

Life Technologies Corp  
Form 10-K/A  
March 11, 2009

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

**Form 10-K/A  
(Amendment No. 1)**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2008**

**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 0-25317**

**Life Technologies Corporation**  
*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**33-0373077**  
*(I.R.S. Employer  
Identification No.)*

**5791 Van Allen Way**  
**Carlsbad, California**  
*(Address of principal executive offices)*

**92008**  
*(Zip Code)*

**Registrant's telephone number, including area code:  
760-603-7200**

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of each class**

**Name of each exchange on which registered**

Common Stock, \$0.01 par value

NASDAQ Global Select Market

Preferred Stock Purchase Rights, \$0.01 par value

NASDAQ Global Select Market

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  or No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  or No

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  or No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements

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incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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  Smaller reporting company   
(Do not check if a smaller reporting company)

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of June 30, 2008 was \$3,616,442,556.

The number of outstanding shares of the registrant's common stock as of February 25, 2009 was 173,800,545.

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**Explanatory Note**

Life Technologies Corporation, or the Company, is filing this Amendment No. 1 to its Annual Report on Form 10-K for the Company's fiscal year ended December 31, 2008, or this Amendment, to correct Exhibit 3.2, an incorrect version of which was inadvertently filed with the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009, or the Original Filing. As required by Rule 12b-15 of the Securities Exchange Act of 1934, as amended, the Company is also filing as exhibits to this Amendment the certifications required under Section 302 of the Sarbanes-Oxley Act of 2002.

Except as described above, no changes have been made to the Original Filing, and this Amendment does not amend, update or change the financial statements or any other items or disclosures in the Original Filing. This Amendment does not reflect events occurring after the filing of the Original Filing or modify or update those disclosures.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a)(3) The following exhibits are filed as part of this Form 10-K/A:

- 3.2 Third Amended and Restated Bylaws of Life Technologies Corporation
- 31.1 Certification of Chief Executive Officer
- 31.2 Certification of Chief Financial Officer
- 32.1 Certification of Chief Executive Officer
- 32.2 Certification of Chief Financial Officer

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

**LIFE TECHNOLOGIES  
CORPORATION**

Date: March 10, 2009

By: /s/ Gregory T. Lucier  
Gregory T. Lucier  
Chairman and Chief Executive Officer  
(Principal Executive Officer and  
Authorized Signatory)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated:

| <b>SIGNATURE</b>                                       | <b>TITLE</b>  | <b>DATE</b>    |
|--|---|----------------|
| /s/ Gregory T. Lucier<br>Gregory T. Lucier             | Chairman and Chief Executive Officer and Director (Principal Executive Officer) | March 10, 2009 |
| /s/ David F. Hoffmeister<br>David F. Hoffmeister       | Chief Financial Officer (Principal Financial Officer)                           | March 10, 2009 |
| /s/ Kelli A. Richard<br>Kelli A. Richard               | Vice President, Finance (Principal Accounting Officer)                          | March 10, 2009 |
| /s/ George F. Adam, Jr.<br>George F. Adam, Jr.         | Director  | March 10, 2009 |
| /s/ Raymond V. Dittamore<br>Raymond V. Dittamore       | Director  | March 10, 2009 |
| /s/ Donald W. Grimm<br>Donald W. Grimm                 | Director  | March 10, 2009 |
| /s/ Balakrishnan S. Iyer<br>Balakrishnan S. Iyer       | Director  | March 10, 2009 |
| /s/ Arnold J. Levine, Ph.D.<br>Arnold J. Levine, Ph.D. | Director  | March 10, 2009 |

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|                                |          |                |
|--------------------------------|----------|----------------|
| /s/ William H. Longfield       | Director | March 10, 2009 |
| William H. Longfield           |          |                |
| /s/ Bradley G. Lorimier        | Director | March 10, 2009 |
| Bradley G. Lorimier            |          |                |
| /s/ Ronald A. Matricaria       | Director | March 10, 2009 |
| Ronald A. Matricaria           |          |                |
| /s/ Per A. Peterson, Ph.D.     | Director | March 10, 2009 |
| Per A. Peterson, M.D., Ph.D.   |          |                |
| /s/ W. Ann Reynolds, Ph.D.     | Director | March 10, 2009 |
| W. Ann Reynolds, Ph.D.         |          |                |
| /s/ William S. Shanahan        | Director | March 10, 2009 |
| William S. Shanahan            |          |                |
| /s/ David C. U Prichard, Ph.D. | Director | March 10, 2009 |
| David C. U Prichard, Ph.D.     |          |                |

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**INDEX TO EXHIBITS**

| <b>EXHIBIT<br/>NUMBER</b> | <b>DESCRIPTION OF DOCUMENT</b>                                     |
|---------------------------|--|
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| 31.1                      | Certification of Chief Executive Officer                           |
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