

Edgar Filing: GEN PROBE INC - Form SC 13G

GEN PROBE INC  
Form SC 13G  
September 27, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934\*

GEN-PROBE INCORPORATED

-----  
(Name of Issuer)

Common Stock, \$0.0001 Par Value Per Share

-----  
(Title of Class of Securities)

36866T103

-----  
(CUSIP Number)

September 20, 2001

-----  
(Date of Event which Requires Filing  
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 36866T103  
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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

S.A.C. Capital Advisors, LLC  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

-----  
3 SEC USE ONLY  
-----

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

-----  
5 SOLE VOTING POWER  
NUMBER OF SHARES 0  
-----

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
6 SHARED VOTING POWER  
2,285,000  
-----

7 SOLE DISPOSITIVE POWER  
0  
-----

8 SHARED DISPOSITIVE POWER  
2,285,000  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,285,000  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ]  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
9.6%  
-----

12 TYPE OF REPORTING PERSON\*  
00  
-----

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT  
-----

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
  
S.A.C. Capital Management, LLC

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

-----

	5	SOLE VOTING POWER	
NUMBER OF SHARES			0
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED			2,285,000
BY			
EACH			
REPORTING	7	SOLE DISPOSITIVE POWER	
PERSON			0
WITH			
	8	SHARED DISPOSITIVE POWER	
			2,285,000

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
2,285,000

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
[ ]

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
9.6%

-----

12 TYPE OF REPORTING PERSON\*  
  
00

-----

\*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
  
Steven A. Cohen

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States

-----

	5	SOLE VOTING POWER	
NUMBER OF			0
SHARES			
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED			2,285,000
BY			
EACH			
REPORTING	7	SOLE DISPOSITIVE POWER	
PERSON			0
WITH			
	8	SHARED DISPOSITIVE POWER	
			2,285,000

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
2,285,000

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
[ ]

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
9.6%

-----

12 TYPE OF REPORTING PERSON\*  
  
IN

-----

\*SEE INSTRUCTION BEFORE FILLING OUT

Item 1(a) Name of Issuer:  
-----

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Gen-Probe Incorporated

Item 1(b) Address of Issuer's Principal Executive Offices:  
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10210 Genetic Center Drive  
San Diego, CA 92121

Items 2(a) Name of Person Filing:  
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This statement is being filed by (i) S.A.C. Capital Advisors, LLC ("SAC Capital Advisors"), (ii) S.A.C. Capital Management, LLC ("SAC Capital Management") and (iii) Steven A. Cohen.

Item 2(b) Address of Principal Business Office:  
-----

(i), (ii) and (iii):  
777 Long Ridge Road  
Stamford, Connecticut 06902

Item 2(c) Citizenship:  
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(i): Delaware  
(ii): Delaware  
(iv): United States

Item 2(d) Title of Class of Securities:  
-----

Common Stock, par value \$0.0001 per share

Item 2(e) CUSIP Number:  
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36866T103

Item 3 Not Applicable

Item 4 Ownership:  
-----

Of the securities reported on herein, 1,785,000 shares are held by S.A.C. Capital Associates, LLC, an Anguillan limited liability company ("SAC Capital Associates") and 500,000 shares are held by S.A.C. Healthco Fund, LLC, an Anguillan limited liability company ("SAC Healthco"). Pursuant to investment agreements, each of SAC Capital Advisors and SAC Capital Management share all investment and voting power with respect to the securities held by SAC Capital Associates and SAC Healthco. Accordingly, each of SAC Capital Advisors and SAC Capital Management may be deemed to be the beneficial owner of the securities held by SAC Capital Associates and SAC

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Exchange Act of 1934 (the "Exchange Act").

Steven A. Cohen is (i) the President and Chief Executive Officer of SAC Capital Advisors, the Managing Member of which is a corporation wholly owned by Mr. Cohen and (ii) the owner, directly and through a wholly owned subsidiary, of 100% of the membership interests of SAC Capital Management. Accordingly, Mr. Cohen may be deemed to be the beneficial owner of the securities covered by this statement for purposes of Rule 13d-3 under the Exchange Act. Mr. Cohen disclaims beneficial ownership of any of the securities covered by this statement.

Item 4(a) Amount Beneficially Owned:  
-----

2,285,000

Item 4(b) Percent of Class:  
-----

9.6%

Item 4(c) Number of shares as to which such person has:  
-----

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote:  
2,285,000

(iii) Sole power to dispose or to direct the  
disposition of: 0

(iv) Shared power to dispose or to direct the  
disposition of: 2,285,000

Item 5 Ownership of Five Percent or Less of a Class:  
-----

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

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Item 6 Ownership of More than Five Percent on Behalf of  
-----  
Another Person:  
-----

SAC Capital Associates and SAC Healthco have the right to receive dividends on, and proceeds from the sale of, the shares reported on this statement as beneficially owned by SAC Capital Advisors, SAC Capital Management, and Mr. Cohen.

Item 7 Identification and Classification of the  
-----  
Subsidiary Which Acquired the Security Being

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-----  
Reported on By the Parent Holding Company:  
-----

Not Applicable

Item 8

Identification and Classification of Members

-----  
of the Group:  
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Not Applicable

Item 9

Notice of Dissolution of Group:  
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Not Applicable

Item 10

Certification:

By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE  
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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 27, 2002

S.A.C. CAPITAL ADVISORS, LLC

By:/s/ Peter Nussbaum  
-----

Name: Peter Nussbaum  
Title: Authorized Person

S.A.C. CAPITAL MANAGEMENT, LLC

By:/s/ Peter Nussbaum  
-----

Name: Peter Nussbaum

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Title: Authorized Person

STEVEN A. COHEN

By:/s/ Peter Nussbaum

-----  
Name: Peter Nussbaum  
Title: Authorized Person

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