

QUIDEL CORP /DE/  
Form 8-K  
May 13, 2002

[QuickLinks](#) -- Click here to rapidly navigate through this document

---

---

**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): **May 9, 2002**

**Quidel Corporation**

---

(Exact Name of Registrant as Specified in Charter)

**Delaware**

**0-10961**

**94-2573850**

---

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**10165 McKellar Court, San Diego, CA**

**92121-4201**

---

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(858) 552-1100**

N/A

---

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

---

---

**Item 5. Other Events**

On May 8, 2002, the Board of Directors of Quidel Corporation (the "Company") considered and approved an Amendment (the "Amendment") to the Company's Rights Agreement, dated as of December 31, 1996 (the "Rights Agreement"), by and between the Company and American Stock Transfer & Trust Company as Rights Agent. A copy of the Rights Agreement is included as an exhibit to the Company's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on January 14, 1997. The Company and the Rights Agent entered into the Amendment to the Rights Agreement, effective as of May 9, 2002. A copy of the Amendment is attached hereto as Exhibit 4.1.

## Edgar Filing: QUIDEL CORP /DE/ - Form 8-K

The Amendment amends the Rights Agreement to permit a specified significant stockholder (with its affiliates), subject to certain conditions, to increase its percentage beneficial ownership of the Company to more than 15% but less than 20% without being deemed an "Acquiring Person" under the Rights Agreement.

The Company's Board of Directors also approved an agreement with the specified significant stockholder related to the Amendment.

### Item 7. Exhibits

Pursuant to General Instruction F of Form 8-K, the following documents are incorporated by reference herein and attached as exhibits hereto:

<b>Exhibit</b>	<b>Description</b>
4.1	Amendment to Rights Agreement, effective as of May 9, 2002, by and between Quidel Corporation and American Stock Transfer & Trust Company.
99.1	Press Release issued May 13, 2002, by Quidel Corporation.

2

### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this current report to be signed on its behalf by the undersigned hereunto duly authorized.

Quidel Corporation

Date: May 13, 2002

By: /s/ S. WAYNE KAY

Name: S. Wayne Kay  
Title: President & CEO

3

### EXHIBIT INDEX

<b>Exhibit</b>	<b>Description</b>
4.1	Amendment to Rights Agreement, effective as of May 9, 2002, by and between Quidel Corporation and American Stock Transfer & Trust Company.
99.1	Press Release issued May 13, 2002, by Quidel Corporation.

4

QuickLinks

SIGNATURE

EXHIBIT INDEX