

GEN PROBE INC  
Form 8-K  
December 08, 2005

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**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): December 8, 2005  
Gen-Probe Incorporated  
(Exact Name of Registrant as Specified in Charter)**

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

**001-31279**  
(Commission File Number)

**33-0044608**  
(I.R.S. Employer  
Identification No.)

**10210 Genetic Center Drive  
San Diego, CA 92121**  
(Address of Principal Executive Offices)  
**(858) 410-8000**  
(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- 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 CRF  
240.13e-4(c))

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

On June 11, 1998, Gen-Probe Incorporated and Chiron Corporation executed a letter agreement whereby Gen-Probe consented, on specified conditions and in accordance with Section 15.3.1 of the Agreement between Gen-Probe and Chiron dated as of June 11, 1998 ( Agreement ), to Chiron s assignment of its rights under the Agreement to transferees other than particular parties specified in the letter agreement.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

**Exhibit**

**Number**

**Description**

10.86 Letter Agreement between Gen-Probe Incorporated and Chiron Corporation, dated June 11, 1998.\*

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

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**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.

**Gen-Probe Incorporated**

By: /s/ R. William Bowen  
R. William Bowen  
Vice President and General Counsel

Date: December 8, 2005

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.86	Letter Agreement between Gen-Probe Incorporated and Chiron Corporation, dated June 11, 1998.*
* 10.86	Gen-Probe has requested confidential treatment with respect to certain portions of this exhibit.