

HOLOGIC INC  
Form 8-K  
August 05, 2013

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**Current Report Pursuant**

**to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) August 5, 2013**

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**HOLOGIC, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

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**DELAWARE**

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

**0-18281**                      **04-2902449**  
(Commission File Number) (I.R.S. Employer Identification No.)

**35 Crosby Drive, Bedford, MA**                      **01730**  
(Address of Principal Executive Offices) (Zip Code)

**(781) 999-7300**  
(Registrant's Telephone Number, Including Area Code)

**(Former Name or Former Address, if Changed Since Last Report)**

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On August 5, 2013, Hologic, Inc. issued a press release announcing its financial results for the third quarter ended June 29, 2013. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein in its entirety by reference.

***Limitation on Incorporation by Reference.*** The information furnished in this Item 2.02, including the press release attached hereto as Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as set forth by specific reference in such a filing.

***Cautionary Note Regarding Forward-Looking Statements.*** Except for historical information contained in the press release attached as an exhibit hereto, the press release contains forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary note in the press release regarding these forward-looking statements.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Glenn P. Muir resigned from the Board of Directors of Hologic, Inc. effective August 5, 2013. Mr. Muir will continue to serve as Executive Vice President, Finance and Administration, and Chief Financial Officer of Hologic, Inc.

Attached as Exhibits 10.1 and 10.2 are forms of equity award agreement covering the restricted stock units and option to purchase Hologic, Inc. common stock, respectively, contemplated by the employment letter by and between John W. Cumming and Hologic, Inc. previously filed on a Form 8-K with the U.S. Securities and Exchange Commission on July 19, 2013.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 10.1                      | Form of Restricted Stock Unit Award Agreement.  |
| 10.2                      | Form of Stock Option Award Agreement.   |
| 99.1                      | Press release dated August 5, 2013 of Hologic, Inc. announcing its financial results for the third quarter ended June 29, 2013. |

**SIGNATURES**

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

Date: August 5, 2013 HOLOGIC, INC.

/S/ GLENN P. MUIR

By:

Glenn P. Muir  
Executive Vice President, Finance and  
Administration, and Chief Financial Officer