

MATRIA HEALTHCARE INC

Form 425

February 14, 2008

**Table of Contents**

**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 14, 2008  
Inverness Medical Innovations, Inc.  
(Exact name of registrant as specified in its charter)**

**Delaware**

**001-16789**

**04-3565120**

(State or other jurisdiction  
of incorporation)

(Commission file number)

(IRS Employer  
Identification No.)

**51 Sawyer Road, Suite 200, Waltham, Massachusetts 02453**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(781) 647-3900**

**Not Applicable**

(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 240.142-12)

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))

**TABLE OF CONTENTS**

Item 8.01 Other Events

Item 9.01 Financial Statements And Exhibits

SIGNATURE

EXHIBIT INDEX

Ex-99.1 Unaudited pro forma condensed combined statements of operations

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**Table of Contents**

Inverness Medical Innovations, Inc. (the Company), is filing this Current Report on Form 8-K to provide certain pro forma financial information relating to the Company's pending acquisition of Matria Healthcare, Inc. (Matria), which the Company considers to be probable.

**Item 8.01 Other Events**

**Item 9.01 Financial Statements And Exhibits**

*(b) Pro Forma Financial Information*

Exhibit 99.1 attached hereto and incorporated by reference herein provides unaudited pro forma condensed combined statements of operations for the twelve months ended December 31, 2006 and the nine months ended September 30, 2007 and an unaudited pro forma condensed combined balance sheet as of September 30, 2007, in each case giving pro forma effect to:

the Company's pending acquisition of Matria;

as to the unaudited pro forma condensed combined statements of operations for the twelve months ended December 31, 2006 and the nine months ended September 30, 2007:

- o the Company's November 2007 issuance of 13.6 million shares of common stock for net proceeds of \$806.9 million;
- o the Company's acquisition of Cholestech Corporation (Cholestech) in September 2007;
- o the Company's acquisition of Biosite Incorporated (Biosite) in June 2007 and the related financing transactions;
- o the disposition of the Company's consumer diagnostics business and the related formation of the Company's 50/50 joint venture with The Procter & Gamble Company (collectively, the Joint Venture) in May 2007;
- o the Company's acquisition of Instant Technologies, Inc. (Instant) in March 2007; and

as to the unaudited pro forma condensed combined statement of operations for the twelve months ended December 31, 2006, the Company's acquisition of the Innovacon business, including the ABON facility (Innovacon Business), in March 2006.

The foregoing pro forma financial statements show separately (a) the combined pro forma effects of the acquisitions of Biosite (including the related financing transactions), Cholestech, Instant and the Innovacon Business, the establishment of the Joint Venture and the November 2007 public stock offering, all of which transactions have been completed, and (b) the pro forma effect of the pending acquisition of Matria, which has not yet been consummated and which remains subject to the satisfaction of various customary closing conditions.

The Company's historical balance sheet as of September 30, 2007 reflects the acquisitions of Biosite (including the related financing transactions), Cholestech, Instant and the Innovacon Business, and the establishment of the Joint Venture. The Company's historical

**Table of Contents**

statement of operations for the nine months ended September 30, 2007 reflects the results of operations of the Innovacon Business for the entire period.

- 3 -

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**Table of Contents**

(d) *Exhibits*

**Exhibit**

**Number    Description**

99.1        Unaudited pro forma condensed combined statements of operations for the twelve months ended December 31, 2006 and the nine months ended September 30, 2007 and unaudited pro forma condensed combined balance sheet as of September 30, 2007.

- 4 -

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**Table of Contents**

**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.

INVERNESS MEDICAL  
INNOVATIONS, INC.

BY: /s/ David Teitel

David Teitel  
Chief Financial Officer

Dated: February 14, 2008

- 5 -

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**Table of Contents**

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- 6 -