

INVERNESS MEDICAL INNOVATIONS INC

Form S-8

July 16, 2008

As filed with the Securities and Exchange Commission on July 16, 2008

Registration No. 333-

**UNITED STATES  
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)

<b>Delaware</b>	<b>51 Sawyer Road, Suite 200</b>	<b>04-3565120</b>
(State or other jurisdiction of	<b>Waltham, Massachusetts 02453</b>	(I.R.S. Employer
incorporation or organization)	(Address of Principal Executive Offices)	Identification No.)
	(Zip Code)	
	<b>Inverness Medical Innovations, Inc. 2001 Employee Stock Purchase Plan</b>	
	(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**  
(Name and address of agent for service)  
**(781) 647-3900**  
(Telephone number, including area code, of agent for service)

With a copy to:  
**Jay McNamara, Esq.**  
**Senior Counsel, Corporate & Finance**  
**Inverness Medical Innovations, Inc.**  
**51 Sawyer Road, Suite 200**  
**Waltham, Massachusetts 02453**  
**(781) 647-3900**

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
	496,057	\$29.86(2)	\$14,812,262.02(2)	\$582.12

Common Stock,  
\$0.001 par value per  
share

Common Stock,  
\$0.001 par value per  
share

3,943

\$28.19(3)

\$111,153.17(3)

\$4.37

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), 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 Employee Stock Purchase Plan, as amended, in the event of a stock dividend, stock split, split-up, recapitalization or other similar event.

- (2) This estimate is made pursuant to Rule 457(c) and 457(h)(1) under the Securities Act of 1933, as amended, solely for the purposes of determining

the registration fee. The price per share and aggregate offering price are based on the average of the high and low prices of the registrant's common stock as reported on the American Stock Exchange on July 15, 2008.

- (3) Determined pursuant to Rule 457(h) under the Securities Act.
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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 Employee Stock Purchase Plan, as amended (the Plan). The contents of the Company's Registration Statement on Form S-8 (Registration No. 333-74032) relating to the Plan are incorporated by reference into this Registration Statement in accordance with General Instruction E to Form S-8.

**Item 5. Interests of Named Experts and Counsel.**

The validity of the securities the Company is offering is being passed upon by Jay McNamara, Esq., Senior Counsel, Corporate & Finance, of the Company. Mr. McNamara owns an aggregate of approximately 2,934 shares of common stock of the Company, as well as options to purchase an additional 20,079 shares of common stock of the Company.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
*5.1	Opinion of Jay McNamara, Esq, Senior Counsel, Corporate & Finance, of Inverness Medical Innovations, Inc.
*23.1	Consent of BDO Seidman, LLP, Independent Registered Public Accounting Firm.
*23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
*23.3	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
*23.4	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.5	Consent of Jay McNamara, Esq., Senior Counsel, Corporate & Finance, of Inverness Medical Innovations, Inc. (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 16, 2008.

**INVERNESS MEDICAL INNOVATIONS,  
INC.**

By: /s/ Ron Zwanziger  
 Ron Zwanziger  
 Chairman, President and Chief  
 Executive Officer

**POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints each of Ron Zwanziger and David Teitel 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Ron Zwanziger	Chairman, Chief Executive	July 16, 2008
Ron Zwanziger	Officer and President (Principal Executive Officer)	
/s/ David Teitel	Chief Financial Officer	July 16, 2008
David Teitel	(Principal Financial Officer and Principal Accounting Officer)	
/s/ Carol R. Goldberg	Director	July 16, 2008
Carol R. Goldberg		
/s/ Robert P. Khederian	Director	July 16, 2008
Robert P. Khederian		

/s/ John F. Levy

Director

July 16, 2008

John F. Levy

Jerry McAleer, Ph.D.

Director

July \_\_\_\_, 2008

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ John A Quelch John A. Quelch	Director	July 16, 2008
/s/ David Scott David Scott, Ph.D.	Director	July 16, 2008
	Director	July ____, 2008
Peter Townsend		

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**EXHIBIT INDEX**

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