

GEN PROBE INC  
Form 10-Q/A  
November 09, 2011

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

Washington, D.C. 20549

**FORM 10-Q/A**

Amendment No. 1

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the quarterly period ended June 30, 2011

OR

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-49834

**GEN-PROBE INCORPORATED**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or other jurisdiction)  
  
of incorporation or organization)  
  
**10210 Genetic Center Drive**  
  
**San Diego, CA**  
(Address of Principal Executive Offices)  
  
**33-0044608**  
(I.R.S. Employer  
Identification Number)  
  
**92121**  
(Zip Code)  
  
**(858) 410-8000**  
  
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of July 29, 2011, 48,181,831 shares of the registrant's common stock, \$0.0001 par value per share, were outstanding.

**EXPLANATORY NOTE**

Gen-Probe Incorporated ( Gen-Probe or the Company ) is filing this amendment to its quarterly report on Form 10-Q (the Form 10-Q ), originally filed with the Securities and Exchange Commission (the SEC ) on August 3, 2011, as an exhibit-only filing solely for the purpose of amending Exhibits 10.4 and 10.5 filed with the Form 10-Q to reflect changes made to portions of Exhibits 10.4 and 10.5. No other information included in the Form 10-Q is amended by this Form 10-Q/A. The Company has also included Exhibits 31.3 and 31.4 as required by the filing of this amendment to the Form 10-Q.

Except as described above, this amendment does not reflect events occurring after the filing of the original Form 10-Q and no revisions are being made pursuant to this amendment to the Company s financial statements or any other disclosure contained in the Form 10-Q.

**PART II OTHER INFORMATION**

**Item 6. Exhibits**

**Exhibit**

**Number**

**Description**

- |          |  |
|----------|--|
| 2.1(1)   | Agreement and Plan of Merger, dated as of October 6, 2009, by and among Gen-Probe Incorporated, Prodigy Acquisition Corp., Prodesse, Inc. and Thomas M. Shannon and R. Jeffrey Harris, as the Securityholders Representative Committee.* |
| 3.1(2)   | Form of Amended and Restated Certificate of Incorporation of Gen-Probe Incorporated.   |
| 3.2(3)   | Certificate of Amendment of Amended and Restated Certificate of Incorporation of Gen-Probe Incorporated.   |
| 3.3(4)   | Amended and Restated Bylaws of Gen-Probe Incorporated.   |
| 3.4(5)   | Certificate of Elimination of Series A Junior Participating Preferred Stock of Gen-Probe Incorporated.   |
| 4.1(2)   | Specimen common stock certificate.   |
| 10.1(6)n | The 2003 Incentive Award Plan of Gen-Probe Incorporated (as last amended effective as of May 19, 2011).  |
| 10.2(7)  | Amendment No. 4 to Credit Agreement dated as of June 24, 2011 by and between Gen-Probe Incorporated, as Borrower, and Bank of America, N.A., as Lender.  |
| 10.3(7)  | Amendment No. 2 to Development Agreement for Panther Instrument System dated as of January 2, 2009 by and between Gen-Probe Incorporated and Stratec Biomedical Systems AG.**  |
| 10.4     | Amendment No. 3 to Development Agreement for Panther Instrument System dated as of February 1, 2011 by and between Gen-Probe Incorporated and Stratec Biomedical Systems AG.**   |
| 10.5     | Amendment No. 4 to Development Agreement for Panther Instrument System dated as of February 1, 2011 by and between Gen-Probe Incorporated and Stratec Biomedical Systems AG.**   |
| 31.1(7)  | Certification dated August 3, 2011, of Principal Executive Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.2(7)  | Certification dated August 3, 2011, of Principal Financial Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.3     | Certification dated November 9, 2011, of Principal Executive Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |

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- 31.4 Certification dated November 9, 2011, of Principal Financial Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1(8) Certification dated August 3, 2011, of Principal Executive Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2(8) Certification dated August 3, 2011, of Principal Financial Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101(8) Interactive Data Files pursuant to Rule 405 of Regulation S-T.

Filed herewith.

n Indicates management contract or compensatory plan, contract or arrangement.

\* Gen-Probe has received confidential treatment with respect to certain portions of this exhibit.

\*\* Gen-Probe has requested confidential treatment with respect to certain portions of this exhibit.

- (1) Incorporated by reference to Gen-Probe's Annual Report on Form 10-K filed with the SEC on February 25, 2010.
- (2) Incorporated by reference to Gen-Probe's Amendment No. 2 to Registration Statement on Form 10 (File No. 000-49834) filed with the SEC on August 14, 2002.
- (3) Incorporated by reference to Gen-Probe's Quarterly Report on Form 10-Q (File No. 001-31279) for the quarterly period ended June 30, 2004 filed with the SEC on August 9, 2004.
- (4) Incorporated by reference to Gen-Probe's Current Report on Form 8-K filed with the SEC on February 18, 2009.
- (5) Incorporated by reference to Gen-Probe's Annual Report on Form 10-K for the year ended December 31, 2006 filed with the SEC on February 23, 2007.
- (6) Incorporated by reference to Gen-Probe's Current Report on Form 8-K filed with the SEC on May 25, 2011.
- (7) Filed with the SEC as part of the original Form 10-Q on August 3, 2011.
- (8) Furnished with the SEC as part of the original Form 10-Q on August 3, 2011.

**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 thereunto duly authorized.

GEN-PROBE INCORPORATED

DATE: November 9, 2011

By: */s/* CARL W. HULL  
**Carl W. Hull**  
**President, Chief Executive Officer and Director**  
**(Principal Executive Officer)**

DATE: November 9, 2011

By: */s/* HERM ROSENMAN  
**Herm Rosenman**  
**Senior Vice President Finance and Chief**  
**Financial Officer (Principal Financial Officer and**  
**Principal Accounting Officer)**