

HOLOGIC INC  
Form 8-K  
June 25, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 24, 2014**

**HOLOGIC, INC.**

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

**DELAWARE**

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

**1-36214**  
**(Commission)**

**04-2902449**  
**(I.R.S. Employer)**

**File Number)**

**Identification No.)**

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

**01730**  
**(Zip Code)**

**(781) 999-7300**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

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

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On June 24, 2014, Hologic, Inc. (the Company ) entered into Amendment No. 1 (the Amendment ) to the Rights Agreement (the Rights Agreement ), dated as of November 21, 2013, by and between the Company and American Stock Transfer & Trust Company, LLC, as rights agent.

The Amendment accelerated the expiration of the Company's preferred share purchase rights (the Rights ) from 5:00 p.m., New York City time, on November 20, 2014 to 5:00 p.m., New York City time, on June 24, 2014, and had the effect of terminating the Rights Agreement on that date. At the time of the termination of the Rights Agreement, all of the Rights distributed to holders of the Company's common stock pursuant to the Rights Agreement expired.

The foregoing is a summary of the terms of the Amendment. The summary does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 4.1 and incorporated herein by reference.

**Item 1.02 Termination of a Material Definitive Agreement.**

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 1.02 by reference.

**Item 3.03 Material Modification to Rights of Security Holders.**

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 3.03 by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

In connection with the adoption of the Rights Agreement, on November 21, 2013, the Company filed a Certificate of Designation of Series A Junior Participating Preferred Stock (the Certificate of Designation ) with the Secretary of State of the State of Delaware. The Certificate of Designation became effective on November 21, 2013.

Promptly following the expiration of the Rights and the termination of the Rights Agreement, the Company filed a Certificate of Elimination (the Certificate of Elimination ) with the Secretary of State of the State of Delaware eliminating the Series A Junior Participating Preferred Stock and returning them to authorized but undesignated shares of the Company's preferred stock.

The foregoing is a summary of the terms of the Certificate of Elimination. The summary does not purport to be complete and is qualified in its entirety by reference to the Certificate of Elimination, a copy of which is attached as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
3.1	Certificate of Elimination of Series A Junior Participating Preferred Stock of Hologic, Inc.
4.1	Amendment No. 1 to Rights Agreement, dated as of June 24, 2014, between Hologic, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent.

**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: June 25, 2014

HOLOGIC, INC.

By: /s/ Mark J. Casey

Mark J. Casey  
Senior Vice President, Chief Administrative Officer  
and General Counsel