

INVERNESS MEDICAL INNOVATIONS INC

Form S-8

July 11, 2003

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As filed with the Securities and Exchange Commission on July 11, 2003

Registration Statement No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INVERNESS MEDICAL INNOVATIONS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation)

51 Sawyer Road, Suite 200
Waltham, Massachusetts 02453
(781) 647-3900
(Address of Registrant's Principal Executive Offices)

04-3565120
(I.R.S. Employer Identification No.)

INVERNESS MEDICAL INNOVATIONS, INC. 2001 STOCK OPTION AND INCENTIVE PLAN

(Full Title of the Plan)

Ron Zwanziger
Chairman, Chief Executive Officer and President
Inverness Medical Innovations, Inc.
51 Sawyer Road, Suite 200
Waltham, Massachusetts 02453
(781) 647-3900

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copy to:
Scott F. Duggan, Esq.
Goodwin Procter LLP
Exchange Place
Boston, Massachusetts 02109-2881
(617) 570-1000

CALCULATION OF REGISTRATION FEE

Title of Securities Being Registered	Amounts to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$.001 per share	500,000 shares	\$19.27	\$9,635,000	\$780

- (1) This registration statement also relates to such indeterminate number of additional shares of the registrant's Common Stock as may be required pursuant to the Inverness Medical Innovations, Inc. 2001 Stock Option and Incentive Plan, as amended, in the event of a stock dividend, stock split, split-up, recapitalization, forfeiture of stock under the plan or other similar event.
- (2) This estimate is made pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purposes of determining the amount of the registration fee. The registration fee is based on the average of the high and low prices for the registrant's Common Stock as reported on The American Stock Exchange on July 3, 2003.

This Registration Statement on Form S-8 is being filed by Inverness Medical Innovations, Inc. (the "Company") for the purpose of registering an additional 500,000 shares of common stock, par value \$.001 per share, to be issued pursuant to the Inverness Medical Innovations, Inc. 2001 Stock Option and Incentive Plan, as amended (the "Plan"). The contents of the Company's Registration Statements on Form S-8 (Registration No. 333-74032 and Registration No. 333-90530) relating to the Plan are incorporated by reference into this Registration Statement in accordance with General Instruction E to Form S-8.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Form 10-K, as amended, for the year ended December 31, 2001, File No. 001-16789)
4.2	Certificate of Designation, Preferences and Rights of Series A Convertible Preferred Stock of the Company (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K dated December 20, 2001, File No. 001-16789)
4.3	Amended and Restated By-laws of the Company (incorporated by reference to Exhibit 3.3 to the Company's Form 10-K, as amended, for the year ended December 31, 2001, File No. 001-16789)
4.4	Inverness Medical Innovations, Inc. 2001 Stock Option and Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-4, as amended (File No. 333-67392))
4.5	Amendment No. 1 to Inverness Medical Innovations, Inc. 2001 Stock Option and Incentive Plan (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-8, as amended (File No. 333-90530))
*4.6	Amendment No. 2 to Inverness Medical Innovations, Inc. 2001 Stock Option and Incentive Plan
*5.1	Opinion of Goodwin Procter LLP
*23.1	Consent of Ernst & Young LLP
*23.4	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
*24.1	Power of Attorney (contained in signature page)

*
Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, The Commonwealth of Massachusetts, on July 11, 2003.

INVERNESS MEDICAL INNOVATIONS, INC.

By: /s/ RON ZWANZIGER

Ron Zwanziger
Chairman, Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints each of Ron Zwanziger and Duane L. James as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement (or any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u> /s/ RON ZWANZIGER </u> Ron Zwanziger	Chairman, Chief Executive Officer and President (Principal Executive Officer)	July 11, 2003
<u> /s/ DUANE L. JAMES </u> Duane L. James	Vice President of Finance and Treasurer (Principal Financial Officer and Principal Accounting Officer)	July 11, 2003
<u> /s/ DAVID SCOTT, PH.D. </u> David Scott, Ph.D.	Director	July 11, 2003
<u> /s/ ERNEST A. CARABILLO, JR. </u> Ernest A. Carabillo, Jr.	Director	July 11, 2003
<u> /s/ CAROL R. GOLDBERG, JR. </u> Carol R. Goldberg	Director	July 11, 2003

/s/ ROBERT P. KHEDERIAN	Director	July 11, 2003
Robert P. Khederian		
/s/ JOHN F. LEVY	Director	July 11, 2003
John F. Levy		
/s/ PETER TOWNSEND	Director	July 11, 2003
Peter Townsend		
/s/ JOHN A. QUELCH	Director	July 11, 2003
John A. Quelch		
/s/ ALFRED M. ZEIEN	Director	July 11, 2003
Alfred M. Zeien		

4

EXHIBIT INDEX

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5

QuickLinks

[SIGNATURES](#)

[POWER OF ATTORNEY](#)

[EXHIBIT INDEX](#)