

HOLOGIC INC  
Form 8-K  
September 23, 2008

**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): September 18, 2008**

**HOLOGIC, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**

(State or Other Jurisdiction of Incorporation)

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**0-18281**  
(Commission File Number)

**04-2902449**  
(I.R.S. Employer Identification No.)

**35 Crosby Drive, Bedford, MA**  
(Address of Principal Executive Offices)

**01730**  
(Zip Code)

**(781) 999-7300**

(Registrant's Telephone Number, Including Area Code)

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

Check the appropriate box below if the Form 8-K filing 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))

**ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR**

Effective September 18, 2008, the Board of Directors of Hologic, Inc. (the Company ) amended the Company s Second Amended and Restated By-laws, as amended (the By-laws ), to allow for the appointment of a lead independent director and to set forth general parameters for the power and authority of the lead independent director. To effect these amendments, a new Section 2.17 was added to the By-laws and Section 2.9 of the By-laws was amended to add the lead independent director to the list of those persons who may call special meetings of the Company s Board of Directors.

The description above is a summary of the terms of the amendment to the Company s By-laws. This description does not purport to be complete and it is qualified in its entirety by reference to the Company s By-laws, as so amended, a copy of which is attached to this report as Exhibit 3.1 and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) *Exhibits.*

The following exhibits are filed herewith:

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
3.1	Second Amended and Restated By-laws of Hologic, Inc., as amended.

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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.

Dated: September 23, 2008

HOLOGIC, INC.

By: /s/ Glenn P. Muir  
Glenn P. Muir, Executive Vice President,  
Finance and Administration, Chief Financial Officer, Treasurer  
and Assistant Secretary

**EXHIBIT INDEX**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
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