

HOLOGIC INC

Form 4

December 12, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES  
HOLDING LLC, 767 FIFTH AVE.,  
SUITE 4700

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
HOLOGIC INC [HOLX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 ("Shares")	12/12/2013		X		30,629,879	A	\$ 14.5 (8)
					34,154,879	I	

please see  
all  
footnotes  
(1) (2) (3)  
(4) (5) (6)  
(7) (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Call Option "right to purchase")	\$ 14.5	12/12/2013		X		30,629,879		10/29/2013	10/28/2015	please see footnote <u>(8)</u>	30,629,879
Put Option ("obligation to purchase")	\$ 14.5	12/12/2013		<u>E</u> <sup>(7)</sup>		30,629,879		10/28/2015	10/28/2015	please see footnote <u>(8)</u>	30,629,879

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ICAHN CARL C C/O ICAHN ASSOCIATES HOLDING LLC 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153	X

## Signatures

CARL C.  
ICAHN

12/12/2013

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) High River Limited Partnership ("High River") directly beneficially owns 6,830,974 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 10,512,714 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 11,104,817 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 3,962,331 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,744,043 Shares.

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(2) Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

(3) Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(5) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(6) High River directly beneficially owned 6,125,974 American-style call options (the "Call Options"), Icahn Partners directly beneficially owned 9,426,404 Call Options, Icahn Master directly beneficially owned 9,957,502 Call Options, Icahn Master II directly beneficially owned 3,555,213 Call Options, and Icahn Master III directly beneficially owned 1,564,786 Call Options. On December 12, 2013, each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III exercised all of their respective Call Options in their entirety, and thereby acquired 6,125,974 Shares, 9,426,404 Shares, 9,957,502 Shares, 3,555,213 Shares, and 1,564,786 Shares, respectively.

(7) High River directly wrote 6,125,974 European-style put options (the "Put Options"), Icahn Partners directly wrote 9,426,404 Put Options, Icahn Master directly wrote 9,957,502 Put Options, Icahn Master II directly wrote 3,555,213 Put Options, and Icahn Master III directly wrote 1,564,786 Put Options. On December 12, 2013, upon exercise of the Call Options, all of the Put Options expired in accordance with their terms.

(8) The Call Options referenced an aggregate of 30,629,879 Shares, had an exercise price of \$14.50, had an expiration date of October 28, 2015, and provided for physical settlement. The Put Options referenced an aggregate of 30,629,879 Shares, had an exercise price of \$14.50, had an expiration date of October 28, 2015, and provided that they would settle in cash. The exercise price upon exercise of the Call Options was \$14.50 and the average premium paid for the Call Options was \$6.82.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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