

INVERNESS MEDICAL INNOVATIONS INC

Form S-8

June 26, 2009

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**As filed with the Securities and Exchange Commission on June 26, 2009**

**Registration No. 333-**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>51 Sawyer Road, Suite 200 Waltham, Massachusetts 02453</b> (Address of Principal Executive Offices) (Zip Code)	<b>04-3565120</b> (I.R.S. Employer Identification No.)
<b>Inverness Medical Innovations, Inc. 2001 Employee Stock Purchase Plan</b> (Full title of the plan)		

**Ron Zwanziger**  
**Chairman, Chief Executive Officer and President**  
**Inverness Medical Innovations, Inc.**  
**51 Sawyer Road, Suite 200**  
**Waltham, Massachusetts 02453**  
(Name and address of agent for service)  
**(781) 647-3900**  
(Telephone number, including area code, of agent for service)

With a copy to:  
**Jay McNamara, Esq.**  
**Senior Counsel, Corporate & Finance**  
**Inverness Medical Innovations, Inc.**  
**51 Sawyer Road, Suite 200**  
**Waltham, Massachusetts 02453**  
**(781) 647-3900**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Common Stock, \$0.001 par value per share	1,000,000	34.32	34,320,000.00	\$1915.06

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this registration statement also relates to such indeterminate number of additional shares of the registrant's common stock as may be required pursuant to the Inverness Medical Innovations, Inc. 2001 Employee Stock Purchase Plan, as amended, in the event of a stock dividend, stock split, split-up, recapitalization or other similar event.

(2) This estimate is made pursuant to Rule 457(c) and 457(h)(1) under the Securities Act of 1933, as

amended, solely  
for the purposes  
of determining  
the registration  
fee. The price  
per share and  
aggregate  
offering price  
are based on the  
average of the  
high and low  
prices of the  
registrant's  
common stock  
as reported on  
the American  
Stock Exchange  
on June 23,  
2009.

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Ex-23.2 Consent of Ernst & Young LLP

Ex-23.3 Consent of KPMG LLP

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This Registration Statement on Form S-8 is being filed by Inverness Medical Innovations, Inc. (the Company) for the purpose of registering an additional 1,000,000 shares of common stock, par value \$.001 per share, to be issued pursuant to the Inverness Medical Innovations, Inc. 2001 Employee Stock Purchase Plan, as amended (the Plan). The contents of the Company's Registration Statements on Form S-8 (Registration No. 333-74032, and Registration No. 333-152362) relating to the Plan are incorporated by reference into this Registration Statement in accordance with General Instruction E to Form S-8.

**Item 5. Interests of Named Experts and Counsel.**

The validity of the securities the Company is offering is being passed upon by Jay McNamara, Esq., Senior Counsel, Corporate & Finance, of the Company. Mr. McNamara owns an aggregate of approximately 3,229 shares of common stock of the Company, as well as options to purchase an additional 20,579 shares of common stock of the Company.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
*5.1	Opinion of Jay McNamara, Esq, Senior Counsel, Corporate & Finance, of Inverness Medical Innovations, Inc.
*23.1	Consent of BDO Seidman, LLP, Independent Registered Public Accounting Firm.
*23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
*23.3	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.4	Consent of Jay McNamara, Esq., Senior Counsel, Corporate & Finance, of Inverness Medical Innovations, Inc. (included in Exhibit 5.1)
23.5	Power of Attorney (contained in signature page)

\* Filed herewith.

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, The Commonwealth of Massachusetts, on June 26, 2009.

**INVERNESS MEDICAL INNOVATIONS,  
INC.**

By: /s/ Ron Zwanziger  
 Ron Zwanziger  
 Chairman, President and Chief  
 Executive Officer

**POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints each of Ron Zwanziger and David Teitel as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement (or any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Ron Zwanziger Ron Zwanziger	Chairman, Chief Executive Officer and President (Principal Executive Officer)	June 26, 2009
/s/ David Teitel David Teitel	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 26, 2009
/s/ Carol R. Goldberg Carol R. Goldberg	Director	June 26, 2009
/s/ Robert P. Khederian Robert P. Khederian	Director	June 26, 2009
/s/ John F. Levy	Director	June 26, 2009

John F. Levy

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Jerry McAleer, Ph.D. Jerry McAleer, Ph.D.	Director	June 26, 2009
/s/ John A. Quelch John A. Quelch	Director	June 26, 2009
/s/ David Scott, Ph.D. David Scott, Ph.D.	Director	June 26, 2009
Peter Townsend	Director	June __, 2009
/s/ James Roosevelt, Jr. James Roosevelt, Jr.	Director	June 26, 2009
/s/ Eli Y. Adashi, MD Eli Y. Adashi, MD	Director	June 26, 2009

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*	Filed herewith.