

Edgar Filing: BIOVERIS CORP - Form SC 13D/A

BIOVERIS CORP  
Form SC 13D/A  
June 24, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

BioVeris Corporation  
(Name of Issuer)

Common Stock, \$0.001 par value  
(Title of Class of Securities)

090676 10 7  
(CUSIP Number)

Louise Guarneri  
Credit Suisse First Boston  
Eleven Madison Avenue  
New York, New York 10010  
(212) 325-2000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 23, 2004  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7(b) for other parties to whom copies are to be sent.

\*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 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).

USIP No. 090676 10 7

13D/A

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Credit Suisse First Boston, on behalf of the

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Credit Suisse First Boston business unit

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [X]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Switzerland
- 7 SOLE VOTING POWER  
  
See Item 5.
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
- 8 SHARED VOTING POWER  
  
See Item 5.
- 9 SOLE DISPOSITIVE POWER  
  
See Item 5.
- 10 SHARED DISPOSITIVE POWER  
  
See Item 5.
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
See Item 5.
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* [ ]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
See Item 5.
- 14 TYPE OF REPORTING PERSON\*  
  
BK, HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), Credit Suisse First Boston (the "Bank"), on behalf of itself and its subsidiaries, to the extent they constitute the Credit Suisse First Boston business unit (the "CSFB business unit") excluding Asset Management (as defined below) (the "Reporting Person"), hereby amends the Statement on Schedule 13D filed by the Reporting Person on February 24, 2004, and subsequently amended on

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June 22, 2004, (as amended, the "Statement"), relating to the Common Stock, \$0.001 par value (the "Shares"), of BioVeris Corporation, a Delaware corporation (the "Company"). The CSFB business unit is also comprised of an asset management business principally conducted under the brand name Credit Suisse Asset Management ("Asset Management"). Unless otherwise indicated, all capitalized terms used herein have the same meanings respectively ascribed to them in the Statement.

Item 3. Source and Amount of Funds.

Item 3 is hereby amended to read in its entirety as follows:

On February 13, 2004, IGEN International, Inc. ("IGEN") announced that it had been acquired by Roche Holding Ltd. in a transaction (the "Merger"), in which IGEN stockholders received US\$47.25 in cash, without interest, and one Share of the Company for each share of IGEN common stock they owned immediately prior to the closing. On February 13, immediately prior to closing, CSFB LLC held 1,128,441 shares of IGEN common stock. The aggregate consideration (exclusive of commissions) paid by CSFB LLC for these shares of IGEN was US\$64,911,068.75. CSFB LLC received 1,128,441 Shares as a result of the Merger.

Following the Merger, CSFB has acquired an additional 680,449 Shares. The aggregate consideration (exclusive of commissions) paid by CSFB LLC for these additional Shares was US\$9,254,016.

The funds used by CSFB LLC to make these acquisitions, and the acquisitions described in Schedule B attached hereto, came from working capital.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended to read in its entirety as follows:

CSFB LLC has acquired 28,461 Shares for customer facilitation purposes, 600,000 Shares as part of risk arbitrage trading strategies, 7,991 Shares as part of statistical arbitrage trading strategies, 5,000 Shares as part of its activities related to discretionary trading accounts and 650,000 Shares as part of its activities related to proprietary trading accounts.

CSFB LLC intends to optimize the value of its investments and, therefore, will review from time to time the Company's business affairs and financial position. Based on such evaluation and review, as well as general economic and industry conditions existing at the time, CSFB LLC may consider from time to time various alternative courses of action. Such actions may include the acquisition of additional Shares or other securities through open market purchases, privately negotiated transactions, a tender offer, an exchange offer or otherwise. Alternatively, such actions may involve the sale of all or a portion of the Shares or other securities in the open market, in privately negotiated transactions, through a public offering or otherwise.

Except as set forth herein, each of the Reporting Person and CSFB LLC has no present plans or proposals that relate to or that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended to read in its entirety as follows:

(a) As of June 23, 2004, the Reporting Person may be deemed to own beneficially an aggregate amount of 1,291,452 Shares, representing 4.8% of the outstanding Shares. All such Shares were held directly by CSFB LLC.

To the best knowledge of the Reporting Person, and except as described

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herein, neither the Reporting Person, CSFBI, CSFB-USA, CSFB LLC, nor, to the best knowledge of the Reporting Person, any other persons listed on Schedules A-1 through A-4 attached hereto, beneficially owns any additional Shares.

(b) With respect to any rights or powers to vote, or to direct the vote of, or to dispose of, or direct the disposition of, the Shares referenced in paragraph 5(a), there is shared power to vote, or to direct the vote of, and to dispose of, or to direct the disposition of, such Shares among the Reporting Person, CSFBI, CSFB-USA and CSFB LLC.

(c) Schedule B, which is incorporated herein by reference, sets forth the transactions in the Shares effected by the Reporting Person and its subsidiaries during the period beginning June 21, 2004 and ending June 23, 2004, inclusive.

(d) No other person is known by the Reporting Person to have the right to receive or power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares beneficially owned by the Reporting Person, CSFBI, CSFB-USA or CSFB LLC.

(e) The Reporting Person ceased to be the beneficial owner of more than 5% of the Shares as of June 23, 2004.

Item 6.                    Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Not applicable.

Item 7.                    Material to be filed as Exhibits.

Not applicable.

### SIGNATURE

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: June 24, 2004

Credit Suisse First Boston, on behalf of  
the Credit Suisse First Boston business unit.

By: /s/ Louise Guarneri

-----  
Name: Louise Guarneri

Title: Director

The following Schedules are hereby amended to read in their entirety as follows:

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## SCHEDULE A-1

### EXECUTIVE OFFICERS OF THE REPORTING PERSON

The following sets forth the name, business address, present principal occupation and citizenship of each executive officer of the Reporting Person. The business address of the Reporting Person is Eleven Madison Avenue, New York, New York 10010.

Name -----	Business Address -----	Title -----
Brian D. Finn	Eleven Madison Avenue New York, NY 10010	President, Chief Executive Officer
John J. Mack	Eleven Madison Avenue New York, NY 10010	Chairman, Second Chief Executive Officer
Bennett J. Goodman	Eleven Madison Avenue New York, NY 10010 USA	Chairman and Managing Partner of the Alternative Capital Division
Christopher Carter	Eleven Madison Avenue New York, NY 10010 USA	Chairman of Europe
Brady W. Dougan	Eleven Madison Avenue New York, NY 10010 USA	Co-President, Institutional Securities
Stephen R. Volk	Eleven Madison Avenue New York, NY 10010 USA	Chairman of CSFB
Thomas R. Nides	Eleven Madison Avenue New York, NY 10010 USA	Chief Administrative Officer
Richard Edward Thornburgh	Eleven Madison Avenue New York, NY 10010 USA	Ex Officio Member of the Operating Committee and the Executive Board
Adebayo Ogunlesi	Eleven Madison Avenue New York, NY 10010 USA	Global Head of Investment Banking
Eileen K. Murray	Eleven Madison Avenue New York, NY 10010 USA	Head of Global Technology, Operations and Product Control
Gary G. Lynch	Eleven Madison Avenue New York, NY 10010 USA	Global General Counsel and Vice Chairman to Oversee Research and Legal and Compliance Departments
Paul Calello	Eleven Madison Avenue New York, NY 10010 USA	Chairman and Chief Executive Officer of the Asia-Pacific Region

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John A. Ehinger	Eleven Madison Avenue New York, NY 10010 USA	Co-Head of the Equity Division
James P. Healy	Eleven Madison Avenue New York, NY 10010 USA	Co-Head of the Fixed Income Division
James E. Kreitman	One Cabot Square London E14 4QJ United Kingdom	Co-Head of the Equity Division
Jerome C. Wood	Eleven Madison Avenue New York, NY 10010 USA	Co-Head of the Fixed Income Division
Barbara A. Yastine	Eleven Madison Avenue New York, NY 10010 USA	Chief Financial Officer
Joanne Pace	Eleven Madison Avenue New York, NY 10010 USA	Global Head of Human Resources

SCHEDULE A-2

EXECUTIVE OFFICERS AND DIRECTORS OF CREDIT SUISSE FIRST BOSTON, INC.

The following sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of Credit Suisse First Boston, Inc. The business address of Credit Suisse First Boston, Inc. is Eleven Madison Avenue, New York, New York 10010.

Name -----	Business Address -----	Title -----
Brian D. Finn	Eleven Madison Avenue New York, NY 10010 USA	President, Chief Executive Officer
Paul C. Wirth	Eleven Madison Avenue New York, NY 10010 USA	Managing Director, Chief Accounting Officer
Adebayo O. Ogunlesi	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Brady W. Dougan	Eleven Madison Avenue New York, NY 10010	Managing Director

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	USA	
Carlos Onis	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
D. Wilson Ervin	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Gary G. Lynch	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and General Counsel
Jeffrey H. Salzman	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Lewis H. Wirshba	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Treasurer
Neil Moskowitz	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Neil Radey	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Robert C. O'Brien	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Chief Credit Off
Eileen K. Murray	Eleven Madison Avenue York, NY 10010 USA	Managing Director

SCHEDULE A-3

EXECUTIVE OFFICERS AND DIRECTORS OF CREDIT SUISSE FIRST BOSTON (USA), INC.

The following sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of Credit Suisse First Boston (USA), Inc. The business address of Credit Suisse First Boston (USA), Inc. is Eleven Madison Avenue, New York, New York 10010.

Name	Business Address	Title
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Brian D. Finn	Eleven Madison Avenue New York, NY 10010 USA	President, Chief Executive Officer and Board Member
Paul C. Wirth	Eleven Madison Avenue New York, NY 10010 USA	Chief Financial and Accounting Officer
Adebayo O. Ogunlesi	Eleven Madison Avenue New York, NY 10010 USA USA	Board Member, Managing Director and Global Investment Banking
Eileen K. Murray	Eleven Madison Avenue New York, NY 10010 USA	Board Member and Managing Director
Brady W. Dougan	Eleven Madison Avenue New York, NY 10010 USA	Head of the Securities Division and Member
Andrew B. Federbusch	Eleven Madison Avenue New York, NY 10010 USA	New Managing Director
Barbara A. Yastine	Eleven Madison Avenue New York, NY 10010 USA	Board Member and Managing Director
Jeffrey H. Salzman	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and Head of Private Client Services
D. Wilson Ervin	Eleven Madison Avenue New York, NY 10010 USA	Head of Strategic Risk Management
Peter E. Calamari	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Gary G. Lynch	Eleven Madison Avenue New York, NY 10010 USA	Managing Director and General Counsel
Neil Radey	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Lewis H. Wirshba	Eleven Madison Avenue New York, NY 10010 USA	Treasurer
Robert C. O'Brien	Eleven Madison Avenue New York, NY 10010 USA	Chief Credit Officer
Jerome C. Wood	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
Frank J. DeCongelio	Eleven Madison Avenue New York, NY 10010	Bank Account Officer and Managing Director



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	USA	
John A. Ehinger	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
James P. Healy	Eleven Madison Avenue New York, NY 10010 USA	Managing Director
James E. Kreitman	One Cabot Square London E14 4QJ United Kingdom	Managing Director
Luther L. Terry, Jr.	Eleven Madison Avenue New York, NY 10010 USA	Managing Director

SCHEDULE A-4

EXECUTIVE OFFICERS AND DIRECTORS OF CREDIT SUISSE FIRST BOSTON LLC

The following sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of Credit Suisse First Boston LLC. The business address of Credit Suisse First Boston LLC is Eleven Madison Avenue, New York, New York 10010.

Name -----	Business Address -----	Title -----
David C. Fisher	Eleven Madison Avenue New York, NY 10010 USA	Chief Financial Officer and Member of the Board of Managers
John A. Ehinger	Eleven Madison Avenue New York, NY 10010 USA	Member of the Board of Managers
Brian D. Finn	Eleven Madison Avenue New York, NY 10010 USA	Member of the Board of Managers
Jerome C. Wood	Eleven Madison Avenue New York, NY 10010 USA	Member of the Board of Managers
Frank J. DeCongelio	Eleven Madison Avenue	Head of Operations

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New York, NY 10010  
USA

Lewis H. Wirshba

Eleven Madison Avenue  
New York, NY 10010  
USA

Treasurer

Gary G. Lynch

Eleven Madison Avenue  
New York, NY 10010  
USA

Managing Director and General  
Counsel

Schedule B

Credit Suisse First Boston LLC

The following Share trades were effected on the NASDAQ in ordinary trading:

DATE	BUY/SELL	SHARES	PRICE
-----	-----	-----	-----
6/21/2004	BUY	100	9.73
6/21/2004	SELL	196	10.00
6/21/2004	BUY	900	9.83
6/21/2004	BUY	300	9.93
6/22/2004	BUY	100	9.71
6/22/2004	SELL	300	9.45
6/22/2004	SELL	700	10.45
6/22/2004	SELL	100	11.45
6/22/2004	BUY	100	9.47
6/22/2004	BUY	300	9.44
6/22/2004	BUY	1,064	9.58
6/23/2004	SELL	1,900	8.49
6/23/2004	SELL	346,563	8.01
6/23/2004	BUY	27,940	7.58
6/23/2004	BUY	200	8.02
6/23/2004	SELL	12,800	7.78
6/23/2004	SELL	1,500	7.80
6/23/2004	SELL	5,300	7.71
6/23/2004	BUY	2,000	7.80
6/23/2004	SELL	7,700	8.45
6/23/2004	BUY	300	8.89
6/23/2004	SELL	400	8.45
6/23/2004	BUY	100	8.14
6/23/2004	BUY	100	7.89
6/23/2004	SELL	105,837	7.66
6/23/2004	SELL	2,000	7.80