

ALERE INC.
Form S-8
February 12, 2016

As filed with the Securities and Exchange Commission on February 12, 2016

Registration Statement No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

ALERE INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation)

04-3565120
(I.R.S. Employer Identification No.)
51 Sawyer Road, Suite 200

Waltham, Massachusetts 02453

(781) 647-3900

(Address of Registrant's Principal Executive Offices)(Zip code)

ALERE INC. 2010 STOCK OPTION AND INCENTIVE PLAN

(Full Title of the Plan)

Namal Nawana

Chief Executive Officer and President

Alere Inc.

51 Sawyer Road, Suite 200

Waltham, Massachusetts 02453

(781) 647-3900

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

With a copy to:

Douglas J. Barry, Esq.

Associate General Counsel

Alere 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 (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities | Amounts | Proposed | Proposed | |
|--|---------------------|-----------------------|---------------------------|-----------------------------|
| Being Registered | to be | Maximum | Maximum | |
| | Registered | Offering Price | Aggregate | Amount of |
| | | Per Share (2) | Offering Price (2) | Registration Fee (2) |
| Common stock, par value \$.001 per share | 7,000,000 shares(1) | \$53.15 | \$372,050,000.00 | \$37,466 |

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also relates to such indeterminate number of additional shares of the registrant's common stock which may become issuable pursuant to the Alere Inc. 2010 Stock Option and Incentive Plan, as amended, in the event of a stock dividend, stock split, split-up, recapitalization or other similar event effected without the receipt of consideration which results in an increase in the number of outstanding shares of common stock.
- (2) Calculated pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purposes of determining the registration fee. The maximum offering price per share is based on the average of the high and low prices of the registrant's common stock as reported on the New York Stock Exchange on February 8, 2016.

This Registration Statement on Form S-8 is being filed by Alere Inc. (the Company) for the purpose of registering an additional 7,000,000 shares of common stock, par value \$.001 per share, to be issued pursuant to the Alere Inc. 2010 Stock Option and Incentive Plan, as amended (the Incentive Plan). The contents of the Company's Registration Statements on Form S-8 (Registration No. 333-170842, Registration No. 333-183064, Registration No. 333-191103 and Registration No. 333-199308) relating to the Incentive 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 Douglas J. Barry, Esq., Associate General Counsel of the Company. Mr. Barry does not own any shares of common stock of the Company. As of February 12, 2016, he holds options and restricted stock units to acquire 17,500 shares of common stock of the Company.

Item 8. Exhibits.

Exhibit

| No. | Description |
|------------|--|
| *5.1 | Opinion of Douglas J. Barry, Esq., Associate General Counsel of Alere Inc. |
| *23.1 | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm |
| 23.2 | Consent of Douglas J. Barry, Esq., Associate General Counsel of Alere Inc. (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (contained in signature page) |

* Filed herewith.

SIGNATURES

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 this 12th day of February, 2016.

ALERE INC.

By: /s/ Namal Nawana
 Namal Nawana
 Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints each of Namal Nawana and James F. Hinrichs 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.

| Signature | Title | Date |
|--|---|----------------------|
| /s/ Namal Nawana Namal Nawana | Chief Executive Officer, President and Director | February 12, 2016 |
| /s/ James F. Hinrichs James F. Hinrichs | Chief Financial Officer and Executive Vice President | February 12, 2016 |
| /s/ Carla R. Flakne Carla R. Flakne | Chief Accounting Officer | February 12, 2016 |
| /s/ Håkan Björklund Håkan Björklund | Director | February 12, 2016 |

/s/ Geoffrey S. Ginsburg

Director

February 12,
2016

Geoffrey S. Ginsburg

| | | |
|--------------------------|----------|----------------------|
| /s/ Carol R. Goldberg | Director | February 12, 2016 |
| Carol R. Goldberg | | |
| /s/ John F. Levy | Director | February 12, 2016 |
| John F. Levy | | |
| /s/ Brian Markison | Director | February 12, 2016 |
| Brian Markison | | |
| /s/ Thomas McKillop | Director | February 12, 2016 |
| Thomas McKillop | | |
| /s/ Gregg J. Powers | Chairman | February 12, 2016 |
| Gregg J. Powers | | |
| /s/ John A. Quelch | Director | February 12, 2016 |
| John A. Quelch | | |
| /s/ James Roosevelt, Jr. | Director | February 12, 2016 |
| James Roosevelt, Jr. | | |

EXHIBIT INDEX

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