

HOLOGIC INC
Form S-4
June 29, 2007
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As filed with the Securities and Exchange Commission on June 29, 2007

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

HOLOGIC, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	3844 (Primary Standard Industrial Classification Code Number) 35 Crosby Drive, Bedford, Massachusetts 01730	04-2902449 (I.R.S. Employer Identification No.)
--------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------	--------------------------------------------------------------

Telephone: (781) 999-7300

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Glenn P. Muir

Executive Vice President

Finance and Administration

35 Crosby Drive, Bedford, Massachusetts 01730

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Telephone: (781) 999-7300

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

A. Suzanne Meszner-Eltrich, Esq.

Senior Vice President,

General Counsel and Secretary

Cytoc Corporation

250 Campus Drive

Marlborough, MA 01752

(508) 263-2900

and

Philip J. Flink, Esq.

Samuel P. Williams, Esq.

Matthew S. Gilman, Esq.

Brown Rudnick Berlack Israels LLP

One Financial Center

Boston, MA 02111

(617) 856-8200

Joseph E. Gilligan, Esq.

Joseph G. Connolly, Jr., Esq.

Amit Saluja, Esq.

Hogan & Hartson LLP

555 Thirteenth Street, N.W.

Washington, D.C. 2004

(202) 637-5600

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

CALCULATION OF REGISTRATION FEE

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Title of Each Class of Securities To Be Registered	Amount	Proposed Maximum Offering	Proposed Maximum Aggregate	Amount of Registration Fee(4)
	To Be Registered(2)	Price Per Unit	Offering Price(3)	
Common Stock, par value \$0.01 per share, and the associated preferred share purchase rights (1)	73,723,173	N/A	\$3,559,978,637	\$109,292

- (1) The preferred share purchase rights, which are deemed attached to the shares of Hologic common stock being registered hereunder, will be issued for no additional consideration. Accordingly, no additional registration fee is required.
- (2) Estimated based on the maximum number of shares of Hologic common stock to be issued in connection with the merger, calculated as the product of (i) 141,775,334, the sum of (A) 115,869,436, the aggregate number of shares of Cytyc common stock issued and outstanding as of May 31, 2007; (B) 17,479,878, the aggregate number of shares of Cytyc common stock issuable upon exercise of options and other equity-based awards outstanding as of May 31, 2007; and (C) 8,426,020, the aggregate number of shares of Cytyc common stock issuable upon conversion of all of Cytyc's 2.25% Senior Convertible Notes due 2024 outstanding as of May 31, 2007, and (ii) an exchange ratio of 0.52 of a share of Hologic common stock for each share of Cytyc common stock.
- (3) Pursuant to Rules 457(c) and 457(f) under the Securities Act of 1933 as amended, and estimated solely for purposes of calculating this registration fee, the proposed maximum offering price is equal to (i) \$5,899,271,648, the product of \$41.61, the average high and low prices per share of Cytyc common stock (the securities to be cancelled in the merger) on June 26, 2007, as quoted on the Nasdaq Global Select Market multiplied by 141,775,334 the maximum number of shares of Cytyc common stock which may be exchanged in the merger, including (A) 115,869,436 shares of Cytyc common stock issued and outstanding as of May 31, 2007; (B) 17,479,878 shares of Cytyc common stock issuable upon the exercise of options and other equity-based awards outstanding as of May 31, 2007; and (C) 8,426,020 shares issuable upon the conversion of all of Cytyc's 2.25% Senior Convertible Notes due 2024 outstanding as of May 31, 2007, less (ii) \$2,339,293,011, the aggregate amount of cash consideration to be paid by Hologic in the merger, assuming that all of the aforesaid shares of Cytyc common stock are exchanged for shares of Hologic common stock in the merger.
- (4) Reflects the product of (i) 0.00003070 multiplied by (iii) the proposed maximum aggregate offering price of Cytyc common stock.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy statement/prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY SUBJECT TO COMPLETION, DATED JUNE 29, 2007

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

The boards of directors of Hologic, Inc., or Hologic, and Cytac Corporation, or Cytac, have approved a business combination of the two companies pursuant to the terms of an Agreement and Plan of Merger dated as of May 20, 2007. Pursuant to the terms of the merger agreement, Cytac will be merged into a wholly owned subsidiary of Hologic. Following the completion of the merger, Cytac stockholders will own approximately 55% of the outstanding common stock of the combined company and Hologic stockholders will own approximately 45% of the outstanding common stock of the combined company.

The combined company will be named Hologic, Inc., and the shares of the combined company will be traded on the Nasdaq Global Select Market, under the symbol HOLX.

Under the terms of the merger agreement, Cytac's stockholders will receive 0.52 of a share of Hologic common stock and \$16.50 in cash for each share of Cytac common stock. Cytac stockholders will receive cash for any fractional shares which they would otherwise receive in the merger. Hologic stockholders will continue to own their existing shares after the merger. Hologic common stock is traded on the Nasdaq Global Select Market under the symbol HOLX. On [], 2007, the last practicable day before the mailing of this joint proxy statement/prospectus, the closing price per share of Hologic common stock as reported by the Nasdaq Global Select Market was \$[].

YOUR VOTE IS IMPORTANT. The merger cannot be completed unless, among other things, Cytac stockholders adopt the merger agreement, and Hologic stockholders approve an amendment to Hologic's certificate of incorporation, which we refer to as the Hologic charter, and approve the issuance of Hologic common stock to Cytac stockholders in the merger.

The Hologic board of directors unanimously recommends that Hologic stockholders vote FOR the amendment to the Hologic charter to increase the number of authorized shares of Hologic common stock and FOR the issuance of Hologic common stock to Cytac stockholders in the merger. The Cytac board of directors unanimously recommends that Cytac stockholders vote FOR the adoption of the merger agreement and the transactions contemplated thereby, including the merger.

Hologic and Cytac will each hold a special meeting of their respective stockholders to vote on these proposals. Whether or not you plan to attend your company's special meeting, please take the time to vote by completing and mailing the enclosed proxy card or submitting your proxy by telephone or through the Internet using the procedures in the proxy voting instructions included with your proxy card. Even if you return the proxy, you may attend your company's special meeting and vote your shares in person.

This joint proxy statement/prospectus describes the proposed merger and related transactions in more detail. **Hologic and Cytac encourage you to read the entire joint proxy statement/prospectus carefully, including the merger agreement, which is attached as Annex A, and the section entitled *Risk Factors* beginning on page 25.**

We strongly support the combination of our companies and join with our respective boards of directors in recommending that you vote in favor of the proposals presented in this joint proxy statement/prospectus.

Sincerely,

Sincerely,

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John W. Cumming

Patrick J. Sullivan

Chairman and Chief Executive Officer

Chairman, Chief Executive Officer and President

HOLOGIC, INC.

CYTYC CORPORATION

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated [], 2007 and, together with the accompanying proxy card, is first being mailed or otherwise distributed to stockholders of Hologic and Cytac on or about [], 2007.

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THIS JOINT PROXY STATEMENT/PROSPECTUS INCORPORATES

ADDITIONAL INFORMATION

Hologic

This joint proxy statement/prospectus incorporates by reference important business and financial information about Hologic from other documents filed with the Securities and Exchange Commission, which is referred to as the SEC, that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. For a list of the documents incorporated by reference into this joint proxy statement/prospectus, see **Where You Can Find More Information** beginning on page 192. You can obtain the documents that are incorporated by reference into this joint proxy statement/prospectus, without charge, from the Investor Relations section of Hologic's website at www.hologic.com or by requesting them in writing or by telephone as set forth below:

By Mail: Hologic, Inc.
35 Crosby Drive
Bedford, MA 01730

By Telephone: (781) 999-7300

If you would like to request any documents, please do so by [], 2007 in order to receive them before the Hologic special meeting.

Cytc

Cytc is subject to the informational filing requirements of the Securities Exchange Act of 1934, as amended, which is referred to as the Exchange Act, and, in accordance therewith, is obligated to file reports, proxy statements and other information with the SEC relating to its business, financial condition and other matters. The information filed by Cytc with the SEC may be inspected at the SEC's public reference library at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of such information may be obtained by mail, upon payment of the SEC's customary charges, by writing to the SEC's principal office at 100 F Street, N.E., Washington D.C. 20549. The SEC also maintains a website at www.sec.gov that contains the information that Cytc has filed with the SEC via the EDGAR system. Documents filed with the SEC by Cytc also are available free of charge on the investor relations portion of the Cytc website at www.cytc.com. At the present time, Cytc is not eligible to incorporate by reference the information filed with the SEC into this joint proxy statement/prospectus and accordingly has included the required business and financial information in this joint proxy statement/prospectus. The business and financial information about Cytc is attached hereto as Annex B.

Use of Non-GAAP Financial Measures

This joint proxy statement/prospectus includes non-GAAP financial measures, such as adjusted earnings per share, or adjusted EPS, and EBITDA. Adjusted EPS excludes the write-off and amortization of acquisition-related intangible assets, and tax provisions/benefits related thereto. EBITDA is defined as net earnings (loss) before interest, taxes, depreciation and amortization expense. Hologic and Cytc believe that the use of these non-GAAP measures helps investors to gain a better understanding of our respective core operating results and future prospects, consistent with how management measures and forecasts our respective performance, especially when comparing such results to previous periods or forecasts. When analyzing Hologic's operating performance, investors should not consider these non-GAAP financial measures as a substitute for net income prepared in accordance with U.S. generally accepted accounting principles, referred to as U.S. GAAP or GAAP.

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VOTING ELECTRONICALLY, BY TELEPHONE, BY MAIL OR IN PERSON

Hologic stockholders of record as of the close of business on [], 2007 may submit their proxies:

through the Internet, by visiting the website established for that purpose at www.voteproxy.com and following the instructions set forth therein:

by telephone, by calling toll-free 1-800-PROXIES (1-800-776-9437) in the United States, Canada or Puerto Rico on a touch-tone phone and following the recorded instructions; or

by mail, by marking, signing, and dating your proxy card and returning it in the postage-paid envelope provided or pursuant to the instructions set out in the proxy card.

In addition, a Hologic stockholder may attend the Hologic special meeting in person and vote in person. If your shares are held in street name, you must request a legal proxy from your nominee as proof of ownership in order to vote in person at the special meeting.

Cytc stockholders of record as of the close of business on [], 2007 may submit their proxies:

through the Internet, by visiting the website established for that purpose at www.investorvote.com and following the instructions set forth therein:

by telephone, by calling toll-free 1-800-652-VOTE (1-800-652-8683) in the United States, Canada or Puerto Rico on a touch-tone phone and following the recorded instructions; or

by mail, by marking, signing, and dating your proxy card and returning it in the postage-paid envelope provided or pursuant to the instructions set out in the proxy card.

In addition, a Cytc stockholder may attend the Cytc special meeting and vote in person. If your shares are held in street name, you must request a legal proxy from your nominee as proof of ownership in order to vote in person at the special meeting.

If you hold your shares in street name, please refer to your proxy card or the information forwarded by your bank, broker or other holder of record to see which options are available to you.

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NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On [], 2007

Dear Stockholder:

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of Hologic, Inc. will be held on [], 2007 at 9:00 a.m., local time, at Hologic's principal executive offices located at 35 Crosby Drive, Bedford, Massachusetts 01730 (the "Hologic special meeting").

The purpose of the Hologic special meeting is to consider and to vote on the following proposals:

to approve an amendment to Hologic's Certificate of Incorporation, as amended, which is referred to as the Hologic charter, effective immediately prior to the effective time of the merger, to increase the authorized number of shares of Hologic common stock from 90,000,000 to 300,000,000;

to approve the issuance of shares of Hologic common stock to stockholders of Cytac Corporation in connection with the merger contemplated by the Agreement and Plan of Merger dated as of May 20, 2007, among Hologic, Cytac and Nor-easter Corp., a wholly owned subsidiary of Hologic formed for the purpose of the merger;

to approve the Hologic, Inc. Senior Executive Short-Term Incentive Plan;

to approve an amendment to Hologic's Second Amended and Restated 1999 Equity Incentive Plan, which amendment will become effective if the merger is completed; and

if submitted to a vote of Hologic stockholders, to approve an adjournment of the special meeting, including, if necessary, to solicit additional proxies in favor of the foregoing proposals if there are not sufficient votes for those proposals.

The Hologic board of directors has unanimously determined that the merger agreement, the merger and the other transactions contemplated therein, including the amendment to the Hologic charter and the issuance of Hologic common stock in the merger, are advisable and in the best interests of Hologic and its stockholders. The Hologic board of directors recommends that Hologic stockholders vote **FOR** the amendment to the Hologic charter, **FOR** the issuance of Hologic common stock in the merger, **FOR** the approval of the Hologic, Inc. Senior Executive Short-Term Incentive Plan, **FOR** the approval of an amendment to Hologic's Second Amended and Restated 1999 Equity Incentive Plan and **FOR** the adjournment of the special meeting, including, if necessary, to solicit additional proxies in favor of any of the proposals to be acted upon at the Hologic special meeting.

Hologic and Cytac cannot complete the merger unless:

the proposed amendment to the Hologic charter is approved by the affirmative vote of a majority of the outstanding shares of Hologic common stock entitled to vote on the proposal; and

the issuance of shares of Hologic common stock to Cytac stockholders in the merger is approved by the affirmative vote of a majority of the votes cast in person or by proxy on the proposal.

Your failure to vote will have the same effect as a vote against the approval of the Hologic charter amendment.

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The close of business on [], 2007 has been fixed as the record date, which is referred to as the Hologic record date, for the determination of Hologic stockholders who are entitled to notice of, and to vote at, the Hologic special meeting or any adjournments or postponements of the Hologic special meeting. Only holders of Hologic common stock of record at the close of business on [], 2007 are entitled to notice of, and to vote at, the

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Hologic special meeting or any adjournments or postponements of the Hologic special meeting. A complete list of the holders of Hologic common stock entitled to vote at the Hologic special meeting will be available for examination by any Hologic stockholder, for any purpose germane to the Hologic special meeting, at Hologic's principal executive offices at 35 Crosby Drive, Bedford, Massachusetts 01730, for a period of ten days before the Hologic special meeting, between the hours of 9:00 a.m. and 4:00 p.m., local time, and at the Hologic special meeting during the entire time of the meeting.

We direct your attention to the joint proxy statement/prospectus accompanying this notice for a more complete statement regarding the matters proposed to be acted upon at the Hologic special meeting. **We encourage you to read the entire joint proxy statement/prospectus carefully, including the merger agreement, which is attached as Annex A to the joint proxy statement/prospectus, and the section entitled *Risk Factors* beginning on page 25.**

YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE HOLOGIC SPECIAL MEETING, PLEASE VOTE AS SOON AS POSSIBLE BY MAIL, BY TELEPHONE OR THROUGH THE INTERNET. INSTRUCTIONS ON THESE DIFFERENT WAYS TO VOTE YOUR PROXY ARE FOUND ON THE ENCLOSED PROXY CARD. YOU MAY REVOKE YOUR PROXY AT ANY TIME BEFORE IT IS VOTED AT THE HOLOGIC SPECIAL MEETING BY FOLLOWING THE PROCEDURES SET FORTH IN THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS. **REMEMBER, YOUR VOTE IS IMPORTANT, SO PLEASE VOTE PROMPTLY!**

By Order of the Board of Directors,

John W. Cumming

Chairman of the Board and Chief Executive Officer

[], 2007

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NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On [], 2007

To the Stockholders of Cytyc Corporation:

Cytyc Corporation (Cytyc) is pleased to invite you to attend a special meeting of the stockholders of Cytyc which will be held on [], 2007 at [] a.m., local time, at The Hilton Boston Logan Airport, 85 Terminal Road, Boston, Massachusetts 02128 (the Cytyc special meeting).

The purpose of the Cytyc special meeting is to consider and to vote on the following proposals:

to adopt the Agreement and Plan of Merger, dated as of May 20, 2007, among Cytyc, Hologic, Inc. (Hologic) and Nor easter Corp., a wholly owned subsidiary of Hologic formed for the purpose of the merger (MergerSub), a copy of which is attached as Annex A to the joint proxy statement/prospectus, and the transactions contemplated thereby, including the merger, pursuant to which Cytyc will merge with and into MergerSub, with MergerSub continuing as the surviving corporation under the name Cytyc Corporation and as a wholly owned subsidiary of Hologic; and

if submitted to a vote of Cytyc stockholders, to approve an adjournment of the Cytyc special meeting, including, if necessary, to solicit additional proxies in favor of the proposal to adopt the merger agreement if there are not sufficient votes for that proposal at the time of the meeting.

The Cytyc board of directors has unanimously determined that the merger agreement and the transactions contemplated thereby are advisable and fair to and in the best interests of Cytyc and its stockholders, unanimously authorized, adopted and approved the merger agreement and the transactions contemplated thereby, including the merger, and recommends that Cytyc stockholders vote **FOR** the adoption of the merger agreement and the transactions contemplated thereby, including the merger, and **FOR** the adjournment of the Cytyc special meeting, including, if necessary, to solicit additional proxies in favor of the adoption of the merger agreement.

Hologic and Cytyc cannot complete the merger unless the proposal to adopt the merger agreement is approved by the affirmative vote of a majority of the outstanding shares of Cytyc common stock entitled to vote at the Cytyc special meeting.

Your failure to vote will have the same effect as a vote against the adoption of the merger agreement. Therefore, your vote is very important.

The close of business on [], 2007 has been fixed as the record date, which is referred to as the Cytyc record date, for the determination of Cytyc stockholders entitled to notice of, and to vote at, the Cytyc special meeting or any adjournments or postponements of the Cytyc special meeting. Only holders of record of Cytyc common stock at the close of business on the Cytyc record date are entitled to notice of, and to vote at, the Cytyc special meeting. A complete list of stockholders entitled to vote at the Cytyc special meeting will be available for examination by any Cytyc stockholder, during normal business hours, at Cytyc s headquarters at 250 Campus Drive, Marlborough, Massachusetts 01752 for purposes pertaining to the Cytyc special meeting for a period of ten days before the Cytyc special meeting, and at the Cytyc special meeting during the entire time of the meeting.

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We direct your attention to the joint proxy statement/prospectus accompanying this notice for more detailed information regarding the matters proposed to be acted upon at the Cytoc special meeting. **You are encouraged to read the entire joint proxy statement/prospectus carefully, including the merger agreement, which is attached as Annex A to the joint proxy statement/prospectus, and the section entitled *Risk Factors* beginning on page 25 of the joint proxy statement/prospectus.**

Holders of Cytoc common stock who do not vote in favor of adopting the merger agreement and who otherwise comply with the requirements of Delaware law will be entitled to appraisal rights. A summary of the applicable Delaware law provision, including the requirements a Cytoc stockholder must follow in order to exercise his or her appraisal rights, is contained in the accompanying joint proxy statement/prospectus.

SO THAT YOUR SHARES WILL BE REPRESENTED WHETHER OR NOT YOU PLAN TO ATTEND THE CYTYC SPECIAL MEETING, PLEASE VOTE AS SOON AS POSSIBLE BY: (1) ACCESSING THE INTERNET WEBSITE SPECIFIED ON YOUR PROXY CARD; (2) CALLING THE TOLL-FREE NUMBER SPECIFIED ON YOUR PROXY CARD; OR (3) SIGNING, DATING AND MAILING THE ENCLOSED PROXY CARD. YOU MAY REVOKE YOUR PROXY AT ANY TIME BEFORE IT IS VOTED AT THE CYTYC SPECIAL MEETING BY FOLLOWING THE PROCEDURES SET FORTH IN THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS. **REMEMBER, YOUR VOTE IS IMPORTANT, SO PLEASE ACT PROMPTLY.**

By Order of the Board of Directors,

Patrick J. Sullivan

Chairman, Chief Executive Officer and President

[], 2007

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Annex G	Section 262 of the General Corporation Law of the State of Delaware
Annex H	Amendment to Certificate of Incorporation of Hologic, Inc.
Annex I	Second Amended and Restated Bylaws of Hologic, Inc.
Annex J	Hologic, Inc. Senior Executive Short-Term Incentive Plan
Annex K	Amendment to Hologic's Second Amended and Restated 1999 Equity Incentive Plan

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QUESTIONS AND ANSWERS ABOUT THE MERGER

The following are some questions that you, as a stockholder of Hologic or Cytyc, may have regarding the merger and the other matters being considered at the stockholders' meetings and the answers to those questions. Hologic and Cytyc urge you to read carefully the entire joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the stockholders' meetings. Additional important information is also contained in the annexes to and the documents incorporated by reference into this joint proxy statement/prospectus.

Q: Why am I receiving this joint proxy statement/prospectus?

A: Hologic and Cytyc are proposing to combine the two companies in a merger transaction pursuant to the terms of a merger agreement that is described in this joint proxy statement/prospectus. In the merger, Cytyc will be merged with and into a wholly owned subsidiary of Hologic that was formed for the purpose of the merger, with the Hologic subsidiary surviving the merger and remaining a wholly owned subsidiary of Hologic under the name Cytyc Corporation. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A.

In order to complete the merger, Hologic stockholders must approve an amendment to Hologic's charter to increase the number of authorized shares of Hologic common stock and approve the issuance of shares of Hologic common stock in connection with the merger, and Cytyc stockholders must adopt the merger agreement and the transactions contemplated thereby, including the merger. In addition, all other conditions to the merger must be satisfied or waived.

Neither the amendment to the Hologic charter nor the issuance of Hologic common stock in connection with the merger will take place unless both of these proposals are approved by Hologic stockholders and the merger is completed. Hologic will hold a special meeting of its stockholders, referred to as the Hologic special meeting, to obtain the required approvals of Hologic stockholders, and Cytyc will hold a special meeting of its stockholders, referred to as the Cytyc special meeting, to obtain the required approval of Cytyc stockholders.

Q: What will I receive in the merger?

A: *Hologic stockholders.* Each share of Hologic common stock held by Hologic stockholders immediately before the merger will continue to represent one share of Hologic common stock after the effective time of the merger. In other words, Hologic stockholders will receive no consideration in the merger and the merger will not change the number of shares a Hologic stockholder currently owns.

Cytyc stockholders. For each share of Cytyc common stock held immediately before the effective time of the merger, Cytyc stockholders will have the right to receive 0.52 of a share of Hologic common stock and \$16.50 in cash without interest. Cytyc stockholders will also receive cash for any fractional shares of Hologic common stock that they would otherwise receive in the merger. The amount of cash for fractional shares will be calculated by multiplying the fraction of a share of Hologic common stock to which the Cytyc stockholder would be entitled to receive in the merger by the closing sale price of a share of Hologic common stock on the closing date of the merger.

Hologic and Cytyc expect that, upon completion of the merger, assuming conversion of all of Cytyc's outstanding 2.25% Senior Convertible Notes due 2024, approximately 55% of the outstanding common stock of Hologic will be held by former Cytyc stockholders, and approximately 45% of the outstanding common stock of Hologic will be held by current Hologic stockholders.

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Q: How will Hologic pay for the cash portion of the merger consideration?

A: Hologic has received a firm financing commitment from Goldman Sachs Credit Partners L.P., Bank of America, N.A., Banc of America Securities LLC, Banc of America Bridge LLC, Citigroup Global Markets Inc., JPMorgan Chase Bank, N.A., and J.P. Morgan Securities Inc., collectively referred to as the arrangers, in which the arrangers committed to provide, in the aggregate, financing of up to approximately \$2.55 billion to pay for the cash portion of the merger consideration, for repayment of existing debt of Hologic and Cytac, for expenses relating to the merger and for working capital following the completion of the merger. For a more detailed description of the terms of the financing and the commitment letter, see *The Merger Financing of the Merger* beginning on page 58, and for information about certain risks related to the financing, see *Risk Factors Risks Related to Indebtedness of the Combined Company* beginning on page 29.

Q: Is the merger expected to be taxable to stockholders?

A: Hologic and Cytac intend for the merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code. If you are a Cytac stockholder, you generally will recognize income or gain for U.S. federal income tax purposes equal to the lesser of (i) the amount of cash (excluding cash that you receive in lieu of fractional shares of Hologic common stock) that you receive and (ii) the amount of gain that you realize, which generally is equal to the sum of (a) the amount of cash that you receive plus (b) the fair market value of any Hologic common stock that you receive, over your tax basis in the shares of Cytac common stock that you surrender pursuant to the merger. In addition, if you receive cash in lieu of a fractional share of Hologic common stock, you will recognize gain or loss based on the difference between the cash you receive for such fractional share and your tax basis allocable to the fractional share.

You should read *Material United States Federal Income Tax Consequences of the Merger* beginning on page 110 for a more complete discussion of the United States federal income tax consequences of the merger.

If you are a Hologic stockholder, you will simply retain your shares of Hologic common stock, and the merger therefore will not be taxable to you.

Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. We recommend that you consult your tax advisor to determine the tax consequences of the merger to you.

Q: When and where are the Hologic and Cytac special meetings?

A: *Hologic special meeting.* The Hologic special meeting will be held on [], 2007 at 9:00 a.m., local time, at Hologic's principal executive offices located at 35 Crosby Drive, Bedford, Massachusetts 01730, to consider and vote on the proposals related to the merger and certain other proposals.

Cytac special meeting. The Cytac special meeting will be held on [], 2007 at [] a.m., local time, at The Hilton Boston Logan Airport, 85 Terminal Road, Boston, Massachusetts 02128 to consider and vote on the proposals related to the merger.

Q: What are Hologic stockholders being asked to vote on?

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- A: Hologic stockholders are being asked to vote (i) to approve an amendment to the Hologic charter to increase the number of authorized shares of Hologic common stock, (ii) to approve the issuance of shares of Hologic common stock to Cytoc stockholders in connection with the merger, (iii) to approve the Hologic, Inc. Senior Executive Short-Term Incentive Plan, (iv) to approve an amendment to Hologic's Second Amended and Restated 1999 Equity Incentive Plan, and (v) if submitted to a vote of Hologic stockholders, to approve the adjournment of the Hologic special meeting, including, if necessary, to solicit additional proxies in favor of any of the foregoing proposals.

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Q: Why are Hologic stockholders being asked to approve the Hologic, Inc. Senior Executive Short-Term Incentive Plan?

A: Hologic is submitting the Hologic, Inc. Senior Executive Short-Term Incentive Plan for stockholder approval as required by Section 162(m) of the Code. If the plan is approved by stockholders and the terms of the plan are satisfied, the payment of bonuses to certain executive officers of Hologic will be fully deductible by Hologic as qualified performance-based compensation under Section 162(m) of the Code.

Q: Why are Hologic stockholders being asked to approve an amendment to Hologic's Second Amended and Restated 1999 Equity Incentive Plan?

A: Hologic is submitting the amendment to Hologic's Second Amended and Restated 1999 Equity Incentive Plan for stockholder approval for the purpose of increasing the number of shares of common stock available for issuance under that plan by 4,000,000 shares effective upon completion of the merger. Following completion of the merger, the combined company will be a much larger company with significantly more employees. The Hologic board of directors believes the combined company will need a significant number of shares available to provide equity-based incentive compensation to the directors, officers and other employees of the combined company following the merger.

Q: What are Cytyc stockholders being asked to vote on?

A: Cytyc stockholders are being asked to vote (i) to adopt the merger agreement and the transactions contemplated thereby, including the merger, and (ii) if submitted to a vote of the Cytyc stockholders, to approve the adjournment of the Cytyc special meeting, including, if necessary, to solicit additional proxies in favor of the proposal to adopt the merger agreement.

Q: What vote by Hologic stockholders is required to approve the proposals to be submitted to Hologic stockholders at the Hologic special meeting?

A: The affirmative vote of a majority of the outstanding shares of Hologic common stock entitled to vote at the Hologic special meeting is required for approval of the amendment to Hologic's charter to increase the number of authorized shares of Hologic common stock from 90,000,000 to 300,000,000.

The affirmative vote of a majority of the votes cast in person or by proxy at the Hologic special meeting is required to approve the proposals relating to the issuance of Hologic common stock to Cytyc stockholders in the merger, the approval of the Hologic, Inc. Senior Executive Short-Term Incentive Plan and the approval of the amendment to Hologic's Second Amended and Restated 1999 Equity Incentive Plan.

The affirmative vote of a majority of votes cast in person or by proxy, whether or not a quorum is present at the Hologic special meeting, is required for stockholders to approve the proposal to adjourn the Hologic special meeting.

Q: What vote by Cytyc stockholders is required to approve the proposals to be submitted to Cytyc stockholders at the Cytyc special meeting?

A:

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The affirmative vote of a majority of the outstanding shares of Cytac common stock entitled to vote at the Cytac special meeting is required to adopt the merger agreement and the transactions contemplated thereby, including the merger.

The affirmative vote of a majority of votes cast in person or by proxy, whether or not a quorum is present at the Cytac special meeting, is required for stockholders to approve the proposal to adjourn the Cytac special meeting.

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