

QUIDEL CORP /DE/
Form 10-Q/A
May 09, 2013
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2013

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 0-10961

QUIDEL CORPORATION

(Exact name of Registrant as specified in its charter)

Edgar Filing: QUIDEL CORP /DE/ - Form 10-Q/A

Delaware
(State or other jurisdiction of
incorporation or organization)

94-2573850
(I.R.S. Employer
Identification No.)

**10165 McKellar Court,
San Diego, California 92121**

(Address of principal executive offices, including zip code)

(858) 552-1100

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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 ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of April 24, 2013, 33,731,117 shares of common stock were outstanding.

Table of Contents

EXPLANATORY NOTE

This Amendment No. 1 to our Quarterly Report on Form 10-Q for the period ended March 31, 2013 is being filed solely for the purpose of correcting a typographical error in the certification filed as Exhibit 32.1. This amendment only reflects a change to the date contained within this certification. No other information contained within the Form 10-Q previously filed on April 24, 2013 has changed. The amended item is as follows:

PART II OTHER INFORMATION

<u>ITEM 6. Exhibits</u>	Page 3
<u>Signatures</u>	5

Table of Contents

PART II OTHER INFORMATION

ITEM 6. Exhibits

**Exhibit
Number**

- | | |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1 | Restated Certificate of Incorporation of Quidel Corporation. (Incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-Q for the quarter ended September 30, 2010.) |
| 3.2 | Amended and Restated Bylaws of Quidel Corporation. (Incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed on May 21, 2012.) |
| 4.1 | Certificate of Designations of Series C Junior Participating Preferred Stock. (Incorporated by reference to Exhibit 4.1 to the Registrant's Form 10-Q for the quarter ended September 30, 2010.) |
| 10.1(1) | 2013 Cash Incentive Compensation Plan for Registrant. (Incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on March 1, 2013.) |
| 10.2(1) | 2013 Employee Deferred Bonus Compensation Program for Registrant. (Incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed on March 1, 2013.) |
| 10.3(1) | 2013 Equity Incentive Plan Grants to Registrant's Executive Officers. (Incorporated by reference to Exhibit 10.3 to the Registrant's Form 8-K filed on March 1, 2013.) |
| 10.4(1) | 2013 Annual Base Salaries for Registrant's Executive Officers. (Incorporated by reference to Exhibit 10.4 to the Registrant's Form 8-K filed on March 1, 2013.) |
| 10.5(1) | 2012 Cash Bonus Awards to the Registrant's Executive Officers. (Incorporated by reference to Exhibit 10.5 to the Registrant's Form 8-K filed on March 1, 2013.) |
| 31.1 | Certification by Principal Executive Officer of Registrant pursuant to Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith). |
| 31.2 | Certification by Principal Financial and Accounting Officer of Registrant pursuant to Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith). |
| 32.1 | Certifications by Principal Executive Officer and Principal Financial and Accounting Officer of Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith). |
| 101* | XBRL Instance Document. |
| 101* | XBRL Taxonomy Extension Schema Document. |
| 101* | XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101* | XBRL Taxonomy Extension Definition Linkbase Document. |

Table of Contents

- 101* XBRL Taxonomy Extension Label Linkbase Document.
- 101* XBRL Taxonomy Extension Presentation Linkbase Document.

- (1) Indicates a management plan or compensatory plan or arrangement.
- * Previously filed.

Table of Contents

SIGNATURES

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 thereunto duly authorized.

Date: May 9, 2013

QUIDEL CORPORATION

/s/ DOUGLAS C. BRYANT
Douglas C. Bryant
President and Chief Executive Officer

(Principal Executive Officer)

/s/ RANDALL J. STEWARD
Randall J. Steward
Chief Financial Officer

(Principal Financial Officer and Accounting Officer)