

GEN PROBE INC  
Form 8-K  
February 15, 2011

**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): February 10, 2011**

**Gen-Probe Incorporated**

(Exact Name of Registrant as Specified in Charter)

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

**000-49834**  
(Commission  
File Number)

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

**10210 Genetic Center Drive**  
**San Diego, CA**  
(Address of Principal Executive Offices)

**92121**  
(Zip Code)

**(858) 410-8000**  
(Registrant's telephone number, including area code)

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 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On February 27, 2009, Gen-Probe Incorporated ( Gen-Probe ) entered into a Credit Agreement (as amended, the Credit Agreement ) with Bank of America, N.A (the Lender ), which provided for a one year senior secured revolving credit facility in an amount of up to \$180.0 million that is subject to a borrowing base formula. On March 23, 2009, Gen-Probe entered into an Amendment to Credit Agreement with the Lender, pursuant to which the amount which Gen-Probe may borrow from time to time under the Credit Agreement was increased from \$180.0 million to \$250.0 million. On February 11, 2010, Gen-Probe entered into Amendment No. 2 to Credit Agreement with the Lender, pursuant to which, among other things, the maturity date of the credit facility was extended for an additional one-year period.

On February 10, 2011, Gen-Probe entered into Amendment No. 3 to Credit Agreement (the Third Amendment ) with the Lender, pursuant to which the maturity date of the credit facility was extended for an additional one-year period. As extended, the credit facility now expires on February 24, 2012.

Loans may be borrowed, repaid and reborrowed during the term of the revolving credit facility, and there is currently \$240.0 million of borrowings outstanding under the revolving credit facility.

The foregoing description of the Third Amendment is only a summary, does not purport to be complete, and is qualified in its entirety by reference to the full text of the Third Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth under Item 1.01, Entry into a Material Definitive Agreement, is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

10.1 Amendment No. 3 to Credit Agreement dated as of February 10, 2011 by and between Gen-Probe Incorporated, as Borrower, and Bank of America, N.A., as Lender.

**SIGNATURE**

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.

Date: February 15, 2011

GEN-PROBE INCORPORATED

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

**EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Amendment No. 3 to Credit Agreement dated as of February 10, 2011 by and between Gen-Probe Incorporated, as Borrower, and Bank of America, N.A., as Lender.

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