

THIRD WAVE AGBIO INC  
Form S-4  
January 28, 2013  
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As filed with the Securities and Exchange Commission on January 28, 2013

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

3844  
(Primary Standard Industrial

04-2902449  
(I.R.S. Employer

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(Incorporation or organization)

(Classification Code Number)

(Identification No.)

SEE TABLE OF ADDITIONAL REGISTRANTS BELOW

35 Crosby Drive

Bedford, Massachusetts 01730

(781) 999-7300

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Glenn P. Muir

Chief Financial Officer

Hologic, Inc.

35 Crosby Drive

Bedford, Massachusetts 01730

(781) 999-7300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to*

Philip J. Flink, Esquire

Brown Rudnick LLP

One Financial Center

Boston, MA 02111

(617) 856-8200

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

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 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. "

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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 larger accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross Border Third-Party Tender Offer)

### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per security	Proposed maximum aggregate offering price(1)	Amount of registration fee
6.25% Senior Notes due 2020	\$1,000,000,000	100%	\$1,000,000,000	\$136,400.00
Guarantees of 6.25% Senior Notes due 2020	N/A	N/A	N/A	N/A(2)
Total				

- (1) Exclusive of accrued interest, if any, and estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(f) promulgated under the Securities Act of 1933, as amended.
- (2) No additional consideration is being received for the guarantees and, therefore, pursuant to Rule 457(n) under the Securities Act of 1933, as amended, no additional fee is required.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants 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 this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

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Name of Additional Registrant*	State or Other Jurisdiction of Incorporation or Formation	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification No.
Cruiser, Inc.(1)	Delaware	3844	04-3602309
Cytc Corporation(1)	Delaware	3844	26-1261379
Cytc Interim, Inc.(1)	Delaware	3844	04-3569083
Cytc International, Inc.(1)	Delaware	3844	04-3559485
Cytc Prenatal Products Corp.(1)	Delaware	3844	77-0054952
Cytc Surgical Products III, LLC(1)	Delaware	3844	77-0463392
Direct Radiography Corp.(1)	Delaware	3844	51-0372091
Gen-Probe Incorporated(1)	Delaware	3844	33-0044608
Gen-Probe Sales & Service, Inc.(1)	Delaware	3844	33-0767987
Gen-Probe International, Inc.(1)	Delaware	3844	90-0687100
Gen-Probe Holdings, Inc.(1)	Delaware	3844	20-4384230
Gen-Probe Transplant Diagnostics, Inc.(1)	Delaware	3844	06-1712805
Gen-Probe GTI Diagnostics Holding Company(1)	Delaware	3844	26-2814515
Gen-Probe GTI Diagnostics, Inc.(1)	Wisconsin	3844	39-1430953
Gen-Probe Prodesse, Inc.(1)	Wisconsin	3844	39-1775094
Interlace Medical, Inc.(1)	Delaware	3844	56-2524653
Sentinelle Medical USA Inc.(1)	Nevada	3844	26-1395463
SST Merger Corp.(1)	Delaware	3844	26-0579652
Suros Surgical Systems, Inc.(1)	Delaware	3844	35-2115487
Third Wave Agbio, Inc.(1)	Delaware	3844	39-1941663
Third Wave Technologies, Inc.(1)	Delaware	3844	39-1791034
BioLucent, LLC(1)	Delaware	3844	94-3368267
Cytc Development Company LLC(1)	Delaware	3844	04-3557402
Cytc Limited Liability Company(1)	Delaware	3844	83-0341254
Hologic Limited Partnership(1)	Massachusetts	3844	54-2074352
Cytc Surgical Products, Limited Partnership(1)	Massachusetts	3844	77-0339123
Cytc Surgical Products II, Limited Partnership(1)	Massachusetts	3844	41-1816094

\* The 6.25% Senior Notes due 2020 were issued by Hologic, Inc. The additional registrants are guarantors.

(1) The address and telephone number of each of these additional registrant guarantors principal executive offices is the same as Hologic, Inc.

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

**SUBJECT TO COMPLETION, DATED JANUARY 28, 2013**

PROSPECTUS

## **Hologic, Inc.**

**Offer to Exchange up to**

**\$1,000,000,000 Outstanding 6.25% Senior Notes due 2020 Issued on August 1, 2012 (CUSIP Nos. 436440 AD3, U38284 AA0, 436440 AE1) for**

**Like Principal Amount of 6.25% Senior Notes due 2020 (CUSIP No. \_\_\_\_\_), which have been Registered Under the Securities Act of 1933, as amended (the Securities Act )**

We are offering to exchange our 6.25% Senior Notes due 2020, or the new notes, for our currently outstanding 6.25% Senior Notes due 2020, or the old notes. The new notes are substantially identical to the old notes, except that the new notes have been registered under the federal securities laws and will not bear any legend restricting their transfer, will bear a different CUSIP number than the old notes and will not be entitled to certain registration rights and related provisions for additional interest applicable to the old notes. The new notes will represent the same debt as the old notes, and we will issue the new notes under the same indenture. The new notes will be guaranteed, jointly and severally, fully and unconditionally, subject to customary release provisions, by Hologic, Inc. and each of our existing and future U.S. subsidiaries that guarantee any of our senior secured credit facilities.

### **Terms of the 6.25% Senior Notes due 2020 offered in the Exchange Offer**

The terms of the new notes are substantially identical to the terms of the old notes that were issued August 1, 2012, except that the new notes will be registered under the Securities Act and will not contain transfer restrictions, registration rights or provisions for additional interest.

### **Terms of the Exchange Offer**

The exchange offer expires at 5:00 p.m., New York City time, on \_\_\_\_\_, 2013, which is 21 business days after the exchange offer is commenced, unless extended.

We are offering to exchange up to \$1,000,000,000 of our old notes for new notes with substantially identical terms which have been registered under the Securities Act and are freely tradable.

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We will exchange all old notes that you validly tender and do not validly withdraw before the exchange offer expires for an equal principal amount of new notes.

Tenders of old notes may be withdrawn at any time prior to the expiration of the exchange offer.

The exchange of old notes for new notes should not be a taxable event for U.S. federal income tax purposes. See the discussion below under the caption **Material U.S. Federal Income Tax Considerations** for more information regarding the United States federal income tax consequences to you of the exchange offer.

The exchange offer is subject to the conditions set forth under **The Exchange Offer Conditions to the Exchange Offer**.

We will not receive any proceeds from the exchange offer.

There is no existing public market for the old notes or the new notes and we do not intend to apply for listing of the new notes on any securities exchange or automated quotation system.

Based upon interpretations by the staff of the Securities and Exchange Commission, we believe that, subject to some exceptions, the new notes may be offered for resale, resold and otherwise transferred by you without compliance with the registration and prospectus delivery provisions of the Securities Act, provided you are not an affiliate of ours.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of the new notes. Except in very limited circumstances, current and future holders of old notes who do not participate in the exchange offer will not be entitled to any future registration rights, and will not be permitted to transfer their old notes absent an available exemption from registration. Except in very limited circumstances, upon completion of the exchange offer, we will have no further obligation to register and currently do not anticipate that we will register old notes under the Securities Act.

This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired as a result of market-making or other trading activities. Under the registration rights agreement we have agreed that, for a period of up to the earlier of (i) 180 days after the effective date of the registration statement of which this prospectus forms a part (or such longer period if extended pursuant to the registration rights agreement in certain circumstances) and (ii) the date on which such broker-dealers no longer own any of the old notes, we will make this prospectus, as amended or supplemented, available to any broker-dealer for use in connection with any such resale. See **Plan of Distribution**.

See **Risk Factors** beginning on page 13 for a discussion of certain risks that you should consider before participating in the exchange offer.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus is \_\_\_\_\_, 2013

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This prospectus is part of a registration statement we filed with the Securities and Exchange Commission. In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus and in the accompanying letter of transmittal. We have not authorized anyone to provide you with any other information. If you receive any unauthorized information, you must not rely on it.

We are not making an offer to sell these securities or soliciting an offer to buy these securities in any jurisdiction where an offer or solicitation is not authorized or in which the person making that offer or solicitation is not qualified to do so or to anyone whom it is unlawful to make an offer or solicitation.

The information in this prospectus is current only as of the date on its cover, and may change after that date. The information in any document incorporated by reference in this prospectus is current only as of the date of any such document. For any time after the cover date of this prospectus, we do not represent that our affairs are the same as described or that the information in this prospectus is correct nor do we imply those things by delivering this prospectus or selling securities to you.

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This prospectus incorporates important business and financial information about Hologic, Inc. that is not included or delivered with this prospectus. Such information is available without charge to holders of old notes upon written or oral request made to Hologic, Inc., 35 Crosby Drive, Bedford, Massachusetts 01730, Attention: Mark J. Casey, Chief Administrative Officer and General Counsel, Telephone Number: (781) 999-7300. **To obtain timely delivery of documents or information, we must receive your request no later than five (5) business days before the expiration date of the exchange offer.**

The section **Description of the New Notes** of this prospectus contains more detailed information regarding the terms and conditions of the new notes. Unless the context indicates otherwise, the words **we**, **our**, **ours**, and **us** refer to Hologic, Inc., a Delaware corporation. In this prospectus, unless the context otherwise requires, we refer to the unregistered **6.25% senior notes due 2020**, issued on August 1, 2012, as the **old notes**, and we refer to the registered **6.25% senior notes due 2020** as the **new notes**. The **6.25% senior notes due 2020** are sometimes referred to herein as the **notes**, which term, except with respect to discussions of income tax consequences and unless the context otherwise requires, includes the new notes and the old notes.





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**INCORPORATION BY REFERENCE; ADDITIONAL INFORMATION**

We are required to file annual, quarterly, and current reports and other information with the Securities and Exchange Commission (the SEC). You may read and copy any documents filed by us at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding us. The SEC's web site is at <http://www.sec.gov>.

We also make available free of charge on our internet website at <http://www.hologic.com> all of the documents that we file with or furnish to the SEC as soon as reasonably practicable after we electronically file such material with the SEC. Information contained on our website is not incorporated by reference into this prospectus, and you should not consider information contained on our website as part of this prospectus unless specifically so designated and filed with the SEC.

We incorporate by reference information into this prospectus, which means that we disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except for any information superseded by information contained expressly in this prospectus, and the information we file later with the SEC will automatically supersede this information. You should not assume that the information in this prospectus is current as of any date other than the date on the front page of this prospectus.

We incorporate by reference in this prospectus the documents listed below that Hologic, Inc. has previously filed with the SEC:

Hologic, Inc.'s Annual Report on Form 10-K for the year ended September 29, 2012 filed on November 28, 2012;

Hologic, Inc.'s Definitive Proxy Statement on Schedule 14A, filed with the SEC on January 16, 2013; and

Hologic, Inc.'s Current Reports on Form 8-K filed on November 13, 2012 (pursuant to Item 5.02 and the related exhibits only), January 4, 2013, January 22, 2013 and January 28, 2013 and our Current Reports on Form 8-K/A filed on October 15, 2012 (excluding any information furnished pursuant to Item 2.02 or Item 7.01 on any Current Report on Form 8-K or Form 8-K/A).

In addition, we incorporate by reference in this prospectus any future filings made by Hologic, Inc. with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) (excluding any information furnished and not filed with the SEC), after the date of this prospectus and prior to the termination of the offering of the securities offered by this prospectus.

You may request a copy of any document incorporated by reference in this prospectus and any exhibit specifically incorporated by reference in those documents, at no cost, by writing or telephoning us at the following address or phone number:

Hologic, Inc.

35 Crosby Drive

Bedford, Massachusetts 01730

Attention: Mark J. Casey

Chief Administrative Officer and General Counsel

Telephone Number: (781) 999-7300

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**DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS**

Some of the statements contained or incorporated by reference in this prospectus are forward-looking statements within the meaning of the federal securities laws. These statements involve known and unknown risks, uncertainties and other factors which may cause our or our industry's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding:

the effect of the continuing worldwide macroeconomic uncertainty on our business and results of operation;

the coverage and reimbursement decisions of third-party payors relating to the use of our products and treatments;

the uncertainty of the impact of cost containment efforts and federal healthcare reform legislation on our business and results of operation;

the anticipated impact of the U.S. excise tax on the sale of most medical devices, effective January 1, 2013, on our business and results of operation;

the impact and anticipated benefits of the acquisition of Gen-Probe and the challenges associated with successfully integrating and operating the Gen-Probe business;

the impact and anticipated benefits of other recently completed acquisitions and acquisitions we may complete in the future;

our ability to consolidate certain of our manufacturing operations on a timely basis without disrupting our business and to achieve anticipated cost synergies in connection therewith;

our goal of expanding our market positions;

the development of new competitive technologies and products;

regulatory approval and clearances for our products;

production schedules for our products;

the anticipated development of our markets and the success of our products in these markets;

the anticipated performance and benefits of our products;

business strategies;

estimated asset and liability values;

the impact and costs and expenses of any litigation we may be subject to now or in the future;

our compliance with covenants contained in our indebtedness;

anticipated trends relating to our financial condition or results of operations; and

our capital resources and the adequacy thereof.

In some cases, you can identify forward-looking statements by terms such as may, will, should, could, would, expects, plans, anticipates, believes, estimates, projects, predicts, potential and similar expressions intended to identify forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this prospectus. Except as

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otherwise required by law, we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained or incorporated by reference in this prospectus to reflect any change in our expectations or any change in events, conditions or circumstances on which any of our forward-looking statements are based. Factors that could cause or contribute to differences in our future financial results include the cautionary statements set forth herein and in our filings with the Securities and Exchange Commission, or SEC, including those set forth under **Risk Factors** set forth in Part I, Item 1A of our Annual Report on Form 10-K for the year ended September 29, 2012, which is incorporated by reference in this prospectus. We qualify all of our forward-looking statements by these cautionary statements.

### **TRADEMARK NOTICE**

Hologic is a trademark of Hologic, Inc. Other trademarks, logos, and slogans registered or used by Hologic and its divisions and subsidiaries in the United States and other countries include, but are not limited to, the following: APTIMA, APTIMA COMBO 2, Cervista, Cytyc, Dimensions, Fluoroscan, Gen-Probe, Healthcome, Interlace, Invader, LIFECODES, LORAD, MyoSure, NovaSure, PANTHER, PROCLEIX, Rapid fFN, Sentinelle, TCT, ThinPrep, and TIGRIS.

### **MARKET AND INDUSTRY DATA**

This prospectus and the information incorporated by reference into it includes information with respect to market share and industry conditions, which are based upon internal estimates and various third-party sources. While management believes that such data is reliable, we have not independently verified any of the data from third-party sources nor have we ascertained the underlying assumptions relied upon therein. Similarly, our internal research is based upon management's understanding of industry conditions, and such information has not been verified by any independent sources. Accordingly, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading **Risk Factors** in this prospectus.

### **NOTICE TO HOLDERS OUTSIDE THE UNITED STATES**

This prospectus is not a prospectus for the purposes of the European Union's Directive 2003/71/EC (and any amendments thereto) as implemented in Member States of the European Economic Area. This prospectus does not constitute an offer to sell, buy or exchange or the solicitation of an offer to sell, buy or exchange the old notes and/or the new notes, as applicable, in any circumstances in which such offer or solicitation is unlawful. Each holder of old notes tendering for new notes will be deemed to have represented, warranted and agreed that, if it is a person resident in a Member State of the European Economic Area, it is a qualified investor for the purposes of Article 2(1)(e) of Directive 2003/71/EC as amended by Directive 2010/73/EU.

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**PROSPECTUS SUMMARY**

*This summary highlights information contained elsewhere or incorporated by reference in this prospectus. This is only a summary and therefore does not contain all the information that may be important to you in deciding whether or not to participate in this exchange offer. You should carefully read the entire prospectus (including the information set forth in the section entitled "Risk Factors" beginning on page 13 of this prospectus), the accompanying letter of transmittal, our consolidated financial statements and the other information incorporated by reference in this prospectus before deciding whether or not to participate in this exchange offer. The new notes will be issued by Hologic, Inc., a Delaware corporation ( "Hologic" ), and will be jointly and severally guaranteed by each of our existing and future domestic restricted subsidiaries that are guarantors under the indenture governing the notes (the "guarantors" ).*

**OUR COMPANY**

We are a leading developer, manufacturer and supplier of premium diagnostics products, medical imaging systems and surgical products dedicated to serving the healthcare needs of women. Our core business units are focused on breast health, diagnostics, GYN surgical, and skeletal health. We sell and service our products through a combination of direct sales and service forces and a network of independent distributors and sales representatives.

Our breast health products include a broad portfolio of breast imaging and related products and accessories, including digital and film-based mammography systems, magnetic resonance imaging, or MRI, breast coils, computer-aided detection, or CAD, for mammography and MRI, minimally invasive breast biopsy devices, breast biopsy site markers, breast biopsy guidance systems, breast imaging comfort pads, and breast brachytherapy products. Our most advanced breast imaging platform, Dimensions, utilizes a new technology called tomosynthesis to produce three dimensional, or 3D, images, as well as conventional two dimensional, or 2D, full field digital mammography images. In the U.S., our Dimensions product was approved in December 2008 by the Food and Drug Administration, or FDA, for providing conventional 2D images. In February 2011, we received approval from the FDA to enable the 3D tomosynthesis capability of our Dimensions system.

We offer a wide range of diagnostic products which are used primarily to aid in the diagnosis of human diseases and screen donated human blood. Our molecular diagnostics products include our APTIMA family of assays, our proprietary Invader chemistry and advanced instrumentation (PANTHER, TIGRIS and HTA). The APTIMA family of assays is used to detect the common sexually transmitted diseases, or STDs, chlamydia and gonorrhea, certain high-risk strains of the human papillomavirus, or HPV, and Trichomonas vaginalis, the parasite that causes trichomoniasis. Our Invader chemistry comprises molecular diagnostic reagents used for a variety of DNA and RNA analysis applications, including Cervista HPV high risk, or HR, and Cervista HPV 16/18 products to assist in the diagnosis of HPV, as well as other products to diagnose cystic fibrosis, cardiovascular risk and other diseases. Our diagnostics products also include the ThinPrep System, which is primarily used in cytology applications such as cervical cancer screening, and the Rapid Fetal Fibronectin Test, which assists physicians in assessing the risk of pre-term birth. In blood screening, we develop and manufacture the PROCLEIX family of assays, which are used to detect the human immunodeficiency virus, or HIV, the hepatitis C virus, or HCV, the hepatitis B virus, or HBV, and the West Nile virus, or WNV, in donated human blood. These blood screening products are marketed worldwide by our blood screening collaborator, Novartis Vaccines and Diagnostics, Inc., or Novartis, under Novartis' trademarks.

Our GYN surgical products include the NovaSure Endometrial Ablation System, or NovaSure, and the MyoSure Hysteroscopic Tissue Removal System, or MyoSure. The NovaSure system involves a minimally invasive procedure for the treatment of heavy menstrual bleeding. The MyoSure system is a tissue removal device that is designed to provide transcervical or incision-less removal of fibroids and polyps within the uterus.

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Our skeletal health products include dual-energy X-ray bone densitometry systems, an ultrasound-based osteoporosis assessment product, and our Fluoroscans mini C-arm imaging products.

We were incorporated in Massachusetts in October 1985 and reincorporated in Delaware in March 1990.

**CORPORATE INFORMATION**

Our principal executive offices are located at 35 Crosby Drive, Bedford, Massachusetts 01730, our telephone number is (781) 999-7300 and our internet website is located at <http://www.hologic.com>. Information contained in or accessible through our website is not part of this prospectus.

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**THE EXCHANGE OFFER**

Old Notes	6.25% Senior Notes due 2020, which we issued on August 1, 2012. The old notes were issued under the indenture, dated as of August 1, 2012.
New Notes	6.25% Senior Notes due 2020, the issuance of which has been registered under the Securities Act. The form and the terms of the new notes are substantially identical to those of the old notes, except that the transfer restrictions, registration rights and provisions for additional interest relating to the old notes do not apply to the new notes.
Exchange Offer for Notes	We are offering to issue up to \$1,000,000,000 aggregate principal amount of new notes in exchange for a like principal amount of old notes to satisfy our obligations under the exchange and registration rights agreement that we entered into when the old notes were issued in a transaction consummated in reliance upon the exemptions from registration provided by Rule 144A and Regulation S under the Securities Act.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2013, which is 21 business days after the exchange offer is commenced, unless we extend or earlier terminate the exchange offer.
Withdrawal; Non-Acceptance	You may withdraw any old notes tendered in the exchange offer at any time prior to 5:00 p.m., New York City time, on _____, 2013, which is 21 business days after the exchange offer is commenced, unless we extend or earlier terminate the exchange offer. If we decide for any reason not to accept any old notes tendered for exchange, the old notes will be returned to the registered holder at our expense promptly after the expiration or termination of the exchange offer. In the case of old notes tendered by book-entry transfer into the exchange agent's account at The Depository Trust Company ( "DTC" ), any withdrawn or unaccepted old notes will be credited to the tendering holder's account at DTC. For further information regarding the withdrawal of tendered old notes, see "The Exchange Offer Terms of the Exchange Offer; Period for Tendering Old Notes" and "The Exchange Offer Withdrawal Rights."
Conditions to the Exchange Offer	We are not required to accept for exchange, or to issue new notes in exchange, for any old notes and we may terminate or amend the exchange offer, if any of the following events occur prior to the expiration of the exchange offer:
	the exchange offer violates any applicable law or applicable interpretation of the staff of the SEC;
	an action or proceeding shall have been instituted or threatened in any court or by any governmental agency that might materially impair our or the guarantors' ability to proceed with the exchange offer;





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we do not receive all of the governmental approvals that we believe are necessary to consummate the exchange offer; or

there has been proposed, adopted, or enacted any law, statute, rule or regulation that, in our reasonable judgment, would materially impair our ability to consummate the exchange offer.

We may waive any of the above conditions in our reasonable discretion. See the discussion below under the caption "The Exchange Offer - Conditions to the Exchange Offer."

**Procedures for Tendering Old Notes**

Unless you comply with the procedure described below under the caption "The Exchange Offer - Guaranteed Delivery Procedures," you must do one of the following on or prior to the expiration or termination of the exchange offer to participate in the exchange offer:

tender your old notes by sending (i) the certificates for your old notes (in proper form for transfer), (ii) a properly completed and duly executed letter of transmittal and (iii) all other documents required by the letter of transmittal to Wells Fargo Bank, National Association, as exchange agent, at one of the addresses listed below under the caption "The Exchange Offer - Exchange Agent"; or

tender your old notes by using the book-entry transfer procedures described below and transmitting a properly completed and duly executed letter of transmittal, or an agent's message instead of the letter of transmittal, to the exchange agent. For a book-entry transfer to constitute a valid tender of your old notes in the exchange offer, Wells Fargo Bank, National Association, as exchange agent, must receive a confirmation of book-entry transfer of your old notes into the exchange agent's account at DTC prior to the expiration or termination of the exchange offer. For more information regarding the use of book-entry transfer procedures, including a description of the required agent's message, see the discussion below under the caption "The Exchange Offer - Book-Entry Transfers."

**Guaranteed Delivery Procedures**

If you are a registered holder of old notes and wish to tender your old notes in the exchange offer, but:

the old notes are not immediately available;

time will not permit your old notes or other required documents to reach the exchange agent before the expiration or termination of the exchange offer; or

the procedure for book-entry transfer cannot be completed prior to the expiration or termination of the exchange offer;

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then you may tender old notes by following the procedures described below under the caption The Exchange Offer Guaranteed Delivery Procedures.

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Special Procedures for Beneficial Owners

If you are a beneficial owner whose old notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your old notes in the exchange offer, you should promptly contact the person in whose name the old notes are registered and instruct that person to tender them on your behalf. If you wish to tender in the exchange offer on your own behalf, prior to completing and executing the letter of transmittal and delivering your old notes, you must either make appropriate arrangements to register ownership of the old notes in your name, or obtain a properly completed bond power from the person in whose name the old notes are registered.

Material U.S. Federal Income Tax Considerations

The exchange of old notes for the new notes in connection with the exchange offer should not be a taxable sale or exchange for U.S. federal income tax purposes. Consequently, a holder should not recognize gain or loss upon receipt of the new notes in the exchange offer, the holder's basis in the new notes should be the same as its basis in the corresponding old notes immediately before the exchange and the holder's holding period in the new notes should include its holding period in the old notes. See the discussion below under the caption "Material U.S. Federal Income Tax Considerations" for more information regarding the United States federal income tax consequences to you of the exchange offer.

Use of Proceeds

We will not receive any proceeds from the exchange offer.

Exchange Agent

Wells Fargo Bank, National Association is the exchange agent for the exchange offer. You can find the address and telephone number of the exchange agent below under the caption, "The Exchange Offer Exchange Agent."

Resales

Based on interpretation by the staff of the SEC, as set forth in no-action letters issued to third parties, we believe that the new notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act, as long as:

you are not our affiliate, as defined in Rule 405 of the Securities Act;

you are acquiring the new notes in your ordinary course of business;

neither you, nor, to your actual knowledge, any other person receiving new notes from you, has any arrangement or understanding with any person to participate in the distribution of the new notes;

if you are not a broker-dealer, you are not engaged in, and do not intend to engage in, a distribution of the new notes issued in the exchange offer; and

if you are a broker-dealer, you will receive the new notes for your own account in exchange for old notes that were acquired by you as



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a result of market-making activities or other trading activities (and not directly from us or any of our affiliates), and you will be required to deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of such new notes (See Plan of Distribution ).

If you do not meet these requirements, your resale of the new notes must comply with the registration and prospectus delivery requirements of the Securities Act.

Our belief is based on interpretations by the staff of the SEC, as set forth in no-action letters issued to third parties. The staff of the SEC has not considered this exchange offer in the context of a no-action letter, and we cannot assure you that the staff of the SEC would make a similar determination with respect to this exchange offer.

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