

HOLOGIC INC  
Form SC TO-I/A  
March 26, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 1 to**  
**SCHEDULE TO**

**(Rule 13e-4)**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**HOLOGIC, INC.**

**(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**Options to Purchase Common Stock, \$0.01 Par Value Per Share**

**(Title of Class of Securities)**

**436440101**

**(CUSIP Number of Common Stock Underlying Class of Securities)**

**Glenn P. Muir**

**Executive Vice President, Finance and Administration**

**Hologic, Inc.**

**35 Crosby Drive, Bedford, MA 01730**

**Tel: 781-999-7300**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*Copies to:*

**Philip J. Flink, Esquire**

**Edwin C. Pease, Esquire**

**Brown Rudnick LLP**

**One Financial Center**

**Boston, MA 02111**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
**\$889,680**

**Amount of Filing Fee\*\***  
**\$34.96**

\* Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the Transaction Valuation assumes that all options to purchase shares of the issuer's common stock that may be eligible for exchange in the offer will be tendered pursuant to this offer. These options cover an aggregate of 674,000 shares of the issuer's common stock and have an aggregate value of \$889,680 as of March 9, 2009, calculated based on a Cox-Ross-Rubenstein binomial option valuation model.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory # 2 for Fiscal Year 2009 issued by the Securities Exchange Commission on September 29, 2008 equals \$39.30 per \$1,000,000 of the aggregate amount of the Transaction Valuation (or .00003930 of the aggregate Transaction Valuation). The Transaction Valuation set forth above was calculated for the sole purpose of determining the filing fee and should not be used for any other purpose.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

**Amount Previously Paid:** \$34.96  
**Form or Registration No.:** 005 - 41074

**Filing Party:** Hologic, Inc.  
**Date Filed:** March 9, 2009

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

..  third-party tender offer subject to Rule 14d-1.

x  issuer tender offer subject to Rule 13e-4.

..  going-private transaction subject to Rule 13e-3.

..  amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

..  Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

..  Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**Item 1. Summary Term Sheet.**

The information set forth under Summary Term Sheet Questions and Answers in the Offer to Exchange Certain Outstanding Stock Options for New Stock Options, dated March 9, 2009, as amended on March 26, 2009 (the Exchange Offer), attached hereto as Exhibit (a)(1)(A), is incorporated herein by reference.

**Item 4. Terms of the Transaction.**

(a) *Material Terms.* The information set forth in the Exchange Offer under Summary Term Sheet Questions and Answers, Section 1 (Eligible Options; Eligible Optionholders; Expiration Date of This Exchange Offer), Section 3 (Procedures for Tendering Eligible Options), Section 4 (Withdrawal Rights), Section 5 (Acceptance of Eligible Options for Exchange; Issuance of New Options), Section 6 (Conditions of This Exchange Offer), Section 8 (Source and Amount of Consideration; Terms of New Options), Section 9 (Information Concerning Us; Financial Information), Section 10 (Interests of Directors and Executive Officers; Transactions and Arrangements Concerning Our Securities), Section 11 (Status of Eligible Options Acquired by Us in This Exchange Offer; Accounting Consequences of This Exchange Offer), Section 12 (Legal Matters; Regulatory Approvals), Section 13 (Material United States Tax Consequences), and Section 14 (Extension of Exchange Offer; Termination; Amendment) is incorporated herein by reference.

(b) *Purchases.* Not applicable.

**Item 12. Exhibits.**

**Exhibit No. Description**

- (a)(1)(A) Offer to Exchange Certain Outstanding Stock Options for New Stock Options, dated March 9, 2009 (as amended March 26, 2009).
- (a)(1)(B)\* E-Mail Announcement of Offer to Exchange.
- (a)(1)(C) Election Form (as amended March 26, 2009).
- (a)(1)(D) Notice of Withdrawal (as amended March 26, 2009).
- (a)(1)(E) Annual Report on Form 10-K for the fiscal year ended September 27, 2008 (filed with the Securities and Exchange Commission on November 26, 2008 (SEC File No. 000-18281) and incorporated herein by reference).
- (a)(1)(F) Quarterly Report on Form 10-Q for the quarter ended December 27, 2008 (filed with the Securities and Exchange Commission on February 5, 2008 (SEC File No. 000-18281) and incorporated herein by reference).
- (a)(1)(G) E-Mail regarding circulation of Amended Offer to Exchange.
- (b) Not applicable.
- (d)(1) Second Amended and Restated 1999 Equity Incentive Plan (filed as exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 4, 2006 (SEC File No. 000-18281) and incorporated herein by reference).
- (d)(2) Amendment No. 1 to Second Amended and Restated 1999 Equity Incentive Plan (filed as exhibit 10.2 to the Company's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on October 23, 2007 (SEC File No. 000-18281) and incorporated herein by reference).
- (d)(3) Amendment No. 2 to Second Amended and Restated 1999 Equity Incentive Plan (filed as exhibit 10.17 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 22, 2007 (SEC File No. 000-18281) and incorporated herein by reference).
- (d)(4) Amendment No. 3 to Second Amended and Restated 1999 Equity Incentive Plan (filed as exhibit 10.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 2008 (SEC File No. 000-18281) and incorporated herein by reference).
- (d)(5) Form of Option Award Agreement (filed as exhibit 10.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 17, 2008 (SEC File No. 000-18281) and incorporated herein by reference).
- (d)(6) 2008 Equity Incentive Plan (filed as exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 11, 2008 (SEC File No. 000-18281) and incorporated herein by reference).

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- (d)(7) Form of Notice of Grant of Stock Options and Option Agreement under 2008 Equity Incentive Plan (filed as exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 17, 2008 (SEC File No. 000-18281) and incorporated herein by reference).

\* Previously Filed.

**SIGNATURE**

After due 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.

**HOLOGIC, INC.**

By: /s/ Glenn P. Muir

Name: Glenn P. Muir

Title: Executive Vice President, Finance and  
Administration, Chief Financial Officer, Assistant  
Treasurer and Assistant Secretary

Date: March 26, 2009

**Exhibit Index**

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