

MATRIA HEALTHCARE INC

Form 425

April 30, 2008

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K/A
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))

On April 24, 2007, Inverness Medical Innovations, Inc. (the "Company") announced its intention to restate its consolidated financial statements as of and for the year ended December 31, 2007 (the "2007 Financial Statement") to correct two errors and the Company has subsequently amended its Annual Report on Form 10-K to do so. The first error related to the calculation of the Company's provision for income taxes for the fourth quarter of 2007, which was understated by approximately \$1.8 million for a non-cash charge related to the write-off of in-process research and development expense recorded during the quarter. The second error related to the calculation of the Company's sales and marketing expense for the fourth quarter of 2007, which was understated by approximately \$2.4 million for non-cash amortization expense related to a 2007 acquisition. The Company hereby further amends this Current Report on Form 8-K, event date February 14, 2008, in order to reflect the impact of these two errors on the pro forma financial information contained herein.

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 Financial Statements

Table of Contents

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 an unaudited pro forma condensed combined statements of operations for the twelve months ended December 31, 2007 and an unaudited pro forma condensed combined balance sheet as of December 31, 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, 2007:

- o the Company's November 2007 issuance of 13.6 million 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; and
- o the Company's acquisition of Instant Technologies, Inc. (Instant) in March 2007;

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 and Instant, and the establishment of the Joint Venture, 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 December 31, 2007 reflects the acquisitions of Biosite (including the related financing transactions), Cholestech and Instant, the November 2007 public offering and the establishment of the Joint Venture.

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, 2007 and unaudited pro forma condensed combined balance sheet as of December 31, 2007.
------	---

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: April 30, 2008

Table of Contents

EXHIBIT INDEX

Exhibit

Number Description

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