entitled under the merger agreement to reasonable access during normal business hours to the Company s officers, employees, agents, properties, books, contracts and records, and to such other information as Abbott may reasonably request regarding the Company and its business, personnel, assets, liabilities and properties.

As of September 16, 2016, the Company provided Kirkland & Ellis with over 921,000 pages of documents in response to its requests, and Kirkland & Ellis has interviewed 33 representatives of the Company. In addition, numerous documents have been shared, and conversations have taken place, directly between the companies business personnel as part of the ongoing integration process. The information shared by the Company through these documents and interviews relates, among other things, to the events surrounding the delayed filing of the Company s financial statements, the Company s internal controls, and other legal compliance matters. However, between April 26, 2016 and September 16, 2016, Abbott and its representatives have sent the Company and its representatives 55 letters requesting additional documents, information or interviews or expressing dissatisfaction with the quantity or timing of the information or interviews provided. The Company believes that it has fully complied with its contractual obligations under the merger agreement, and that it has provided Abbott with significantly more information than is required under the merger agreement.

On August 17, 2016, the Company filed its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2016.

On August 25, 2016, the Company filed suit against Abbott in the Delaware Chancery Court, and filed an accompanying motion to expedite the proceedings. The complaint alleges, among other things, that Abbott is purposefully failing to comply with its obligations set forth in the merger agreement related to obtaining antitrust approvals. Specifically, the complaint asserts that Abbott: (i) purposefully failed to supply information requested by the FTC as promptly as reasonably practicable after such requests were made, as expressly required by the

Table of Contents

Merger Agreement; (ii) purposefully failed to supply information requested and make antitrust filings pursuant to antitrust laws in various foreign jurisdictions as promptly as reasonably practicable after such requests were made; (iii) purposefully failed to promptly take any and all steps necessary to avoid or eliminate impediments to obtaining antitrust clearance in the United States and in various foreign jurisdictions; (iv) purposefully failed to keep Alere informed in all material respects and on a reasonably timely basis of material communications with respect to the merger with antitrust authorities in the United States and in various foreign jurisdictions; and (v) purposefully failed to cooperate and consult with Alere, as well as give due consideration to Alere s views with respect to antitrust matters. We have asked the Delaware Chancery Court to require Abbott to specifically perform its obligations with respect to these matters, as required by the merger agreement. On August 30, 2016, Abbott filed its response in opposition to the motion to expedite the proceedings in this matter. Abbott has made clear in its filing opposing expedition of the litigation, in its statements at the expedition hearing and in its public statements that it strongly disagrees with Alere s claims and will vigorously contest the litigation. Alere is confident in its claims and in the likelihood that it will succeed in the litigation.

On September 2, 2016, the Delaware Chancery Court granted the Company s motion to expedite, and stayed the proceedings and suggested that the parties consider mediation. The parties subsequently informed the court that they agreed to pursue mediation.

On September 6, 2016, the Company filed its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016.

Both the Company and Abbott have affirmed their commitment to abide by their obligations under the merger agreement.

**Recommendation of the Board**

At the special meeting of the Board on January 30, 2016, after careful consideration, including detailed discussions with the Company s management and its legal and financial advisors, the Board:

- approved the merger agreement;

- deemed the merger agreement, the merger and the other transactions contemplated by the merger agreement to be advisable and in the best interests of the Company and its stockholders;

- directed that the adoption of the merger agreement be submitted to a vote at a meeting of the stockholders of the Company; and

- recommended that the holders of Company common stock vote their shares of Company common stock to adopt the merger agreement.

**Reasons for the Merger**

As described above in the section entitled *Background of the Merger* , prior to and in reaching its determination, the Board consulted with and received the advice of its financial advisor and outside counsel, discussed certain issues with the Company s management and considered a variety of factors weighing positively in favor of the merger, including the following material factors:

- the $56.00 per share price to be paid in cash in respect of each share of Company common stock, which represented a premium of approximately 50.5% over the closing price of the Company common stock of $37.20 on January 29, 2016 (the last trading day prior to the Board s approval of the merger agreement);

- the Board s understanding of the Company s business, operations, financial condition, earnings, prospects, competitive position and the nature of the industry in which the Company competes, including the risks, uncertainties and challenges facing the Company and such industry, including the risks that the Company would face if it continued to operate on a standalone basis;

the financial analyses reviewed and discussed with the Board by representatives of J.P. Morgan as well as the oral opinion of J.P. Morgan rendered to the Board on January 30, 2016 (which was subsequently confirmed in writing by delivery of J.P. Morgan s written opinion dated the same date) as to, as of January 30, 2016, the fairness, from a financial point of view, to the holders of shares of Company

Table of Contents

common stock of the merger consideration to be paid to such stockholders in the merger pursuant to the merger agreement, as more fully described below in the section entitled *Opinion of the Company s Financial Advisor* ;

the Board s assessment, taking into account the foregoing factors, of the Company s value on a standalone basis relative to the $56.00 per share of Company common stock in cash to be paid in the merger;

the Board s process for soliciting the parties (including both strategic and financial parties) that were believed to be the most able and willing to pay the highest price for the Company, including being given an opportunity to conduct due diligence and to make offers to acquire the Company, as described above in the section entitled *Background of the Merger* ;

the extensive, arm s-length negotiations with Abbott and other interested parties which, among other things, resulted in an increase in the merger consideration to $56.00 per share of Company common stock, an increase from Abbott s original proposed merger consideration of $49.00 to $53.00 per share and an increase from Abbott s January 29 proposal of $54.00 per share;

the fact that, as of January 30, 2016, none of the parties contacted by the Company had submitted a binding proposal for a potential transaction with the Company;

the fact that prior to the entry into the merger agreement with Abbott, no other party solicited by the Company had expressed a willingness (on either a binding or non-binding basis) to pay the Company s stockholders as much as the $56.00 per share of Company common stock offer from Abbott;

the fact that the consideration to be paid by Abbott is all cash, which provides certainty of value and liquidity to the holders of Company common stock immediately upon the closing of the merger;

the fact that the merger is not subject to approval by Abbott s stockholders;

Abbott s track record in successfully acquiring other companies, Abbott s market capitalization and financial strength, the absence of a financing condition in the merger agreement, the fact that Abbott has the financial capacity to consummate the merger and the Company s ability to seek specific performance to prevent breaches of the merger agreement and to enforce specifically the terms of the merger agreement;

the provisions of the merger agreement that permit the Company to explore an unsolicited superior proposal, including:

the Company s ability to furnish information to and engage in negotiations with third parties that have made an unsolicited takeover proposal that is a superior proposal or is reasonably likely to result in a superior proposal, as more fully described in *The Merger Agreement No Solicitation; Board Recommendation* beginning on page 72;

the Board s ability to consider, and under certain conditions, to accept, a superior proposal in order to comply with the Board s fiduciary duties, and the Company s corresponding right to terminate the merger agreement upon the payment of a termination fee of $177 million to Abbott in order to enter into a definitive agreement providing for such superior proposal; and the $177 million termination fee, which the Board believed, after consultation with the Company s advisors, was reasonable and not likely to preclude a superior proposal for a business combination with the Company;

the belief that the terms of the merger agreement, taken as a whole, provide protection against the risk that the consummation of the merger is delayed or that the merger cannot be completed, including due to required regulatory approvals, based on, among other things:

the covenants contained in the merger agreement obligating each of the parties to use reasonable best efforts to cause the merger to be consummated and to take certain actions to resolve objections under any antitrust laws;

Table of Contents

- the provision of the merger agreement that allows the end date for completing the merger to be extended to April 30, 2017 if the merger has not been completed by the initial January 30, 2017 deadline because the expiration or termination of the waiting period (and any extension thereof) applicable to the merger under the HSR Act or the non-U.S. antitrust laws has not occurred or other governmental approvals under the non-U.S. antitrust laws have not been received;
- the absence of a financing condition in the merger agreement;
- the likelihood and anticipated timing of consummating the merger in light of the scope of the conditions to closing; and
- the fact that the Company is entitled to enforce specifically the terms of the merger agreement;

- the Board s ability, under certain circumstances, to withhold or withdraw the Board s recommendation to the holders of Company common stock that they vote in favor of adoption of the merger agreement;
- the belief that the terms of the merger agreement, taken as a whole, including the parties representations, warranties and covenants, and the conditions to the parties respective obligations, are reasonable;
- the fact that a vote of the holders of Company common stock is required under Delaware law to adopt the merger agreement;
- the availability of appraisal rights under the DGCL to the Company s stockholders who comply with all of the required procedures under the DGCL, which allows such holders to seek appraisal of the fair value of the shares of Company common stock or convertible preferred stock as determined by the Delaware Court of Chancery; and
- the risk that pursuing other potential alternatives, including continuing to operate on a standalone basis, could have resulted in the loss of an opportunity to consummate a transaction with Abbott.

In the course of its deliberations, the Board also considered a variety of risks and other countervailing factors related to the merger agreement and the merger, including the following material factors:

- the possibility that the merger might not be consummated in a timely manner or at all due to a failure of certain conditions, including with respect to the required approval of the transaction by antitrust regulatory authorities;
- the risks and costs to the Company if the merger does not close in a timely manner or at all, including the potential negative impact on the Company s ability to retain key employees, the diversion of management and employee attention and the potential disruptive effect on the Company s day-to-day operations and the Company s relationships with customers, suppliers and other third parties;
- the fact that the holders of Company common stock will have no ongoing equity interest in the surviving corporation following the merger, meaning that the holders of Company common stock will not (by virtue of their holding Company common stock) participate in Abbott s or the Company s future earnings or growth;

the restrictions on the conduct of the Company s business prior to the consummation of the merger, which may delay or prevent the Company from undertaking business opportunities that may arise or any other action that it might otherwise take with respect to the operations of the Company;

the risk that the parties may incur significant costs and delays resulting from seeking governmental consents and approvals necessary for completion of the merger;

the provisions of the merger agreement that restrict the Company s ability to solicit or participate in discussions or negotiations regarding alternative business combination transactions, subject to specified exceptions, and that require the Company to negotiate with Abbott (if Abbott desires to negotiate) prior to the Company being able to terminate the merger agreement to accept a superior proposal;

the possibility that the Company s obligation to pay Abbott a termination fee of $177 million upon the termination of the merger agreement under certain circumstances could discourage other potential acquirors from making an alternative proposal to acquire the Company;

the significant costs involved in connection with negotiating the merger agreement and completing the merger, including in connection with any litigation that may result from the announcement or pendency of the merger, and the fact that if the merger is not consummated, the Company may be required to bear such costs; and

the fact that an all-cash transaction would be taxable to the holders of Company common stock that are U.S. holders for U.S. federal income tax purposes.

In addition, the Board was aware of and considered the fact that the Company s executive officers have financial interests in the merger that may be different from, or in addition to, those of the Company s stockholders generally, including those interests that are a result of employment and compensation arrangements with the Company, as described more fully below in the section entitled *Interests of the Company s Directors and Executive Officers in the Merger* .

The foregoing discussion of the factors considered by the Board is not intended to be exhaustive, but rather includes the material factors considered by the Board. The Board collectively reached the conclusion to approve the merger agreement and deem the merger agreement, the merger and the other transactions contemplated by the merger agreement, to be advisable and in the best interests of the Company and its stockholders, in light of the various factors described above and other factors that the members of the Board believed were appropriate. In view of the wide variety of factors considered by the Board in connection with its evaluation of the merger and the complexity of these matters, the Board did not consider it practical, and did not attempt, to quantify, rank or otherwise assign relative weights to the specific factors it considered in reaching its decision and did not undertake to make any specific determination as to whether any particular factor, or any aspect of any particular factor, was favorable or unfavorable to the ultimate determination of the Board. Rather, the Board made its recommendation based on the totality of the information available to the Board, including discussions with, and questioning of, the Company s management and its financial and legal advisors. In considering the factors discussed above, individual members of the Board may have given different weights to different factors.

This explanation of the Board s reasons for recommending the adoption of the merger agreement and other information presented in this section is forward-looking in nature and, therefore, should be read in light of the factors described in the section of this proxy statement entitled *Cautionary Statement Regarding Forward-Looking Statements* beginning on page 16.

**Opinion of the Company s Financial Advisor**

Pursuant to an engagement letter dated January 13, 2016, the Company retained J.P. Morgan as its financial advisor in connection with the proposed merger.

At a meeting of the Board on January 30, 2016, J.P. Morgan rendered its oral opinion, subsequently confirmed in writing, to the Board that, as of such date and based upon and subject to the factors and assumptions set forth in its opinion, the consideration to be paid to the holders of Company common stock in the proposed merger was fair, from a financial point of view, to such holders. No limitations were imposed by the Board upon J.P. Morgan with respect to the investigations made or procedures followed by it in rendering its opinion.

**The full text of J.P. Morgan s written opinion, dated January 30, 2016, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken by J.P. Morgan in connection with the opinion, is attached as Annex B to this proxy statement and is incorporated herein by reference. The Company s stockholders are urged to read the opinion in its entirety. J.P. Morgan s written opinion is addressed to the Board, is directed only to the fairness, from a financial point of view, of the merger consideration to be paid to the holders of Company common stock in the proposed merger and does not constitute a recommendation to any Company stockholder as to how such stockholder should vote at the special meeting. The summary of the opinion of J.P. Morgan set forth in this proxy statement is qualified in its entirety by reference to the full text of such opinion.**

In arriving at its opinion, J.P. Morgan, among other things:

- reviewed the merger agreement;
- reviewed certain publicly available business and financial information concerning the Company and the industries in which it operates;
- compared the proposed financial terms of the merger with the publicly available financial terms of certain transactions involving companies J.P. Morgan deemed relevant and the consideration paid for such companies;
- compared the financial and operating performance of the Company with publicly available information concerning certain other companies J.P. Morgan deemed relevant and reviewed the current and historical market prices of Company common stock and certain publicly traded securities of such other companies;
- reviewed certain internal financial analyses and forecasts prepared by the management of the Company relating to its business; and
- performed such other financial studies and analyses and considered such other information as J.P. Morgan deemed appropriate for the purposes of its opinion.

J.P. Morgan also held discussions with certain members of the management of the Company with respect to certain aspects of the merger, and the past and current business operations of the Company, the financial condition and future prospects and operations of the Company, and certain other matters J.P. Morgan believed necessary or appropriate to its inquiry.

J.P. Morgan relied upon and assumed, without assuming responsibility or liability for independent verification, the accuracy and completeness of all information that was publicly available or was furnished to or discussed with J.P. Morgan by the Company or otherwise reviewed by or for J.P. Morgan. J.P. Morgan did not conduct and was not provided with any valuation or appraisal of any assets or liabilities, nor did J.P. Morgan evaluate the solvency of the Company or Abbott under any state or federal laws relating to bankruptcy, insolvency or similar matters. In relying on financial analyses and forecasts provided to it or derived therefrom, J.P. Morgan assumed that they were reasonably prepared based on assumptions reflecting the best currently available estimates and judgments by management as to the expected future results of operations and financial condition of the Company to which such financial analyses and forecasts relate. J.P. Morgan expressed no view as to such analyses or forecasts or the assumptions on which they were based. J.P. Morgan also assumed that the merger and the other transactions contemplated by the merger agreement will be consummated as described in the merger agreement. J.P. Morgan also assumed that the representations and warranties made by the parties in the merger agreement and the related agreements were and will be true in all respects material to J.P. Morgan s analysis. J.P. Morgan is not a legal, regulatory or tax expert and relied on the assessments made by advisors to the Company with respect to such issues. J.P. Morgan further assumed that all material governmental, regulatory or other consents and approvals necessary for the consummation of the merger will be obtained without any adverse effect on the Company or on the contemplated benefits of the merger.

J.P. Morgan s opinion is necessarily based on economic, market and other conditions as in effect on, and the information made available to J.P. Morgan as of, the date of such opinion. It should be understood that subsequent developments may affect J.P. Morgan s opinion, and J.P. Morgan does not have any obligation to update, revise, or reaffirm such opinion. J.P. Morgan s opinion is limited to the fairness, from a financial point of view, of the consideration to be paid to the holders of Company common stock in the proposed merger, and J.P. Morgan has expressed no opinion as to the fairness of any consideration paid in connection with the merger to the holders of any other class of securities, creditors or other constituencies of the Company or as to the underlying decision by the Company to engage in the merger. Furthermore, J.P. Morgan expressed no opinion with respect to the amount or nature of any compensation to any officers, directors, or employees of any party to the merger, or any class of such persons relative to the consideration to be paid to the holders of Company common stock in the merger or with respect to the fairness of any such compensation.

In accordance with customary investment banking practice, J.P. Morgan employed generally accepted valuation methods in reaching its opinion. The following is a summary of the material financial analyses utilized

41

Table of Contents

by J.P. Morgan in connection with providing its opinion. The financial analyses summarized below include information presented in tabular format. The tables are not intended to stand alone, and in order to more fully understand the financial analyses used by J.P. Morgan, the tables must be read together with the full text of this summary of J.P. Morgan s financial analyses. Considering the data set forth herein without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of J.P. Morgan s financial analyses. For purposes of rendering its opinion and performing its related financial analyses summarized below, at the direction of the management of the Company, J.P. Morgan relied solely upon the Base Case Financial Forecasts (see the section entitled *Financial Forecasts* ).

***Public Trading Multiples***

Using publicly available information, J.P. Morgan compared selected financial data of the Company with similar data for selected publicly traded companies engaged in businesses which J.P. Morgan judged to be analogous to the Company or aspects thereof. The companies selected by J.P. Morgan were:

Agilent Technologies, Inc.

bioMérieux S.A.

Bio-Rad Laboratories, Inc.

Bio-Techne Corporation

Bruker Corporation

DiaSorin S.p.A.

FEI Company

Hologic, Inc.

Illumina, Inc.

Laboratory Corporation of America Holdings

Meridian Bioscience, Inc.

Mettler-Toledo International Inc.

OraSure Technologies, Inc.

PerkinElmer, Inc.

QIAGEN N.V.

Quest Diagnostics Incorporated

Thermo Fisher Scientific Inc.

Waters Corporation

These companies were selected, among other reasons, because they share similar business characteristics with the Company based on operational characteristics and financial metrics. None of the companies utilized in the analysis were identical to the Company. Accordingly, a complete analysis of the results of the calculations described below cannot be limited to a quantitative review of such results and involves complex considerations and judgments concerning the differences in the financial and operating characteristics of the companies compared to the Company s, and other factors that could affect the public trading value of the companies and the Company.

Table of Contents

For each comparable company, J.P. Morgan calculated the ratios of (1) Firm Value (the value of common equity, plus book value of debt, minus cash and cash equivalents) to estimated EBITDA (earnings before interest, taxes, depreciation and amortization) for calendar year 2016 and (2) the closing price per share of common equity as of January 29, 2016 to estimated cash earnings (or net income plus amortization) per share for calendar year 2016 (the P/E Multiple ). The following table presents the results of J.P. Morgan s calculations:

| | Firm Value / Estimated EBITDA | P/E Multiple |
|---|---|---|
| Agilent Technologies, Inc. | 12.9x | 19.4x |
| bioMérieux S.A. | 11.4x | 23.9x |
| Bio-Rad Laboratories, Inc. | 11.1x | 28.7x |
| Bio-Techne Corporation | 14.9x | 23.3x |
| Bruker Corporation | 13.7x | 24.7x |
| DiaSorin S.p.A. | 12.5x | 24.6x |
| FEI Company | 10.7x | 18.8x |
| Hologic, Inc. | 12.2x | 17.2x |
| Illumina, Inc. | NM | NM |
| Laboratory Corporation of America Holdings | 9.1x | 12.8x |
| Meridian Bioscience, Inc. | 11.4x | 21.5x |
| Mettler-Toledo International Inc. | 15.3x | 22.0x |
| OraSure Technologies, Inc. | 15.9x | NM |
| PerkinElmer, Inc. | 13.2x | 17.1x |
| QIAGEN N.V. | 14.7x | 20.5x |
| Quest Diagnostics Incorporated | 8.6x | 12.9x |
| Thermo Fisher Scientific Inc. (1) | 13.6x | 16.1x |
| Waters Corporation | 13.3x | 19.3x |
| **Mean** | 12.6x | 20.2x |
| **Median** | 12.9x | 19.9x |

(1) Pro Forma for Affymetrix Acquisition for $1.3 billion.

J.P. Morgan then made qualitative judgments concerning differences between the business, financial and operating characteristics and prospects of the Company and the selected companies that could affect the public trading values of each in order to provide a context in which to consider the results of the quantitative analysis. These qualitative judgments related primarily to the differing sizes, growth prospects, revenue mix, profitability levels and degree of operational risk between the Company and the selected companies. J.P. Morgan also made judgments as to the relative comparability of the various financial multiples, ratios and operating and trading statistics with respect to those companies. J.P. Morgan then calculated the Company s equity value per share implied by certain reference ranges of multiples, which were based on the ranges of multiples calculated in the chart above for comparable companies but adjusted to take into account differences between the Company and the comparable companies and such other factors as J.P. Morgan deemed appropriate, including J.P. Morgan s qualitative judgments. Based on this analysis, J.P. Morgan noted that the implied equity values per share of Company common stock ranged from (1) $33.25 to $50.00, based on the ratio of the Company s Firm Value to estimated EBITDA for calendar year 2016, using a reference range of 10.0x to 13.0x, and (2) $37.50 to $50.00, based on the ratio of the closing price for Company common stock as of January 29, 2016 to the Company s estimated cash earnings per share for calendar year 2016, using a reference range of 15.0x to 20.0x.

All values presented were rounded to the nearest $0.25. In each case, J.P. Morgan compared the implied equity values per share to the per share consideration of $56.00 in cash to be paid to the holders of Company common stock in the merger.

43

Table of Contents

*Discounted Cash Flow Analysis*

J.P. Morgan conducted a discounted cash flow analysis for the purpose of determining the fully diluted equity value per share of Company common stock. J.P. Morgan calculated the unlevered free cash flow that the Company is expected to generate during fiscal years 2016 through 2025 based upon (i) for the fiscal years 2016 through 2018, financial projections prepared by the management of the Company through the years ended December 31, 2018 and (ii) for the fiscal years 2019 through 2025, extrapolations of such financial projections that were based on assumptions provided by management of the Company and that were reviewed and approved by management of the Company for J.P. Morgan s use in connection with its financial analysis and opinion to the Board. See the section entitled Financial Forecasts for such financial projections, extrapolations and assumptions.

J.P. Morgan then calculated the terminal value as of December 31, 2025 by applying, based upon J.P. Morgan s judgment and experience, a range of perpetual growth rates from 1.5% to 2.5%. The unlevered free cash flow from January 1, 2016 through December 31, 2025 and the range of terminal asset values were then discounted to present values using a range of discount rates from 8.50% to 10.00%, which were chosen by J.P. Morgan based upon an analysis of the weighted average cost of capital of the Company. These discounted values were then added together in order to derive an implied Firm Value for the Company. To calculate an estimated equity value per share of Company common stock, J.P. Morgan then adjusted the implied Firm Value for net cash, debt and minority interest value of the Company as of December 31, 2015, and divided such adjusted value by the fully diluted number of common shares of the Company outstanding as of December 31, 2015. This analysis resulted in a range of implied equity values of Company common stock of $31.25 to $50.00 per share. All values presented were rounded to the nearest $0.25. J.P. Morgan compared the implied equity values per share to the per share consideration of $56.00 in cash to be paid to the holders of Company common stock in the merger.

Table of Contents

***Selected Transaction Analysis***

Using publicly available information, J.P. Morgan examined selected transactions with respect to selected companies engaged in businesses which J.P. Morgan judged to be analogous to the business of the Company or aspects thereof. Using publicly available estimates, J.P. Morgan reviewed the Firm Values implied by the selected transactions (each of which is listed in the following table) as a multiple of the target company s EBITDA for the twelve-month period immediately preceding the announcement of the transaction ( LTM EBITDA ), as set forth below:

| Target | Acquiror | Date Announced | Firm Value (Dollars in millions) | Firm Value/ LTM EBITDA |
|---|---|---|---|---|
| Sebia, Inc. | Montagu Private Equity | June 2014 | $ 1,837 | 14.7x |
| Genia Technologies, Inc. | Roche Holding AG | June 2014 | $ 125(1) | NA |
| iQuum, Inc. | Roche Holding AG | April 2014 | $ 275(2) | NA |
| Ortho-Clinical Diagnostics, Inc. | The Carlyle Group | January 2014 | $ 4,150 | NA |
| Biofire Diagnostics, Inc. | bioMérieux SA | September 2013 | | |