ALERE INC.
Form 10-Q
August 08, 2012
**Table of Contents**

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549**

# FORM 10-Q

(Mark One)

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

**For the quarterly period ended June 30, 2012**

**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 001-16789**

# ALERE INC.

**(Exact name of registrant as specified in its charter)**

| | |
|---|---|
| **DELAWARE** | **04-3565120** |
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |

**51 SAWYER ROAD, SUITE 200**

**WALTHAM, MASSACHUSETTS 02453**

**(Address of principal executive offices) (Zip code)**

**(781) 647-3900**

**(Registrant s telephone number, including area code)**

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 x 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x 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 x | 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 x

The number of shares outstanding of the registrant s common stock, par value of $0.001 per share, as of August 6, 2012 was 80,721,665.

Table of Contents

**ALERE INC.**

**REPORT ON FORM 10-Q**

**For the Quarterly Period Ended June 30, 2012**

*This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Readers can identify these statements by forward-looking words such as may, could, should, would, intend, will, expect, anticipate, believe, estimate, continue or similar words. A number of important factors could cause actual results of Alere Inc. and its subsidiaries to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, the risk factors detailed in Part I, Item 1A, Risk Factors, of our Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2011 and other risk factors identified herein or from time to time in our periodic filings with the Securities and Exchange Commission. Readers should carefully review these risk factors, and should not place undue reliance on our forward-looking statements. These forward-looking statements are based on information, plans and estimates at the date of this report. We undertake no obligation to update any forward-looking statements to reflect changes in underlying assumptions or factors, new information, future events or other changes.*

*Unless the context requires otherwise, references in this Quarterly Report on Form 10-Q to we, us and our refer to Alere Inc. and its subsidiaries.*

**TABLE OF CONTENTS**

**Table of Contents**

**PART I FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**ALERE INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

(unaudited)

(in thousands, except per share amounts)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Net product sales | $ 463,425 | $ 398,805 | $ 939,212 | $ 806,048 |
| Services revenue | 233,855 | 163,575 | 426,289 | 331,127 |
| Net product sales and services revenue | 697,280 | 562,380 | 1,365,501 | 1,137,175 |
| License and royalty revenue | 3,237 | 4,805 | 6,145 | 12,474 |
| **Net revenue** | 700,517 | 567,185 | 1,371,646 | 1,149,649 |
| Cost of net product sales | 222,498 | 190,333 | 448,052 | 380,020 |
| Cost of services revenue | 120,559 | 82,495 | 211,419 | 167,211 |
| Cost of net product sales and services revenue | 343,057 | 272,828 | 659,471 | 547,231 |
| Cost of license and royalty revenue | 1,852 | 1,629 | 3,496 | 3,483 |
| **Cost of net revenue** | 344,909 | 274,457 | 662,967 | 550,714 |
| **Gross profit** | 355,608 | 292,728 | 708,679 | 598,935 |
| Operating expenses: | | | | |
| Research and development | 40,447 | 41,348 | 79,447 | 77,890 |
| Sales and marketing | 159,322 | 140,388 | 317,900 | 273,597 |
| General and administrative | 121,485 | 94,838 | 241,920 | 200,389 |
| Total operating expenses | 321,254 | 276,574 | 639,267 | 551,876 |
| **Operating income** | 34,354 | 16,154 | 69,412 | 47,059 |
| Interest expense, including amortization of original issue discounts and deferred financing costs | (55,531) | (68,562) | (106,258) | (106,867) |
| Other income (expense), net | 3,811 | 437 | 15,642 | 2,773 |
| **Loss before benefit for income taxes** | (17,366) | (51,971) | (21,204) | (57,035) |
| Benefit for income taxes | (489) | (42,736) | (1,944) | (47,066) |
| **Loss before equity earnings (losses) of unconsolidated entities, net of tax** | (16,877) | (9,235) | (19,260) | (9,969) |
| Equity earnings (losses) of unconsolidated entities, net of tax | 3,998 | (207) | 7,410 | 804 |
| **Net loss** | (12,879) | (9,442) | (11,850) | (9,165) |
| Less: Net income (loss) attributable to non-controlling interests | 36 | (40) | (149) | 22 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Net loss attributable to Alere Inc. and Subsidiaries** | | (12,915) | | (9,402) | | (11,701) | | (9,187) |
| Preferred stock dividends | | (5,279) | | (5,515) | | (10,588) | | (11,324) |
| Preferred stock repurchase | | | | 10,248 | | | | 23,936 |
| **Net income (loss) available to common stockholders** | $ | (18,194) | $ | (4,669) | $ | (22,289) | $ | 3,425 |
| Basic net income (loss) per common share | $ | (0.23) | $ | (0.05) | $ | (0.28) | $ | 0.04 |
| Diluted net income (loss) per common share | $ | (0.23) | $ | (0.05) | $ | (0.28) | $ | 0.04 |
| **Weighted average shares-basic** | | 80,375 | | 85,703 | | 80,307 | | 85,536 |
| **Weighted average shares-diluted** | | 80,375 | | 85,703 | | 80,307 | | 87,032 |

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

**ALERE INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

(unaudited)

(in thousands)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Net loss | $ (12,879) | $ (9,442) | $ (11,850) | $ (9,165) |
| Other comprehensive income (loss), before tax: | | | | |
| Changes in cumulative translation adjustment | (36,777) | 17,106 | (838) | 38,621 |
| Unrealized gains (losses) on available for sale securities | 359 | (104) | 790 | (319) |
| Unrealized gains (losses) on hedging instruments | (652) | 10,371 | 455 | 11,988 |
| Minimum pension liability adjustment | 4 | 118 | (120) | 80 |
| Other comprehensive income (loss), before tax | (37,066) | 27,491 | 287 | 50,370 |
| Income tax provision related to items of other comprehensive income (loss) | | 3,993 | | 4,612 |
| Other comprehensive income (loss), net of tax | (37,066) | 23,498 | 287 | 45,758 |
| Comprehensive income (loss) | (49,945) | 14,056 | (11,563) | 36,593 |
| Less: Comprehensive income (loss) attributable to non-controlling interests | 36 | (40) | (149) | 22 |
| Comprehensive income (loss) attributable to Alere Inc. and Subsidiaries | $ (49,981) | $ 14,096 | $ (11,414) | $ 36,571 |

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

**ALERE INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

(unaudited)

(in thousands, except par value)

| | June 30, 2012 | December 31, 2011 |
|---|---|---|
| **ASSETS** | | |
| **Current assets:** | | |
| Cash and cash equivalents | $ 303,739 | $ 299,173 |
| Restricted cash | 3,099 | 8,987 |
| Marketable securities | 863 | 1,086 |
| Accounts receivable, net of allowances of $31,625 and $24,577 at June 30, 2012 and December 31, 2011, respectively | 501,076 | 475,824 |
| Inventories, net | 316,897 | 320,269 |
| Deferred tax assets | 37,858 | 42,975 |
| Receivable from joint venture, net | 3,735 | 2,503 |
| Prepaid expenses and other current assets | 127,490 | 142,910 |
| **Total current assets** | 1,294,757 | 1,293,727 |
| Property, plant and equipment, net | 500,798 | 491,205 |
| Goodwill | 2,953,551 | 2,821,271 |
| Other intangible assets with indefinite lives | 53,169 | 69,546 |
| Finite-lived intangible assets, net | 1,904,722 | 1,785,925 |
| Deferred financing costs, net, and other non-current assets | 102,026 | 97,786 |
| Receivable from joint venture, net of current portion | 14,115 | 15,455 |
| Investments in unconsolidated entities | 90,071 | 85,138 |
| Marketable securities | 3,040 | 2,254 |
| Deferred tax assets | 11,206 | 10,394 |
| **Total assets** | $ 6,927,455 | $ 6,672,701 |
| **LIABILITIES AND EQUITY** | | |
| **Current liabilities:** | | |
| Current portion of long-term debt | $ 54,822 | $ 61,092 |
| Current portion of capital lease obligations | 5,350 | 6,083 |
| Short-term debt | | 6,240 |
| Accounts payable | 162,850 | 155,464 |
| Accrued expenses and other current liabilities | 396,470 | 395,573 |
| **Total current liabilities** | 619,492 | 624,452 |
| **Long-term liabilities:** | | |
| Long-term debt, net of current portion | 3,489,050 | 3,267,451 |
| Capital lease obligations, net of current portion | 10,229 | 12,629 |
| Deferred tax liabilities | 436,247 | 380,700 |
| Other long-term liabilities | 181,409 | 153,398 |
| **Total long-term liabilities** | 4,116,935 | 3,814,178 |
| **Commitments and contingencies** (Note 15) | | |
| **Redeemable non-controlling interest** | | 2,497 |
| **Stockholders equity:** | | |
| Series B preferred stock, $0.001 par value (liquidation preference: $709,763 at June 30, 2012 and December 31, 2011); Authorized: 2,300 shares; Issued: 2,065 shares at June 30, 2012 and December 31, 2011; | 606,468 | 606,468 |

| | | |
|---|---|---|
| Outstanding: 1,774 shares at June 30, 2012 and December 31, 2011 | | |
| Common stock, $0.001 par value; Authorized: 200,000 shares; Issued: 88,099 shares at June 30, 2012 and 87,647 shares at December 31, 2011; Outstanding: 80,420 shares at June 30, 2012 and 79,968 shares at December 31, 2011 | 88 | 88 |
| Additional paid-in capital | 3,295,662 | 3,324,710 |
| Accumulated deficit | (1,498,492) | (1,486,791) |
| Treasury stock, at cost, 7,679 shares at June 30, 2012 and December 31, 2011 | (184,971) | (184,971) |
| Accumulated other comprehensive loss | (29,982) | (30,270) |
| **Total stockholders equity** | 2,188,773 | 2,229,234 |
| Non-controlling interests | 2,255 | 2,340 |
| **Total equity** | 2,191,028 | 2,231,574 |
| **Total liabilities and equity** | $ 6,927,455 | $ 6,672,701 |

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

**ALERE INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(unaudited)

(in thousands)

| | Six Months Ended June 30, 2012 | Six Months Ended June 30, 2011 |
|---|---|---|
| **Cash Flows from Operating Activities:** | | |
| Net loss | $ (11,850) | $ (9,165) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Non-cash interest expense, including amortization of original issue discounts and deferred financing costs | 10,731 | 27,590 |
| Depreciation and amortization | 211,622 | 196,116 |
| Non-cash charges for sale of inventories revalued at the date of acquisition | 4,681 | |
| Non-cash stock-based compensation expense | 8,242 | 11,989 |
| Impairment of inventory | 5 | 466 |
| Impairment of long-lived assets | 219 | 957 |
| Impairment of intangible assets | | 2,935 |
| (Gain) loss on sale of property, plant and equipment | (5,872) | 1,270 |
| Gain on sales of marketable securities | | (331) |
| Equity earnings of unconsolidated entities, net of tax | (7,410) | (804) |
| Deferred income taxes | (27,400) | (63,343) |
| Other non-cash items | (883) | (4,503) |
| Changes in assets and liabilities, net of acquisitions: | | |
| Accounts receivable, net | (5,431) | (3,641) |
| Inventories, net | (4,412) | (7,299) |
| Prepaid expenses and other current assets | 16,866 | (36,052) |
| Accounts payable | (14,247) | 13,524 |
| Accrued expenses and other current liabilities | (366) | 17,721 |
| Other non-current liabilities | (8,265) | 11,071 |
| **Net cash provided by operating activities** | 166,230 | 158,501 |
| **Cash Flows from Investing Activities:** | | |
| Decrease in restricted cash | 5,888 | 34 |
| Purchases of property, plant and equipment | (69,461) | (67,630) |
| Proceeds from sale of property, plant and equipment | 21,677 | 835 |
| Proceeds from disposition of business | | 11,490 |
| Cash paid for acquisitions, net of cash acquired | (310,240) | (107,360) |
| Cash received from sales of marketable securities | 226 | 7,919 |
| Cash received from equity method investments | 6,556 | 490 |
| Increase in other assets | (7,714) | (32,101) |
| **Net cash used in investing activities** | (353,068) | (186,323) |
| **Cash Flows from Financing Activities:** | | |
| Cash paid for financing costs | (2,013) | (64,699) |
| Cash paid for contingent purchase price consideration | (6,500) | (24,707) |
| Proceeds from issuance of common stock, net of issuance costs | 8,697 | 17,829 |
| Repurchase of preferred stock | | (99,068) |
| Proceeds from issuance of long-term debt | 199,234 | 1,552,124 |
| Payments on long-term debt | (29,884) | (1,193,315) |
| Net proceeds under revolving credit facilities | 42,487 | 3,335 |
| Payments on short-term debt | (6,240) | |
| Repurchase of common stock | | (926) |
| Cash paid for dividends | (10,646) | (68) |

| | | |
|---|---|---|
| Excess tax benefits on exercised stock options | 210 | 1,704 |
| Principal payments on capital lease obligations | (3,319) | (1,294) |
| Other | (2,577) | (10,349) |
| **Net cash provided by financing activities** | 189,449 | 180,566 |
| Foreign exchange effect on cash and cash equivalents | 1,955 | 2,612 |
| Net increase in cash and cash equivalents | 4,566 | 155,356 |
| Cash and cash equivalents, beginning of period | 299,173 | 401,306 |
| **Cash and cash equivalents, end of period** | $ 303,739 | $ 556,662 |

The accompanying notes are an integral part of these consolidated financial statements.

6

**ALERE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(unaudited)

**(1) Basis of Presentation of Financial Information**

The accompanying consolidated financial statements of Alere Inc. are unaudited. In the opinion of management, the unaudited consolidated financial statements contain all adjustments considered normal and recurring and necessary for their fair statement. Interim results are not necessarily indicative of results to be expected for the year. These interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, these consolidated financial statements do not include all of the information and footnotes necessary for a complete presentation of financial position, results of operations, comprehensive income and cash flows. Our audited consolidated financial statements for the year ended December 31, 2011 included information and footnotes necessary for such presentation and were included in our Annual Report on Form 10-K, as amended, filed with the Securities and Exchange Commission, or SEC, on February 29, 2012. These unaudited consolidated financial statements should be read in conjunction with our audited consolidated financial statements and notes thereto for the year ended December 31, 2011.

Certain reclassifications of prior period amounts have been made to conform to current period presentation. These reclassifications had no effect on net income or equity.

Certain amounts presented may not recalculate directly, due to rounding.

**(2) Cash and Cash Equivalents**

We consider all highly-liquid cash investments with original maturities of three months or less at the date of acquisition to be cash equivalents. At June 30, 2012, our cash equivalents consisted of money market funds.

**(3) Inventories**

Inventories are stated at the lower of cost (first in, first out) or market and are comprised of the following (in thousands):

| | June 30, 2012 | December 31, 2011 |
|---|---|---|
| Raw materials | $ 99,034 | $ 92,844 |
| Work-in-process | 77,945 | 72,939 |
| Finished goods | 139,918 | 154,486 |
| | $ 316,897 | $ 320,269 |

**(4) Stock-based Compensation**

We recorded stock-based compensation expense in our consolidated statements of operations for the three and six months ended June 30, 2012 and 2011, respectively, as follows (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Cost of sales | $ 263 | $ 366 | $ 532 | $ 716 |
| Research and development | 856 | 1,191 | 1,627 | 2,136 |
| Sales and marketing | 913 | 1,209 | 1,830 | 2,168 |

| | | | | |
|---|---|---|---|---|
| General and administrative | 2,336 | 3,415 | 4,253 | 6,969 |
| | 4,368 | 6,181 | 8,242 | 11,989 |
| Benefit for income taxes | (874) | (1,304) | (1,415) | (2,590) |
| | $ 3,494 | $ 4,877 | $ 6,827 | $ 9,399 |

Table of Contents

**(5) Net Income (Loss) per Common Share**

The following table sets forth the computation of basic and diluted net income (loss) per common share for the periods presented (in thousands, except per share data):

| | Three Months Ended June 30, 2012 | Three Months Ended June 30, 2011 | Six Months Ended June 30, 2012 | Six Months Ended June 30, 2011 |
|---|---|---|---|---|
| **Numerator:** | | | | |
| Net loss | $ (12,879) | $ (9,442) | $ (11,850) | $ (9,165) |
| Preferred stock dividends | (5,279) | (5,515) | (10,588) | (11,324) |
| Preferred stock repurchase | | 10,248 | | 23,936 |
| Less: Net income (loss) attributable to non-controlling interest | 36 | (40) | (149) | 22 |
| Net income (loss) available to common stockholders | $ (18,194) | $ (4,669) | $ (22,289) | $ 3,425 |
| **Denominator:** | | | | |
| Weighted-average common shares outstanding basic | 80,375 | 85,703 | 80,307 | 85,536 |
| Effect of dilutive securities: | | | | |
| Stock options | | | | 1,253 |
| Warrants | | | | 131 |
| Potentially issuable shares of common stock associated with contingent consideration arrangements | | | | 112 |
| Weighted-average common shares outstanding diluted | 80,375 | 85,703 | 80,307 | 87,032 |
| Basic net income (loss) per common share attributable to Alere Inc. and Subsidiaries | $ (0.23) | $ (0.05) | $ (0.28) | $ 0.04 |
| Diluted net income (loss) per common share attributable to Alere Inc. and Subsidiaries | $ (0.23) | $ (0.05) | $ (0.28) | $ 0.04 |

For the three and six months ended June 30, 2012, anti-dilutive shares of 13.8 million and 13.9 million, respectively, were excluded from the computations of diluted net income (loss) per common share. For the three and six months ended June 30, 2011, anti-dilutive shares of 15.7 million and 14.5 million, respectively, were excluded from the computations of diluted net income (loss) per common share.

**(6) Stockholders Equity and Non-controlling Interests**

*(a) Preferred Stock*

For the three and six months ended June 30, 2012, Series B preferred stock dividends amounted to $5.3 million and $10.6 million, respectively, and for the three and six months ended June 30, 2011, Series B preferred stock dividends amounted to $5.5 million and $11.3 million, respectively, which reduced earnings available to common stockholders for purposes of calculating net income (loss) per common share for each of the respective periods. As of June 30, 2012, $5.3 million Series B preferred stock dividends were accrued. As of July 16, 2012, payments have been made covering all dividend periods through June 30, 2012.

The Series B preferred stock dividends for the three and six months ended June 30, 2012 were paid in cash. The Series B preferred stock dividends for the three and six months ended June 30, 2011 were paid in additional shares of Series B preferred stock.

*(b) Share Repurchases*

During the first quarter of 2011, we repurchased in the open market and privately-negotiated transactions 183,000 shares of our Series B preferred stock, which were convertible into approximately 1.1 million shares of our common stock, at a cost of approximately $49.4 million, which we paid in cash. The repurchase of the preferred stock at an average cost of $269.84 per preferred share, an amount less than the weighted average fair value of the preferred shares at issuance, resulted in the allocation of $13.7 million of income attributable to common stockholders. Also during the first quarter of 2011, under this same authorization, we completed this repurchase program by repurchasing 16,700 shares of our common stock at a cost of approximately $0.6 million, which we paid in cash.

During the second quarter of 2011, we repurchased in the open market and privately-negotiated transactions, 174,788 shares of our Series B preferred stock, which were convertible into approximately 1.0 million shares of our common stock, at a cost of approximately $49.7 million, which we paid in cash. Also during the second quarter of 2011 and pursuant to the same repurchase program, we repurchased 8,300 shares of our common stock at a cost of approximately $0.3 million, which we paid in cash. The repurchase of the preferred stock at an average cost of $284.28 per preferred share, an amount less than the weighted average fair value of the preferred shares at issuance, resulted in the allocation of $10.2 million of income attributable to common stockholders.

Table of Contents

*(c) Changes in Stockholder s Non-Controlling Interests*

A summary of the changes in stockholders equity and non-controlling interests comprising total equity for the six months ended June 30, 2012 and 2011 is provided below (in thousands):

| | Six Months Ended June 30, 2012 | | | 2011 | | |
|---|---|---|---|---|---|---|
| | Total Stockholders Equity | Non-controlling Interest | Total Equity | Total Stockholders Equity | Non-controlling Interest | Total Equity |
| Equity, beginning of period | $ 2,229,234 | $ 2,340 | $ 2,231,574 | $ 2,575,038 | $ 2,688 | $ 2,577,726 |
| Issuance of common stock and warrants in connection with acquisitions | | | | 1,000 | | 1,000 |
| Exercise of common stock options, warrants and shares issued under employee stock purchase plan | 8,697 | | 8,697 | 17,829 | | 17,829 |
| Repurchase of common stock | | | | (926) | | (926) |
| Repurchase of preferred stock | | | | (99,068) | | (99,068) |
| Preferred stock dividends | (10,646) | | (10,646) | (68) | | (68) |
| Stock-based compensation related to grants of common stock options | 8,242 | | 8,242 | 11,989 | | 11,989 |
| Excess tax benefits on exercised stock options | (261) | | (261) | 1,704 | | 1,704 |
| Purchase of subsidiary shares from non-controlling interests | (35,079) | | (35,079) | | | |
| Non-controlling interest from acquisitions | | | | | 2,500 | 2,500 |
| Dividend relating to non-controlling interest | | | | | (270) | (270) |
| Net income (loss) | (11,701) | (85) | (11,786) | (9,187) | 22 | (9,165) |
| Total other comprehensive income | 287 | | 287 | 45,758 | | 45,758 |
| Equity, end of period | $ 2,188,773 | $ 2,255 | $ 2,191,028 | $ 2,544,069 | $ 4,940 | $ 2,549,009 |

The following table presents a summary of the changes in redeemable non-controlling interest recorded in the mezzanine section of the balance sheet for the six months ended June 30, 2012. There was no redeemable non-controlling interest during the six months ended June 30, 2011 (in thousands):

| | Six Months Ended June 30, 2012 |
|---|---|
| Redeemable non-controlling interest, beginning of period | $ 2,497 |
| Purchase of subsidiary shares from non-controlling interest | (2,433) |
| Net loss | (64) |
| Redeemable non-controlling interest, end of period | $ |

**(7) Business Combinations**

Acquisitions are accounted for using the acquisition method and the acquired companies results have been included in the accompanying consolidated financial statements from their respective date of acquisition. During the three and six months ended June 30, 2012, we expensed acquisition-related costs of $3.8 million and $5.3 million, respectively, in general and administrative expense. During the three and six months ended June 30, 2011, we expensed acquisition-related costs of $1.4 million and $3.3 million, respectively, in general and administrative expense.

Our business acquisitions have historically been made at prices above the fair value of the acquired net assets, resulting in goodwill, based on our expectations of synergies by combining the businesses. These synergies include elimination of redundant facilities, functions and staffing; use of our existing commercial infrastructure to expand sales of the acquired businesses products; and use of the commercial infrastructure of the acquired businesses to cost-effectively expand product sales.

Net assets acquired are recorded at their fair value and are subject to adjustment upon finalization of the fair value analysis. We are not aware of any information that indicates the final fair value analysis will differ materially from the preliminary estimates. Determination of the estimated useful lives of the individual categories of intangible assets was based on the nature of the applicable intangible asset and the expected future cash flows to be derived from the intangible asset. Amortization of intangible assets with finite lives is recognized over the shorter of the respective lives of the agreement or the period of time the assets are expected to contribute to future cash flows. We amortize our finite-lived intangible assets based on patterns on which the respective economic benefits are expected to be realized.

*(a) Acquisitions in 2012*

(i) eScreen

On April 2, 2012, we acquired eScreen, Inc., or eScreen, headquartered in Overland Park, Kansas, a technology-enabled provider of employment screening solutions for hiring and maintaining healthier and more efficient workforces. The preliminary aggregate purchase price was approximately $316.6 million, which consisted of $272.1 million in cash and a contingent consideration obligation with an aggregate acquisition date fair value of $44.5 million. Included in our consolidated statements of operations for the three and six months ended June 30, 2012 is revenue totaling approximately $40.7 million related to eScreen. The operating results of eScreen are included in our professional diagnostics reporting unit and business segment. The amount allocated to goodwill from this acquisition is not deductible for tax purposes.

(ii) Other acquisitions in 2012

During the six months ended June 30, 2012, we acquired the following businesses for a preliminary aggregate purchase price of $32.8 million, which included cash payments totaling $31.8 million and a contingent consideration obligation with an aggregate acquisition date fair value of $1.0 million.

- Reatrol Comercializacao De Produtos De Saude, LDA, subsequently renamed Alere Lda, located in Vila Nova de Gaia, Portugal, a distributor of products for drugs of abuse testing (Acquired January 2012)

- Kullgren Holding AB, or Kullgren, located in Gensta, Sweden, a company that manufactures and distributes high quality intimacy and pharmaceutical products (Acquired February 2012)

- Wellogic ME FZ-LLC, or Wellogic UAE, located in Dubai, United Arab Emirates, a company that provides development services to Alere Wellogic, LLC, which acquired the assets of Method Factory, Inc. (d/b/a Wellogic), or Wellogic, in December 2011 (Acquired February 2012)

- certain assets, primarily including customer and patient lists, of AmMed Direct LLC, or AmMed, located near Nashville, Tennessee, a privately-owned mail-order provider of home-diabetes testing products and supplies (Acquired March 2012)

The operating results of Alere Lda and AmMed are included in our professional diagnostics reporting unit and business segment. The operating results of Wellogic UAE are included in our health management reporting unit and business segment. The operating results of Kullgren are included in our consumer diagnostics reporting unit and business segment.

Our consolidated statements of operations for the three and six months ended June 30, 2012 included revenue totaling approximately $10.6 million and $11.9 million, respectively, related to these businesses. Goodwill has been recognized in all of the acquisitions and amounted to approximately $10.2 million. Goodwill related to the acquisition of AmMed, which totaled $7.5 million, is deductible for tax purposes. The goodwill related to the remaining 2012 acquisitions is not deductible for tax purposes.

**Table of Contents**

A summary of the preliminary fair values of the net assets acquired for the acquisitions consummated during the six months ended June 30, 2012 is as follows (in thousands):

| | eScreen | Other | Total |
|---|---|---|---|
| Current assets (1) | $ 32,858 | $ 2,177 | $ 35,035 |
| Property, plant and equipment | 5,664 | 1,552 | 7,216 |
| Goodwill | 165,832 | 10,228 | 176,060 |
| Intangible assets | 221,000 | 26,875 | 247,875 |
| Other non-current assets | 480 | | 480 |
| Total assets acquired | 425,834 | 40,832 | 466,666 |
| Current liabilities | 22,658 | 1,721 | 24,379 |
| Non-current liabilities | 86,558 | 6,330 | 92,888 |
| Total liabilities assumed | 109,216 | 8,051 | 117,267 |
| Net assets acquired | 316,618 | 32,781 | 349,399 |
| Less: | | | |
| Contingent consideration | 44,500 | 1,000 | 45,500 |
| Cash paid | $ 272,118 | $ 31,781 | $ 303,899 |

(1) Includes cash acquired of approximately $2.0 million.

The following are the intangible assets acquired and their respective fair values and weighted-average useful lives (dollars in thousands):

| | eScreen | Other | Total | Weighted-average Useful Life |
|---|---|---|---|---|
| Core technology and patents | $ 93,200 | $ 8,403 | $ 101,603 | 22.3 years |
| Trademarks and trade names | 17,300 | 530 | 17,830 | 19.5 years |
| Customer relationships | 95,500 | 17,942 | 113,442 | 20.4 years |
| Other | 15,000 | | 15,000 | 10.0 years |
| Total intangible assets | $ 221,000 | $ 26,875 | $ 247,875 | |

*(b) Acquisitions in 2011*

During 2011, we acquired the following businesses for a preliminary aggregate purchase price of $787.4 million, which included cash payments totaling $603.7 million, 831,915 shares of our common stock with an acquisition date fair value of $16.2 million, a previously-held investment with a fair value totaling $113.2 million, contingent consideration obligations with an aggregate acquisition date fair value of $48.7 million, deferred purchase price consideration with an acquisition date fair value of $4.2 million and a fair value of $1.5 million in debt forgiveness.

90% interest in BioNote, Inc., or BioNote, headquartered in South Korea, a manufacturer of diagnostic products for the veterinary industry (Acquired January 2011). We previously owned a 10% interest in BioNote.

assets, including domain name, of Pregnancy.org, LLC, or Pregnancy.org, a U.S.-based company providing a website for preconception, pregnancy and newborn care content, tools and sharing (Acquired January 2011)

Home Telehealth Limited, subsequently renamed Alere Connected Health Limited, or Alere Connected Health, located in Cardiff, Wales, a company that focuses on delivering integrated, comprehensive services and programs to health and social care providers and insurers (Acquired February 2011)

Bioeasy Diagnostica Ltda., or Bioeasy, located in Belo Horizonte, Brazil, a company that markets and sells rapid diagnostic tests and systems for laboratory diagnosis, prevention and monitoring of immunological diseases and fertility (Acquired March 2011)

80.92% interest in Standing Stone, Inc., or Standing Stone, located in Westport, Connecticut, a company that focuses on disease state management by enhancing the quality of care provided to patients who require long-term therapy for chronic disease management (Acquired May 2011). During May 2012, we acquired the remaining 19.08% interest in Standing Stone.

Table of Contents

certain assets, rights, liabilities and properties of Drug Detection Devices, Inc., or 3DL, located in Alpharetta, Georgia, a distributor that promotes, markets, distributes and sells drugs of abuse diagnostic products, including consumables, point-of-care diagnostic kits and related products and services (Acquired July 2011)

Colibri Medical AB, or Colibri, located in Helsingborg, Sweden, a distributor of point-of-care drugs of abuse diagnostic products primarily to the Scandinavian marketplace (Acquired July 2011)

Laboratory Data Systems, Inc., or LDS, located in Tampa, Florida, a provider of healthcare software products, services, consulting and solutions (Acquired August 2011)

certain assets, liabilities and properties of Abatek Medical LLC, or Abatek, located in Dover, New Hampshire, a distributor that promotes, markets, distributes and sells drugs of abuse diagnostic products, including consumables, point-of-care diagnostic kits and related products and services (Acquired September 2011)

Forensics Limited, or ROAR, located in Worcestershire, United Kingdom, a company that provides forensic quality toxicology services across the United Kingdom (Acquired September 2011)

Mahsan Diagnostika Vertriebsgesellschaft mbH, or Mahsan, located in Reinbek, Germany, a distributor of in vitro diagnostic drugs of abuse products primarily to the German marketplace (Acquired October 2011)

Avee Laboratories Inc. and related companies, which we refer to collectively as Avee, located in Tampa, Florida, a privately-owned provider of drug testing services in the field of pain management (Acquired October 2011)

Medical Automation Systems Inc., or MAS, located in Charlottesville, Virginia, a provider of network-based software solutions for point-of-care testing (Acquired October 2011)

Axis-Shield plc, or Axis-Shield, located in Dundee, Scotland, a U.K. publicly traded company focused on the development and manufacture of in vitro diagnostic tests for use in clinical laboratories and at the point of care (Acquired November 2011)

certain assets and properties of 1 Medical Distribution, Inc., or 1 Medical, located in Worthington, Ohio, a distributor that promotes, markets, distributes and sells drugs of abuse diagnostic products, including consumables, point-of-care diagnostic kits and related products and services (Acquired November 2011)

Arriva Medical LLC, or Arriva, located in Coral Springs, Florida, a privately-owned mail-order provider of home-diabetes testing products and supplies (Acquired November 2011)

Wellogic, headquartered in Waltham, Massachusetts, a provider of software solutions designed to connect the healthcare community (Acquired December 2011)

The operating results of BioNote, Bioeasy, 3DL, Colibri, LDS, Abatek, ROAR, Mahsan, Avee, MAS, Axis-Shield, 1 Medical and Arriva are included in our professional diagnostics reporting unit and business segment. The operating results of Pregnancy.org, Alere Connected Health, Standing Stone and Wellogic are included in our health management reporting unit and business segment.

Our consolidated statements of operations for the three and six months ended June 30, 2011 included revenue totaling approximately $6.7 million and $9.7 million, respectively, related to these businesses. Goodwill has been recognized in all of the acquisitions, with the exception of 1 Medical, and amounted to approximately $363.0 million. Goodwill related to the acquisitions of Pregnancy.org, 3DL, Abatek, LDS and Wellogic, which totaled $32.3 million, is expected to be deductible for tax purposes. The goodwill related to the remaining 2011 acquisitions is not expected to be deductible for tax purposes.

A summary of the preliminary fair values of the net assets acquired for the acquisitions consummated in 2011 is as follows (in thousands):

| | |
|---|---|
| Current assets (1) | $ 134,120 |
| Property, plant and equipment | 68,474 |
| Goodwill | 363,039 |
| Intangible assets | 416,624 |
| Other non-current assets | 27,679 |
| Total assets acquired | 1,009,936 |
| Current liabilities | 90,209 |
| Non-current liabilities | 129,810 |
| Total liabilities assumed | 220,019 |
| Less: | |
| Fair value of non-controlling interest | 2,500 |
| Net assets acquired | 787,417 |
| Less: | |
| Fair value of previously-held equity investment | 113,168 |
| Contingent consideration | 48,685 |
| Fair value of common stock issued | 16,183 |
| Loan forgiveness | 1,489 |
| Deferred purchase price consideration | 4,170 |
| Cash paid | $ 603,722 |

(1) Includes cash acquired of approximately $23.2 million.

The following are the intangible assets acquired and their respective fair values and weighted-average useful lives (dollars in thousands):

| | Amount | Weighted-Average Useful Life |
|---|---|---|
| Core technology and patents | $ 76,659 | 10.1 years |
| Database | 64 | 3.0 years |
| Trademarks and trade names | 14,197 | 10.1 years |
| Customer relationships | 243,725 | 12.3 years |
| Non-compete agreements | 8,306 | 5.3 years |
| Software | 7,400 | 10.9 years |
| Other | 7,767 | 15.6 years |
| In-process research and development | 58,506 | N/A |
| Total intangible assets | $ 416,624 | |

13

**Table of Contents**

*(c) Restructuring Plans of Acquisitions*

In connection with several of our acquisitions consummated during 2008 and prior, we initiated integration plans to consolidate and restructure certain functions and operations, including the costs associated with the termination of certain personnel of these acquired entities and the closure of certain of the acquired entities leased facilities. These costs have been recognized as liabilities assumed in connection with the acquisition of these entities and are subject to potential adjustments as certain exit activities are refined. The following table summarizes the liabilities established for exit activities related to these acquisitions and the total exit costs incurred since inception of each plan (in thousands):

| | Balance at December 31, 2011 | Adjustments to the Reserve (1) | Amounts Paid | Balance at June 30, 2012 | Exit Costs Since Inception |
|---|---|---|---|---|---|
| Acquisition of Matria Healthcare, Inc.: | | | | | |
| Severance-related costs | $ 68 | $ | $ | $ 68 | $ 13,664 |
| Facility costs | 395 | (111) | (71) | 213 | 4,674 |
| Total costs for Matria Healthcare, Inc. | 463 | (111) | (71) | 281 | 18,338 |
| Acquisition of Cholestech Corporation: | | | | | |
| Severance-related costs | | | | | 5,845 |
| Facility costs | 1,304 | | (112) | 1,192 | 2,732 |
| Total costs for Cholestech Corporation | 1,304 | | (112) | 1,192 | 8,577 |
| Total costs for all plans | $ 1,767 | $ (111) | $ (183) | $ 1,473 | $ 26,915 |

(1) These adjustments resulted in a change in the aggregate purchase price and related goodwill for each related acquisition.

Of the total $1.5 million liability outstanding as of June 30, 2012, $0.5 million is included in accrued expenses and other current liabilities and $1.0 million is included in other long-term liabilities.

Although we believe our plans and estimated exit costs for our acquisitions are reasonable, actual spending for exit activities may differ from current estimated exit costs.

**(8) Restructuring Plans**

The following table sets forth aggregate restructuring charges recorded in our consolidated statements of operations for the three and six months ended June 30, 2012 and 2011 (in thousands):

| Statement of Operations Caption | Three Months Ended June 30, 2012 | Three Months Ended June 30, 2011 | Six Months Ended June 30, 2012 | Six Months Ended June 30, 2011 |
|---|---|---|---|---|
| Cost of net revenue | $ 25 | $ 880 | $ 989 | $ 2,230 |
| Research and development | 14 | 416 | 638 | 434 |
| Sales and marketing | 200 | 1,862 | 1,027 | 2,874 |
| General and administrative | 1,126 | 7,140 | 4,239 | 10,959 |
| Total operating expenses | 1,365 | 10,298 | 6,893 | 16,497 |

| | | | | |
|---|---|---|---|---|
| Interest expense, including amortization of original issue discounts and deferred financing costs | 50 | 73 | 110 | 122 |
| Equity earnings of unconsolidated entities, net of tax | | 142 | | 335 |
| Total charges | $ 1,415 | $ 10,513 | $ 7,003 | $ 16,954 |

14

**Table of Contents**

*(a) 2012 Restructuring Plans*

In 2012, management developed cost reduction efforts within our professional diagnostics business segment, including the integration of our businesses in Brazil. Additionally, management developed new plans to continue our efforts to reduce costs within our health management business segment. The following table summarizes the restructuring activities related to our 2012 restructuring plans for the three and six months ended June 30, 2012 (in thousands):

| | Three Months Ended June 30, 2012 | | |
|---|---|---|---|
| | **Professional Diagnostics** | **Health Management** | **Total** |
| Severance-related costs | $ 345 | $ 422 | $ 767 |
| Facility and transition costs | | 125 | 125 |
| Cash charges | 345 | 547 | 892 |
| Other non-cash charges | | (5) | (5) |
| Total charges | $ 345 | $ 542 | $ 887 |

| | Six Months Ended June 30, 2012 | | |
|---|---|---|---|
| | **Professional Diagnostics** | **Health Management** | **Total** |
| Severance-related costs | $ 2,318 | $ 1,219 | $ 3,537 |
| Facility and transition costs | | 125 | 125 |
| Cash charges | 2,318 | 1,344 | 3,662 |
| Other non-cash charges | | | |
| Total charges | $ 2,318 | $ 1,344 | $ 3,662 |

We anticipate incurring approximately $0.2 million in additional costs under our 2012 restructuring plan related to our professional diagnostics business segment in Brazil and may develop additional plans over the remainder of 2012. As of June 30, 2012, $1.5 million in severance and exit costs remain unpaid.

*(b) 2011 Restructuring Plans*

In 2011, management executed a company-wide cost reduction plan, which impacted our corporate and other business segment, as well as the health management and professional diagnostics business segments. Management also developed plans within our professional diagnostics business segment to consolidate operating activities among certain of our European and Asia Pacific subsidiaries, including transferring the manufacturing of our Panbio products from Australia to our Standard Diagnostics facility in South Korea. Additionally, within our health management business segment, management executed plans to further reduce costs and improve efficiencies, as well as cease operations at our GeneCare Medical Genetics Center, Inc., or GeneCare, facility in Chapel Hill, North Carolina, and transfer the majority of our Quality Assured Services, Inc. operation in Orlando, Florida to our facility in Livermore, California. The following table summarizes the restructuring activities related to our 2011 restructuring plans for the three and six months ended June 30, 2012 and 2011 and since inception (in thousands):

**Professional Diagnostics**

| | Three Months Ended June 30, | | Six Months Ended June 30, | | Since |
|---|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 | Inception |
| Severance-related costs | $ 310 | $ 2,564 | $ 2,275 | $ 3,601 | $ 14,322 |
| Facility and transition costs | 85 | | 734 | | 1,095 |
| Cash charges | 395 | 2,564 | 3,009 | 3,601 | 15,417 |
| Fixed asset and inventory impairments | | 92 | 134 | 616 | 793 |
| Total charges | $ 395 | $ 2,656 | $ 3,143 | $ 4,217 | $ 16,210 |

Table of Contents

**Health Management**

| | Three Months Ended June 30, 2012 | Three Months Ended June 30, 2011 | Six Months Ended June 30, 2012 | Six Months Ended June 30, 2011 | Since Inception |
|---|---|---|---|---|---|
| Severance-related costs | $ | $ 945 | $ | $ 2,192 | $ 2,254 |
| Facility and transition costs | (3) | 3,807 | (89) | 3,807 | 6,252 |
| Other exit costs | 19 | | 44 | | 138 |
| Cash charges | 16 | 4,752 | (45) | 5,999 | 8,644 |
| Fixed asset and inventory impairments | 85 | 804 | 85 | 804 | 949 |
| Intangible asset impairments | | | | 2,935 | 2,935 |
| Other non-cash charges | | 812 | | 812 | 761 |
| Total charges | $ 101 | $ 6,368 | $ 40 | $ 10,550 | $ 13,289 |

**Corporate and Other**

| | Three Months Ended June 30, 2012 | Three Months Ended June 30, 2011 | Six Months Ended June 30, 2012 | Six Months Ended June 30, 2011 | Since Inception |
|---|---|---|---|---|---|
| Severance-related costs | $ 9 | $ 1,048 | $ 26 | $ 1,048 | $ 1,219 |
| Cash charges | 9 | 1,048 | 26 | 1,048 | 1,219 |
| Fixed asset and inventory impairments | | 2 | | 2 | 3 |
| Total charges | $ 9 | $ 1,050 | $ 26 | $ 1,050 | $ 1,222 |

We anticipate incurring approximately $2.9 million in additional costs under these plans related to our professional diagnostics business segment, primarily related to severance and facility exit costs, and may also incur impairment charges on assets as plans are finalized. We anticipate incurring approximately $1.0 million in additional costs under these plans related to our health management business segment, primarily related to facility lease obligations through 2014. As of June 30, 2012, $3.0 million in cash charges remain unpaid.

*(c) 2010 and 2008 Restructuring Plans*

In 2010, management developed several plans to reduce costs and improve efficiencies within our health management and professional diagnostics business segments. In May 2008, management decided to close our facility located in Bedford, England and initiated steps to cease operations at this facility and transition the manufacturing operations principally to our manufacturing facilities in Shanghai and Hangzhou, China. Additionally in 2008, management developed and initiated plans to transition the businesses of Cholestech to our San Diego, California facility. The following table summarizes the restructuring activities related to these restructuring plans for the three and six months ended June 30, 2012 and 2011 and since inception (in thousands):

**Professional Diagnostics**

| | Three Months Ended June 30, 2012 | Three Months Ended June 30, 2011 | Six Months Ended June 30, 2012 | Six Months Ended June 30, 2011 | Since Inception |
|---|---|---|---|---|---|
| Severance-related costs | $ | $ 43 | $ | $ 78 | $ 8,897 |
| Facility and transition costs | 76 | 181 | 150 | 563 | 8,462 |

| | | | | | |
|---|---|---|---|---|---|
| Other exit costs | 17 | 37 | 36 | 46 | 4,454 |
| Cash charges | 93 | 261 | 186 | 687 | 21,813 |
| Fixed asset and inventory impairments | | | | | 10,309 |
| Total charges | $ 93 | $ 261 | $ 186 | $ 687 | $ 32,122 |

Table of Contents

**Health Management**

| | Three Months Ended June 30, | | Six Months Ended June 30, | | Since |
|---|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 | Inception |
| Severance-related costs | $ | $ | $ | $ | $ 4,647 |
| Facility and transition costs | (84) | | (84) | 39 | 2,392 |
| Other exit costs | 14 | 36 | 30 | 76 | 318 |
| Cash charges | (70) | 36 | (54) | 115 | 7,357 |
| Fixed asset and inventory impairments | | | | | 165 |
| Total charges | $ (70) | $ 36 | $ (54) | $ 115 | $ 7,522 |

We anticipate incurring an additional $1.6 million in facility lease obligation charges related to the Cholestech plan through 2017 and do not anticipate incurring significant additional charges under the other plans. As of June 30, 2012, $1.2 million in facility related costs remain unpaid.

In addition to the restructuring charges discussed above, certain charges associated with the Bedford facility closure were borne by SPD, our 50/50 joint venture with the Procter & Gamble Company, or P&G. Of the restructuring charges recorded by SPD, 50% has been included in equity earnings of unconsolidated entities, net of tax, in our consolidated statement of operations. The following table summarizes the 50% portion of the restructuring charges borne by SPD and included in equity earnings of unconsolidated entities, net of tax, for the three and six months ended June 30, 2011 and since inception (in thousands):

| | Three Months Ended June 30, 2011 | Six Months Ended June 30, 2011 | Since Inception |
|---|---|---|---|
| Severance-related costs | $ 19 | $ 30 | $ 5,797 |
| Facility and transition costs | 123 | 233 | 5,396 |
| Other exit costs | | | 283 |
| Cash charges | 142 | 263 | 11,476 |
| Fixed asset and inventory impairments | | 72 | 4,635 |
| Total charges included in equity earnings of unconsolidated entities, net of tax | $ 142 | $ 335 | $ 16,111 |

We do not anticipate incurring significant additional restructuring charges under this plan.

*(e) Restructuring Reserves*

The following table summarizes our restructuring reserves related to the plans described above, of which $4.3 million is included in accrued expenses and other current liabilities and $1.4 million is included in other long-term liabilities on our consolidated balance sheets (in thousands):

| | Severance-related Costs | Facility and Transition Costs | Other Exit Costs | Total |
|---|---|---|---|---|
| Balance, December 31, 2011 | $ 3,380 | $ 5,215 | $ 593 | $ 9,188 |
| Cash charges | 5,838 | 836 | 110 | 6,784 |
| Payments | (6,827) | (3,030) | (122) | (9,979) |
| Currency adjustments | (248) | (3) | | (251) |

| | | | | |
|---|---|---|---|---|
| Balance, June 30, 2012 | $ 2,143 | $ 3,018 | $ 581 | $ 5,742 |

Table of Contents

**(9) Long-term Debt**

We had the following long-term debt balances outstanding (in thousands):

| | June 30, 2012 | December 31, 2011 |
|---|---|---|
| A term loans (1) | $ 901,563 | $ 917,188 |
| B term loans | 918,063 | 922,688 |
| Incremental B-1 term loans | 248,750 | 250,000 |
| Incremental B-2 term loans | 197,587 | |
| Secured credit facility revolving line-of-credit | 47,500 | |
| 3% Senior subordinated convertible notes | 150,000 | 150,000 |
| 9% Senior subordinated notes | 392,063 | 391,233 |
| 7.875% Senior notes | 246,081 | 245,621 |
| 8.625% Senior subordinated notes | 400,000 | 400,000 |
| Other lines-of-credit | 12,416 | 19,603 |
| Other | 29,849 | 32,210 |
| | 3,543,872 | 3,328,543 |
| Less: Current portion | (54,822) | (61,092) |
| | $ 3,489,050 | $ 3,267,451 |

(1) Includes A term loans and Delayed-Draw term loans under our secured credit facility.

In connection with our significant long-term debt issuances, we recorded interest expense, including amortization and write-offs of deferred financing costs and original issue discounts, in our consolidated statements of operations for the three and six months ended June 30, 2012 and 2011, respectively, as follows (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Secured credit facility(1) | $ 27,097 | $ 220 | $ 49,948 | $ 220 |
| Former secured credit facility(2) | | 42,203(3) | | 54,257(3) |
| 3% Senior subordinated convertible notes | 1,246 | 1,250 | 2,492 | 2,496 |
| 9% Senior subordinated notes | 10,363 | 9,738 | 20,717 | 19,468 |
| 7.875% Senior notes | 5,755 | 5,369 | 11,513 | 10,734 |
| 8.625% Senior subordinated notes | 9,275 | 8,919 | 18,549 | 17,827 |
| | $ 53,736 | $ 67,699 | $ 103,219 | $ 105,002 |

(1) Includes A term loans, including the Delayed-Draw term loans; B term loans; Incremental B-1 term loans; Incremental B-2 term loans revolving line of credit loans. For the three and six months ended June 30, 2012, the amount includes $1.3 million and $2.6 million, respectively, related to the amortization of fees paid for certain debt modifications.

(2) Includes loans under First Lien Credit Agreement and Second Lien Credit Agreement.

(3) Amount includes approximately $29.9 million recorded in connection with the termination of our former secured credit facility and related interest rate swap agreement, coupled with the amortization of fees paid for certain debt modifications.

The following summarizes the material terms of our secured credit facility that have changed significantly since December 31, 2011. All other terms of our secured credit facility as described in our Annual Report on Form 10-K for the year ended December 31, 2011, but omitted below, have not changed since that date.

On March 28, 2012, we and certain of our subsidiaries entered into a third amendment to the credit agreement that governs our secured credit facility, or the credit agreement. The third amendment provides for an additional term loan facility consisting of Incremental B-2 term loans in the aggregate principal amount of $200.0 million and thereby increases the total amount of the credit available to us under the secured credit facility to $2.55 billion in aggregate principal amount, consisting of term loans in the aggregate principal amount of $2.3 billion and, subject to our continued compliance with the credit agreement, a $250.0 million revolving line of credit; the revolving line of credit continues to include a sublimit for the issuance of letters of credit. On March 28, 2012, we borrowed the entire $200.0 million principal amount of the Incremental B-2 term loans.

Under the terms of the third amendment, we must repay the principal amount of the Incremental B-2 term loans in twenty consecutive quarterly installments, beginning on June 30, 2012 (which installments we have paid in full) and continuing through March 31, 2017, in the amount of $0.5 million each, and a final installment on June 30, 2017 in the amount of $190.0 million; notwithstanding the foregoing, and subject to certain exceptions provided for in the credit agreement, in the event that any of our existing 3% senior subordinated convertible notes, 9% senior subordinated notes or 7.875% senior notes remain outstanding on the date that is six months prior to the relevant maturity date thereof, respectively, then the Incremental B-2 term loans (as well as all other term loans and all revolving credit loans under the secured credit facility) shall instead mature in full on the relevant prior date. Otherwise, the terms and conditions, including the interest rates, that apply to the Incremental B-2 term loans under the credit agreement are substantially the same as the terms and conditions, including the interest rates, that apply to the existing B term loans under the credit agreement.

**(10) Derivative Financial Instruments**

We manage our economic and transaction exposure to certain market-based risks through the use of derivative instruments. Our objective for holding derivative instruments has been to reduce volatility of net earnings and cash flows associated with changes in interest rates and foreign currency exchange rates. We do not hold or issue derivative financial instruments for speculative purposes.

*(a) Interest Rate Risk*

We used interest rate swap contracts in the management of our interest rate exposure related to our former secured credit facility. On June 30, 2011, we entered into a new secured credit facility and, in connection therewith, repaid in full all outstanding indebtedness under and terminated our former secured credit facility and related interest rate swaps.

*(b) Foreign Currency Risk*

In connection with our acquisition of Axis-Shield, we acquired a number of foreign currency forward contracts. The specific risk hedged in these contracts is the undiscounted foreign currency spot rate risk on forecasted foreign currency revenue. As of June 30, 2012 and December 31, 2011, the notional value of these contracts was approximately $1.9 million and CHF 1.2 million and $16.6 million and CHF 5.4 million, respectively. We report the effective portion of the gain or loss on a cash flow hedge as a component of other comprehensive income, and it is subsequently reclassified into net earnings in the period in which the hedged transaction affects net earnings or the forecasted transaction is no longer probable of occurring.

Table of Contents

The following tables summarize the fair value of our derivative instruments and the effect of derivative instruments on/in our accompanying consolidated balance sheets and consolidated statements of operations (in thousands):

| Derivative Instruments | Balance Sheet Caption | Fair Value at June 30, 2012 | Fair Value at December 31, 2011 |
|---|---|---|---|
| Foreign currency forward contracts | Accrued expenses and other current liabilities | $ 10 | $ 447 |

| Derivative Instruments | Location of Gain (Loss) Recognized in Income | Amount of Loss Recognized During the Three Months Ended June 30, 2012 | Amount of Gain Recognized During the Three Months Ended June 30, 2011 |
|---|---|---|---|
| Foreign exchange forward contract | Other comprehensive income (loss) | $ (652) | $ 8 |
| Interest rate swap contracts | Other comprehensive income (loss) | | 224 |
| Total gain (loss) | Other comprehensive income (loss) | $ (652) | $ 232 |

| Derivative Instruments | Location of Gain Recognized in Income | Amount of Gain Recognized During the Six Months Ended June 30, 2012 | Amount of Gain Recognized During the Six Months Ended June 30, 2011 |
|---|---|---|---|
| Foreign exchange forward contract | Other comprehensive income (loss) | $ 455 | $ 8 |
| Interest rate swap contracts | Other comprehensive income (loss) | | 1,841 |
| Total gain | Other comprehensive income (loss) | $ 455 | $ 1,849 |

**(11) Fair Value Measurements**

We apply fair value measurement accounting to value our financial assets and liabilities. Fair value measurement accounting provides a framework for measuring fair value under U.S. GAAP and requires expanded disclosures regarding fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value hierarchy requires an entity to maximize the use of observable inputs, where available, and minimize the use of unobservable inputs when measuring fair value.

Described below are the three levels of inputs that may be used to measure fair value:

*Level 1* Quoted prices in active markets for identical assets or liabilities. Our Level 1 assets and liabilities include investments in marketable securities.

*Level 2* Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Our Level 2 assets and liabilities include foreign exchange forward contracts.

*Level 3* Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The fair value of the contingent consideration obligations related to our acquisitions is valued using Level 3 inputs.

The following tables present information about our assets and liabilities that are measured at fair value on a recurring basis as of June 30, 2012 and December 31, 2011, and indicates the fair value hierarchy of the valuation techniques we utilized to determine such fair value (in thousands):

| Description | June 30, 2012 | Quoted Prices in Active Markets (Level 1) | Significant Other Observable Inputs (Level 2) | Unobservable Inputs (Level 3) |
|---|---|---|---|---|
| Assets: | | | | |
| Marketable securities | $ 3,903 | $ 3,903 | $ | $ |
| Total assets | $ 3,903 | $ 3,903 | $ | $ |
| Liabilities: | | | | |
| Foreign exchange forward contracts [1] | $ 10 | $ | $ 10 | $ |
| Contingent consideration obligations [2] | 173,527 | | | 173,527 |
| Total liabilities | $ 173,537 | $ | $ 10 | $ 173,527 |

Table of Contents

| Description | December 31, 2011 | Quoted Prices in Active Markets (Level 1) | Significant Other Observable Inputs (Level 2) | Unobservable Inputs (Level 3) |
|---|---|---|---|---|
| Assets: | | | | |
| Marketable securities | $ 3,340 | $ 3,340 | $ | $ |
| Total assets | $ 3,340 | $ 3,340 | $ | $ |
| Liabilities: | | | | |
| Foreign exchange forward contracts (1) | $ 447 | $ | $ 447 | $ |
| Contingent consideration obligations (2) | 140,047 | | | 140,047 |
| Total liabilities | $ 140,494 | $ | $ 447 | $ 140,047 |

(1) The fair value of the foreign exchange forward contracts was measured using readily observable market inputs, such as quotations on forward foreign exchange points and foreign interest rates.

(2) The fair value measurements for our contingent consideration obligations relate to acquisitions completed after January 1, 2009 and are valued using Level 3 inputs. We determine the fair value of the contingent consideration obligations based on a probability-weighted approach derived from earn-out criteria estimates and a probability assessment with respect to the likelihood of achieving the various earn-out criteria. The measurement is based upon significant inputs not observable in the market. Significant increases (decreases) in any of these inputs in isolation could result in significantly higher (lower) fair value measurement. Changes in the fair value of these contingent consideration obligations are recorded as income or expense within operating income in our consolidated statements of operations.

Changes in the fair value of our Level 3 contingent consideration obligations during the six months ended June 30, 2012 were as follows (in thousands):

| | |
|---|---|
| Fair value of contingent consideration obligations, January 1, 2012 | $ 140,047 |
| Acquisition date fair value of contingent consideration obligations recorded | 45,500 |
| Foreign currency | 89 |
| Payments | (10,472) |
| Present value accretion | 9,052 |
| Adjustments, net (income) expense | (10,689) |
| Fair value of contingent consideration obligations, June 30, 2012 | $ 173,527 |

At June 30, 2012 and December 31, 2011, the carrying amounts of cash and cash equivalents, restricted cash, receivables, accounts payable and other current liabilities approximated their estimated fair values.

The carrying amount and estimated fair value of our long-term debt were $3.5 billion at June 30, 2012. The carrying amount and estimated fair value of our long-term debt were $3.3 billion at December 31, 2011. The estimated fair value of our long-term debt was determined using market sources that were derived from available market information (Level 2 in the fair value hierarchy) and may not be representative of actual values that could have been or will be realized in the future.

**(12) Defined Benefit Pension Plan**

Our subsidiary in England, Unipath Ltd., has a defined benefit pension plan established for certain of its employees. The net periodic benefit costs are as follows (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Service cost | $ | $ | $ | $ |
| Interest cost | 199 | 205 | 397 | 407 |
| Expected return on plan assets | (153) | (157) | (305) | (312) |
| Amortization of prior service costs | 104 | 108 | 208 | 214 |
| Realized losses | | | | |
| Net periodic benefit cost | $ 150 | $ 156 | $ 300 | $ 309 |

21

Table of Contents

**(13) Financial Information by Segment**

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. Our chief operating decision-making group is composed of the chief executive officer and members of senior management. Our reportable operating segments are Professional Diagnostics, Health Management, Consumer Diagnostics and Corporate and Other. Our operating results include license and royalty revenue which are allocated to Professional Diagnostics and Consumer Diagnostics on the basis of the original license or royalty agreement.

We evaluate performance of our operating segments based on revenue and operating income (loss). Segment information for the three and six months ended June 30, 2012 and 2011 is as follows (in thousands):

| | Professional Diagnostics | Health Management | Consumer Diagnostics | Corporate and Other | Total |
|---|---|---|---|---|---|
| **Three Months Ended June 30, 2012:** | | | | | |
| Net revenue | $ 540,110 | $ 138,590 | $ 21,817 | $ | $ 700,517 |
| Operating income (loss) | $ 63,251 | $ (12,666) | $ 2,699 | $ (18,930) | $ 34,354 |
| Depreciation and amortization | $ 83,413 | $ 24,065 | $ 1,178 | $ 244 | $ 108,900 |
| Restructuring charge | $ 817 | $ 539 | $ | $ 9 | $ 1,365 |
| Stock-based compensation | $ | $ | $ | $ 4,368 | $ 4,368 |
| **Three Months Ended June 30, 2011:** | | | | | |
| Net revenue | $ 409,074 | $ 135,572 | $ 22,539 | $ | $ 567,185 |
| Operating income (loss) | $ 49,304 | $ (15,154) | $ 1,902 | $ (19,898) | $ 16,154 |
| Depreciation and amortization | $ 72,343 | $ 27,329 | $ 1,320 | $ 149 | $ 101,141 |
| Restructuring charge | $ 2,880 | $ 6,368 | $ | $ 1,050 | $ 10,298 |
| Stock-based compensation | $ | $ | $ | $ 6,181 | $ 6,181 |
| **Six Months Ended June 30, 2012:** | | | | | |
| Net revenue | $ 1,058,467 | $ 269,374 | $ 43,805 | $ | $ 1,371,646 |
| Operating income (loss) | $ 133,430 | $ (32,022) | $ 3,064 | $ (35,060) | $ 69,412 |
| Depreciation and amortization | $ 160,881 | $ 47,839 | $ 2,437 | $ 465 | $ 211,622 |
| Non-cash charge associated with acquired inventory | $ 4,681 | $ | $ | $ | $ 4,681 |
| Restructuring charge | $ 5,611 | $ 1,256 | $ | $ 26 | $ 6,893 |
| Stock-based compensation | $ | $ | $ | $ 8,242 | $ 8,242 |
| **Six Months Ended June 30, 2011:** | | | | | |
| Net revenue | $ 824,886 | $ 278,635 | $ 46,128 | $ | $ 1,149,649 |
| Operating income (loss) | $ 109,566 | $ (27,087) | $ 5,263 | $ (40,683) | $ 47,059 |
| Depreciation and amortization | $ 137,592 | $ 55,643 | $ 2,579 | $ 302 | $ 196,116 |
| Restructuring charge | $ 4,858 | $ 10,589 | $ | $ 1,050 | $ 16,497 |
| Stock-based compensation | $ | $ | $ | $ 11,989 | $ 11,989 |
| **Assets:** | | | | | |
| As of June 30, 2012 | $ 5,774,526 | $ 545,559 | $ 185,554 | $ 421,816 | $ 6,927,455 |
| As of December 31, 2011 | $ 5,826,756 | $ 624,305 | $ 199,422 | $ 22,218 | $ 6,672,701 |

The following tables summarize our net revenue from the professional diagnostics and health management reporting segments by groups of similar products and services for the three and six months ended June 30, 2012 and 2011 (in thousands):

**Professional Diagnostics Segment**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |

| | | | | |
|---|---|---|---|---|
| Cardiology | $ 125,597 | $ 132,854 | $ 264,423 | $ 262,709 |
| Infectious disease | 137,821 | 122,494 | 288,837 | 262,920 |
| Toxicology | 159,922 | 88,833 | 281,662 | 174,337 |
| Diabetes | 36,797 | | 64,958 | |
| Other | 76,736 | 60,034 | 152,442 | 114,034 |
| Net product sales and services revenue | 536,873 | 404,215 | 1,052,322 | 814,000 |
| License and royalty revenue | 3,237 | 4,859 | 6,145 | 10,886 |
| Professional diagnostics net revenue | $ 540,110 | $ 409,074 | $ 1,058,467 | $ 824,886 |

Table of Contents

**Health Management Segment**

| | Three Months Ended June 30, 2012 | Three Months Ended June 30, 2011 | Six Months Ended June 30, 2012 | Six Months Ended June 30, 2011 |
|---|---|---|---|---|
| Disease and case management | $ 54,512 | $ 61,222 | $ 107,894 | $ 122,677 |
| Wellness | 29,567 | 26,137 | 56,591 | 55,942 |
| Women s & children s health | 31,313 | 28,466 | 61,084 | 57,041 |
| Patient self-testing services | 23,198 | 19,747 | 43,805 | 42,975 |
| Health management net revenue | $ 138,590 | $ 135,572 | $ 269,374 | $ 278,635 |

**(14) Related Party Transactions**

In May 2007, we completed the formation of SPD, our 50/50 joint venture with P&G, for the development, manufacturing, marketing and sale of existing and to-be-developed consumer diagnostic products, outside the cardiology, diabetes and oral care fields. Upon completion of the arrangement to form the joint venture, we ceased to consolidate the operating results of our consumer diagnostic products business related to the joint venture and instead account for our 50% interest in the results of the joint venture under the equity method of accounting.

We had a net receivable from the joint venture of $3.7 million and $2.5 million as of June 30, 2012 and December 31, 2011, respectively. Included in the $3.7 million receivable balance as of June 30, 2012 is approximately $1.6 million of costs incurred in connection with our 2008 SPD-related restructuring plans. Included in the $2.5 million receivable balance as of December 31, 2011 is approximately $1.5 million of costs incurred in connection with our 2008 SPD-related restructuring plans. We have also recorded a long-term receivable totaling approximately $14.1 million and $15.5 million as of June 30, 2012 and December 31, 2011, respectively, related to the 2008 SPD-related restructuring plans. Additionally, customer receivables associated with revenue earned after the joint venture was completed have been classified as other receivables within prepaid and other current assets on our accompanying consolidated balance sheets in the amount of $7.0 million and $7.3 million as of June 30, 2012 and December 31, 2011, respectively. In connection with the joint venture arrangement, the joint venture bears the collection risk associated with these receivables. Sales to the joint venture under our manufacturing agreement totaled $14.5 million and $31.6 million during the three and six months ended June 30, 2012, respectively, and $16.3 million and $32.6 million during the three and six months ended June 30, 2011, respectively. Additionally, services revenue generated pursuant to the long-term services agreement with the joint venture totaled $0.3 million and $0.6 million during the three and six months ended June 30, 2012, respectively, and $0.3 million and $0.6 million during the three and six months ended June 30, 2011, respectively. Sales under our manufacturing agreement and long-term services agreement are included in net product sales and services revenue, respectively, in our accompanying consolidated statements of operations.

Under the terms of our product supply agreement, the joint venture purchases products from our manufacturing facilities in the U.K. and China. The joint venture in turn sells a portion of those tests back to us for final assembly and packaging. Once packaged, the tests are sold to P&G for distribution to third-party customers in North America. As a result of these related transactions, we have recorded $6.4 million and $8.9 million of trade receivables which are included in accounts receivable on our accompanying consolidated balance sheets as of June 30, 2012 and December 31, 2011, respectively, and $17.6 million and $19.3 million of trade accounts payable which are included in accounts payable on our accompanying consolidated balance sheets as of June 30, 2012 and December 31, 2011, respectively. During the six months ended June 30, 2012, we received $6.1 million in cash from SPD as a return of capital.

**(15) Material Contingencies and Legal Settlements**

*(a) Legal Proceedings*

We are not a party to any pending legal proceedings that we currently believe could have a material adverse impact on our sales, operations or financial performance. However, because of the nature of our business, we may be subject at any particular time to lawsuits or other claims arising in the ordinary course of our business, and we expect that this will continue to be the case in the future.

*(b) Acquisition-related Contingent Consideration Obligations*

The following summarizes our principal contractual acquisition-related contingent consideration obligations as of June 30, 2012 that have changed significantly since December 31, 2011. Other acquisition-related contingent consideration obligations that were presented in our Annual Report on Form 10-K, as amended, for the year ended December 31, 2011, but which are omitted below, represent those that have not changed significantly since that date.

AmMed

With respect to AmMed, the terms of the acquisition agreement require us to pay an earn-out upon successfully meeting certain operational targets within six months of the acquisition date. The maximum amount of the earn-out payment is $2.0 million.

Capital Toxicology

The initial terms of the acquisition agreement for Capital Toxicology, LLC, provided for an earn-out calculated based on the amount, if any, by which EBITDA derived from the acquired business exceeded specified targets during each of the calendar years 2011 and 2012. A portion of the earn-out for the 2011 calendar year totaling approximately $2.1 million was earned and accrued as of December 31, 2011. During the first quarter of 2012, the acquisition agreement was modified to base the earn-out on the excess of actual cash collections for 2011 sales over 2011 expenses rather than EBITDA. This new criteria resulted in an incremental $2.9 million accrual related to the earn-out for the 2011 calendar year based on cash collections through March 31, 2011. $4.1 million was paid in respect of the earn-out for the 2011 calendar year during the second quarter of 2012. An additional payment may be made based on incremental cash collections for 2011 sales received prior to August 31, 2012. The maximum potential remaining amount of the earn-out payments for both the 2011 and 2012 calendar years is approximately $11.9 million.

eScreen

With respect to eScreen, the terms of the acquisition agreement require us to pay earn-outs upon successfully meeting certain financial targets during calendar years 2012 through 2014. The maximum amount of the earn-out payments is $70.0 million.

Standing Stone

With respect to Standing Stone, the terms of the acquisition agreement require us to pay earn-outs and employee bonuses upon successfully meeting certain operational, product development and revenue targets during the period from the date of acquisition through calendar year 2013. A cash earn-out payment totaling approximately $5.5 million and employee bonus payments totaling approximately $0.3 million for the achievement of the first two milestones were made during the second quarter of 2012. The maximum remaining amount of the earn-out payments is approximately $5.5 million. The maximum remaining amount of the employee bonuses is $0.3 million.

*(c) Acquisition-related Obligations*

Standing Stone

Under the terms of the acquisition agreement we acquired the remaining 19.08% of the issued and outstanding capital stock of Standing Stone, the holders of which were officers and employees of Standing Stone, in May 2012 for an aggregate purchase price of approximately $2.6 million.

*(d) FDA Inspection and Office of Inspector General Subpoena*

In March 2012, the Food & Drug Administration, or FDA, began an inspection of our San Diego facility related to our Alere Triage products. During the inspection, the FDA expressed concern about the alignment between certain aspects of our labeling for the Alere Triage products and the quality control release specifications that had been in effect prior to the inspection. As a result and as previously disclosed, we implemented two recalls of Alere Triage products during the second quarter of 2012. We also implemented interim quality control release specifications and agreed to implement final, tighter quality control release specifications by September 30, 2012. In June 2012, the FDA closed the inspection, and we received inspectional observations on FDA Form 483. We have provided the FDA with a written response to the 483 that describes proposed actions for resolving each of the inspectional observations. We have already completed a number of these actions and are working to implement the others. In addition, we are in the process of implementing product and process changes which we hope will ultimately improve manufacturing yield rates under both the interim release specifications, which we have been shipping against since early April 2012, and the final release specifications, which have not yet been determined. Because our average manufacturing yields under the interim release standards for certain Alere Triage meter-based products, most notably our cardiac panel and toxicology tests, have generally been lower than our average yields under previous standards, we have increased production substantially in order to increase the available supply of those products. These efforts have increased our manufacturing costs, and we expect that our costs will continue to increase as we prepare to meet the final release specifications due to be implemented by September 30, 2012. We expect to continue to experience supply constraints and increased manufacturing costs during the remainder of 2012 despite our increases in production.

Table of Contents

Also, in May 2012, we received a subpoena from the Office of Inspector General of the Department of Health and Human Services. The subpoena seeks documents relating primarily to the quality control testing and performance characteristics of Alere Triage products. We are cooperating with the government and are in the process of responding to the subpoena.

We are unable to predict when these matters will be resolved or what action, if any, the government will take in connection with these matters. Also, except for anticipated increases in manufacturing costs and decreased profitability for our Alere Triage products, we are unable to predict what impact, if any, these matters or ensuing proceedings, if any, will have on our financial condition, results of operations or cash flows.

**(16) Recent Accounting Pronouncements**

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board, or FASB, or other standard setting bodies that we adopt as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not have a material impact on our financial position, results of operations, comprehensive income or cash flows upon adoption.

*Recently Adopted Standards*

Effective January 1, 2012, we adopted Accounting Standards Update, or ASU, No. 2011-08, *Intangibles Goodwill and Other (Topic 350): Testing for Goodwill Impairment*, or ASU 2011-08. ASU 2011-08 allows an entity the option to first assess qualitative factors to determine whether it is necessary to perform the current two-step impairment test. If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative two-step impairment test is required; otherwise, no further testing is required. This update does not change the current guidance for testing other indefinite-lived intangible assets for impairment. The adoption of this standard did not have an impact on our financial position, results of operations, comprehensive income or cash flows.

Effective January 1, 2012, we adopted ASU No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*, or ASU 2011-05. ASU 2011-05 (1) eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders equity; (2) requires the consecutive presentation of the statement of net income and other comprehensive income; and (3) requires an entity to present reclassification adjustments on the face of the financial statements from other comprehensive income to net income. This update does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income nor do the amendments affect how earnings per share is calculated or presented. Effective January 1, 2012, the FASB issued ASU No. 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*, or ASU 2011-12. As these accounting standards only require enhanced disclosure, the adoption of these standards did not impact our financial position, results of operations, comprehensive income or cash flows.

Effective January 1, 2012, we adopted ASU No. 2011-04, *Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*, or ASU 2011-04. ASU 2011-04 provides common requirements for measuring fair value and disclosing information about fair value measurements in accordance with U.S. GAAP and International Financial Reporting Standards.

**(17) Equity Investments**

We account for the results from our equity investments under the equity method of accounting in accordance with ASC 323, *Investments Equity Method and Joint Ventures,* based on the percentage of our ownership interest in the business. Our equity investments primarily include the following:

(a) SPD

In May 2007, we completed the formation of SPD, our 50/50 joint venture with P&G for the development, manufacturing, marketing and sale of existing and to-be-developed consumer diagnostic products, outside the cardiology, diabetes and oral care fields. Upon completion of the arrangement to form SPD, we ceased to consolidate the operating results of our consumer diagnostics business related to SPD. We recorded earnings of $3.3 million and $6.1 million during the three and six months ended June 30, 2012, respectively, and we recorded losses of $0.9 million and $0.5 million during the three and six months ended June 30, 2011, respectively, in equity earnings of unconsolidated entities, net of tax, in our accompanying consolidated statements of operations, which represented our 50% share of SPD s net income (losses) for the respective periods.

25

Table of Contents

(b) TechLab

In May 2006, we acquired 49% of TechLab, Inc., or TechLab, a privately-held developer, manufacturer and distributor of rapid non-invasive intestinal diagnostics tests in the areas of intestinal inflammation, antibiotic-associated diarrhea and parasitology. We recorded earnings of $0.5 million and $1.2 million during the three and six months ended June 30, 2012, respectively, and we recorded earnings of $0.6 million and $1.2 million during the three and six months ended June 30, 2011, respectively, in equity earnings of unconsolidated entities, net of tax, in our accompanying consolidated statements of operations, which represented our minority share of TechLab s net income for the respective periods.

Summarized financial information for SPD and TechLab on a combined basis is as follows (in thousands):

*Combined Condensed Results of Operations:*

| | Three Months Ended June 30, 2012 | Three Months Ended June 30, 2011 | Six Months Ended June 30, 2012 | Six Months Ended June 30, 2011 |
|---|---|---|---|---|
| Net revenue | $ 58,308 | $ 61,088 | $ 110,833 | $ 116,642 |
| Gross profit | $ 35,585 | $ 36,900 | $ 70,764 | $ 72,365 |
| Net income (loss) after taxes | $ 7,691 | $ (550) | $ 14,684 | $ 1,284 |

*Combined Condensed Balance Sheets:*

| | June 30, 2012 | December 31, 2011 |
|---|---|---|
| Current assets | $ 81,312 | $ 84,376 |
| Non-current assets | 39,651 | 37,659 |
| Total assets | $ 120,963 | $ 122,035 |
| Current liabilities | $ 47,344 | $ 49,453 |
| Non-current liabilities | 7,091 | 6,326 |
| Total liabilities | $ 54,435 | $ 55,779 |

**(18) Guarantor Financial Information**

Our 9% senior subordinated notes due 2016, our 7.875% senior notes due 2016, and our 8.625% senior subordinated notes due 2018 are guaranteed by certain of our consolidated wholly owned subsidiaries, or the Guarantor Subsidiaries. The guarantees are full and unconditional and joint and several. The following supplemental financial information sets forth, on a consolidating basis, balance sheets as of June 30, 2012 and December 31, 2011, the related statements of operations and statements of comprehensive income for each of the three and six months ended June 30, 2012 and 2011, respectively, and the statements of cash flows for the six months ended June 30, 2012 and 2011, for Alere Inc., the Guarantor Subsidiaries and our other subsidiaries, or the Non-Guarantor Subsidiaries. The supplemental financial information reflects the investments of Alere Inc. and the Guarantor Subsidiaries in the Guarantor and Non-Guarantor Subsidiaries using the equity method of accounting.

We have extensive transactions and relationships between various members of the consolidated group. These transactions and relationships include intercompany pricing agreements, intellectual property royalty agreements and general and administrative and research and development cost-sharing agreements. Because of these relationships, it is possible that the terms of these transactions are not the same as those that would result from transactions among wholly unrelated parties.

For comparative purposes, certain amounts for prior periods have been reclassified to conform to the current period classification.

Table of Contents

**CONSOLIDATING STATEMENT OF OPERATIONS**

**For the Three Months Ended June 30, 2012**

(in thousands)

| | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| Net product sales | $ | $ 202,249 | $ 290,714 | $ (29,538) | $ 463,425 |
| Services revenue | | 152,856 | 80,999 | | 233,855 |
| Net product sales and services revenue | | 355,105 | 371,713 | (29,538) | 697,280 |
| License and royalty revenue | | 9,536 | 2,656 | (8,955) | 3,237 |
| **Net revenue** | | 364,641 | 374,369 | (38,493) | 700,517 |
| Cost of net product sales | 857 | 94,152 | 156,513 | (29,024) | 222,498 |
| Cost of services revenue | | 79,691 | 40,868 | | 120,559 |
| Cost of net product sales and services revenue | 857 | 173,843 | 197,381 | (29,024) | 343,057 |
| Cost of license and royalty revenue | | | 10,807 | (8,955) | 1,852 |
| **Cost of net revenue** | 857 | 173,843 | 208,188 | (37,979) | 344,909 |
| **Gross profit (loss)** | (857) | 190,798 | 166,181 | (514) | 355,608 |
| Operating expenses: | | | | | |
| Research and development | 5,873 | 17,186 | 17,388 | | 40,447 |
| Sales and marketing | 819 | 77,219 | 81,284 | | 159,322 |
| General and administrative | 14,567 | 46,670 | 60,248 | | 121,485 |
| Total operating expenses | 21,259 | 141,075 | 158,920 | | 321,254 |
| **Operating income (loss)** | (22,116) | 49,723 | 7,261 | (514) | 34,354 |
| Interest expense, including amortization of original issue discounts and deferred financing costs | (53,969) | (10,879) | (3,883) | 13,200 | (55,531) |
| Other income (expense), net | 3,988 | 15,837 | (2,814) | (13,200) | 3,811 |
| **Income (loss) before provision (benefit) for income taxes** | (72,097) | 54,681 | 564 | (514) | (17,366) |
| Provision (benefit) for income taxes | (19,750) | 23,233 | (3,855) | (117) | (489) |
| **Income (loss) before equity earnings of unconsolidated entities, net of tax** | (52,347) | 31,448 | 4,419 | (397) | (16,877) |
| Equity in earnings of subsidiaries, net of tax | 38,982 | (185) | | (38,797) | |
| Equity earnings of unconsolidated entities, net of tax | 486 | | 3,502 | 10 | 3,998 |
| **Net income (loss)** | (12,879) | 31,263 | 7,921 | (39,184) | (12,879) |
| Less: Net income attributable to non-controlling interests | | | 36 | | 36 |
| **Net income (loss) attributable to Alere Inc. and Subsidiaries** | (12,879) | 31,263 | 7,885 | (39,184) | (12,915) |
| Preferred stock dividends | (5,279) | | | | (5,279) |

| | | | | | |
|---|---|---|---|---|---|
| **Net income (loss) available to common stockholders** | $ (18,158) | $ 31,263 | $ 7,885 | $ (39,184) | $ (18,194) |

Table of Contents

**CONSOLIDATING STATEMENT OF OPERATIONS**

**For the Three Months Ended June 30, 2011**

(in thousands)

| | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| Net product sales | $ | $ 216,256 | $ 214,803 | $ (32,254) | $ 398,805 |
| Services revenue | | 147,007 | 16,568 | | 163,575 |
| Net product sales and services revenue | | 363,263 | 231,371 | (32,254) | 562,380 |
| License and royalty revenue | | 2,746 | 3,920 | (1,861) | 4,805 |
| **Net revenue** | | 366,009 | 235,291 | (34,115) | 567,185 |
| Cost of net product sales | 659 | 101,244 | 120,279 | (31,849) | 190,333 |
| Cost of services revenue | | 76,100 | 6,395 | | 82,495 |
| Cost of net product sales and services revenue | 659 | 177,344 | 126,674 | (31,849) | 272,828 |
| Cost of license and royalty revenue | | | 3,490 | (1,861) | 1,629 |
| **Cost of net revenue** | 659 | 177,344 | 130,164 | (33,710) | 274,457 |
| **Gross profit (loss)** | (659) | 188,665 | 105,127 | (405) | 292,728 |
| Operating expenses: | | | | | |
| Research and development | 5,237 | 15,889 | 20,222 | | 41,348 |
| Sales and marketing | 298 | 83,954 | 56,136 | | 140,388 |
| General and administrative | 13,737 | 59,626 | 21,475 | | 94,838 |
| Total operating expenses | 19,272 | 159,469 | 97,833 | | 276,574 |
| **Operating income (loss)** | (19,931) | 29,196 | 7,294 | (405) | 16,154 |
| Interest expense, including amortization of original issue discounts and deferred financing costs | (35,845) | (46,875) | (3,863) | 18,021 | (68,562) |
| Other income (expense), net | 2,341 | 12,634 | 3,483 | (18,021) | 437 |
| **Income (loss) from continuing operations before provision (benefit) for income taxes** | (53,435) | (5,045) | 6,914 | (405) | (51,971) |
| Provision (benefit) for income taxes | (44,788) | (81) | 2,133 | | (42,736) |
| **Income (loss) from continuing operations before equity earnings (losses) of unconsolidated entities, net of tax** | (8,647) | (4,964) | 4,781 | (405) | (9,235) |
| Equity in earnings of subsidiaries, net of tax | (1,484) | 655 | | 829 | |
| Equity earnings (losses) of unconsolidated entities, net of tax | 689 | | (842) | (54) | (207) |
| **Net income (loss)** | (9,442) | (4,309) | 3,939 | 370 | (9,442) |
| Less: Net loss attributable to non-controlling interests | | | (40) | | (40) |
| **Net income (loss) attributable to Alere Inc. and Subsidiaries** | (9,442) | (4,309) | 3,979 | 370 | (9,402) |

| | | | | | |
|---|---|---|---|---|---|
| Preferred stock dividends | (5,515) | | | | (5,515) |
| Preferred stock repurchase | 10,248 | | | | 10,248 |
| **Net income (loss) available to common stockholders** | $ (4,709) | $ (4,309) | $ 3,979 | $ 370 | $ (4,669) |

28

Table of Contents

**CONSOLIDATING STATEMENT OF OPERATIONS**

**For the Six Months Ended June 30, 2012**

(in thousands)

| | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| Net product sales | $ | $ 421,465 | $ 580,514 | $ (62,767) | $ 939,212 |
| Services revenue | | 298,989 | 127,300 | | 426,289 |
| Net product sales and services revenue | | 720,454 | 707,814 | (62,767) | 1,365,501 |
| License and royalty revenue | | 13,765 | 5,277 | (12,897) | 6,145 |
| **Net revenue** | | 734,219 | 713,091 | (75,664) | 1,371,646 |
| Cost of net product sales | 1,707 | 198,073 | 310,392 | (62,120) | 448,052 |
| Cost of services revenue | | 157,394 | 54,025 | | 211,419 |
| Cost of net product sales and services revenue | 1,707 | 355,467 | 364,417 | (62,120) | 659,471 |
| Cost of license and royalty revenue | | | 16,393 | (12,897) | 3,496 |
| **Cost of net revenue** | 1,707 | 355,467 | 380,810 | (75,017) | 662,967 |
| **Gross profit (loss)** | (1,707) | 378,752 | 332,281 | (647) | 708,679 |
| Operating expenses: | | | | | |
| Research and development | 11,069 | 33,762 | 34,616 | | 79,447 |
| Sales and marketing | 1,876 | 154,778 | 161,246 | | 317,900 |
| General and administrative | 26,198 | 104,971 | 110,751 | | 241,920 |
| Total operating expenses | 39,143 | 293,511 | 306,613 | | 639,267 |
| **Operating income (loss)** | (40,850) | 85,241 | 25,668 | (647) | 69,412 |
| Interest expense, including amortization of original issue discounts and deferred financing costs | (103,685) | (21,885) | (7,198) | 26,510 | (106,258) |
| Other income (expense), net | (4,086) | 25,265 | 20,973 | (26,510) | 15,642 |
| **Income (loss) before provision (benefit) for income taxes** | (148,621) | 88,621 | 39,443 | (647) | (21,204) |
| Provision (benefit) for income taxes | (46,748) | 35,538 | 9,312 | (46) | (1,944) |
| **Income (loss) before equity earnings of unconsolidated entities, net of tax** | (101,873) | 53,083 | 30,131 | (601) | (19,260) |
| Equity in earnings of subsidiaries, net of tax | 88,877 | (533) | | (88,344) | |
| Equity earnings of unconsolidated entities, net of tax | 1,146 | | 6,238 | 26 | 7,410 |
| **Net income (loss)** | (11,850) | 52,550 | 36,369 | (88,919) | (11,850) |
| Less: Net loss attributable to non-controlling interests | | | (149) | | (149) |
| **Net income (loss) attributable to Alere Inc. and Subsidiaries** | (11,850) | 52,550 | 36,518 | (88,919) | (11,701) |
| Preferred stock dividends | (10,588) | | | | (10,588) |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| **Net income (loss) available to common stockholders** | $ | (22,438) | $ | 52,550 | $ | 36,518 | $ | (88,919) | $ | (22,289) |

Table of Contents

**CONSOLIDATING STATEMENT OF OPERATIONS**

**For the Six Months Ended June 30, 2011**

(in thousands)

| | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| Net product sales | $ | $ 454,232 | $ 414,773 | $ (62,957) | $ 806,048 |
| Services revenue | | 298,532 | 32,595 | | 331,127 |
| Net product sales and services revenue | | 752,764 | 447,368 | (62,957) | 1,137,175 |
| License and royalty revenue | | 5,220 | 10,553 | (3,299) | 12,474 |
| **Net revenue** | | 757,984 | 457,921 | (66,256) | 1,149,649 |
| Cost of net product sales | 1,429 | 208,406 | 232,414 | (62,229) | 380,020 |
| Cost of services revenue | | 154,635 | 12,576 | | 167,211 |
| Cost of net product sales and services revenue | 1,429 | 363,041 | 244,990 | (62,229) | 547,231 |
| Cost of license and royalty revenue | | | 6,782 | (3,299) | 3,483 |
| **Cost of net revenue** | 1,429 | 363,041 | 251,772 | (65,528) | 550,714 |
| **Gross profit (loss)** | (1,429) | 394,943 | 206,149 | (728) | 598,935 |
| Operating expenses: | | | | | |
| Research and development | 9,978 | 33,670 | 34,242 | | 77,890 |
| Sales and marketing | 949 | 166,814 | 105,834 | | 273,597 |
| General and administrative | 28,373 | 119,827 | 52,189 | | 200,389 |
| Total operating expenses | 39,300 | 320,311 | 192,265 | | 551,876 |
| **Operating income (loss)** | (40,729) | 74,632 | 13,884 | (728) | 47,059 |
| Interest expense, including amortization of original issue discounts and deferred financing costs | (61,451) | (75,054) | (8,232) | 37,870 | (106,867) |
| Other income (expense), net | 5,706 | 26,488 | 8,449 | (37,870) | 2,773 |
| **Income (loss) from continuing operations before provision (benefit) for income taxes** | (96,474) | 26,066 | 14,101 | (728) | (57,035) |
| Provision (benefit) for income taxes | (65,583) | 14,055 | 4,587 | (125) | (47,066) |
| **Income (loss) from continuing operations before equity earnings (losses) of unconsolidated entities, net of tax** | (30,891) | 12,011 | 9,514 | (603) | (9,969) |
| Equity in earnings of subsidiaries, net of tax | 20,569 | 655 | | (21,224) | |
| Equity earnings (losses) of unconsolidated entities, net of tax | 1,157 | | (352) | (1) | 804 |
| **Net income (loss)** | (9,165) | 12,666 | 9,162 | (21,828) | (9,165) |
| Less: Net income attributable to non-controlling interests | | | 22 | | 22 |
| **Net income (loss) attributable to Alere Inc. and Subsidiaries** | (9,165) | 12,666 | 9,140 | (21,828) | (9,187) |

| | | | | | |
|---|---|---|---|---|---|
| Preferred stock dividends | (11,324) | | | | (11,324) |
| Preferred stock repurchase | 23,936 | | | | 23,936 |
| **Net income (loss) available to common stockholders** | $ 3,447 | $ 12,666 | $ 9,140 | $ (21,828) | $ 3,425 |

Table of Contents

**CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME**

**For the Three Months Ended June 30, 2012**

(in thousands)

| | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| Net income (loss) | $ (12,879) | $ 31,263 | $ 7,921 | $ (39,184) | $ (12,879) |
| Other comprehensive income, before tax: | | | | | |
| Changes in cumulative translation adjustment | (562) | 4 | (34,142) | (2,077) | (36,777) |
| Unrealized gains on available for sale securities | 356 | | 3 | | 359 |
| Unrealized gains on hedging instruments | | | (652) | | (652) |
| Minimum pension liability adjustment | | | 4 | | 4 |
| Other comprehensive income, before tax | (206) | 4 | (34,787) | (2,077) | (37,066) |
| Income tax benefit related to items of other comprehensive income | | | | | |
| Other comprehensive income, net of tax | (206) | 4 | (34,787) | (2,077) | (37,066) |
| Comprehensive income (loss) | (13,085) | 31,267 | (26,866) | (41,261) | (49,945) |
| Less: Comprehensive loss attributable to non-controlling interests | | | 36 | | 36 |
| Comprehensive income (loss) attributable to Alere Inc. and Subsidiaries | $ (13,085) | $ 31,267 | $ (26,902) | $ (41,261) | $ (49,981) |

Table of Contents

**CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME**

**For the Three Months Ended June 30, 2011**

(in thousands)

| | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| Net income (loss) | $ (9,442) | $ (4,309) | $ 3,939 | $ 370 | $ (9,442) |
| Other comprehensive income, before tax: | | | | | |
| Changes in cumulative translation adjustment | 271 | 35 | 14,963 | 1,837 | 17,106 |
| Unrealized gains (losses) on available for sale securities | (107) | | 3 | | (104) |
| Unrealized gains on hedging instruments | 10,371 | | | | 10,371 |
| Minimum pension liability adjustment | | | 118 | | 118 |
| Other comprehensive income, before tax | 10,535 | 35 | 15,084 | 1,837 | 27,491 |
| Income tax provision (benefit) related to items of other comprehensive income | 3,993 | | | | 3,993 |
| Other comprehensive income, net of tax | 6,542 | 35 | 15,084 | 1,837 | 23,498 |
| Comprehensive income (loss) | (2,900) | (4,274) | 19,023 | 2,207 | 14,056 |
| Less: Comprehensive income attributable to non-controlling interests | | | (40) | | (40) |
| Comprehensive income (loss) attributable to Alere Inc. and Subsidiaries | $ (2,900) | $ (4,274) | $ 19,063 | $ 2,207 | $ 14,096 |

Table of Contents

**CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME**

**For the Six Months Ended June 30, 2012**

(in thousands)

| | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| Net income (loss) | $ (11,850) | $ 52,550 | $ 36,369 | $ (88,919) | $ (11,850) |
| Other comprehensive income, before tax: | | | | | |
| Changes in cumulative translation adjustment | (232) | 77 | 729 | (1,412) | (838) |
| Unrealized gains on available for sale securities | 785 | | 5 | | 790 |
| Unrealized gains on hedging instruments | 17 | | 438 | | 455 |
| Minimum pension liability adjustment | | | (120) | | (120) |
| Other comprehensive income, before tax | 570 | 77 | 1,052 | (1,412) | 287 |
| Income tax benefit related to items of other comprehensive income | | | | | |
| Other comprehensive income, net of tax | 570 | 77 | 1,052 | (1,412) | 287 |
| Comprehensive income (loss) | (11,280) | 52,627 | 37,421 | (90,331) | (11,563) |
| Less: Comprehensive loss attributable to non-controlling interests | | | (149) | | (149) |
| Comprehensive income (loss) attributable to Alere Inc. and Subsidiaries | $ (11,280) | $ 52,627 | $ 37,570 | $ (90,331) | $ (11,414) |

33

Table of Contents

**CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME**

**For the Six Months Ended June 30, 2011**

(in thousands)

| | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| Net income (loss) | $ (9,165) | $ 12,666 | $ 9,162 | $ (21,828) | $ (9,165) |
| Other comprehensive income, before tax: | | | | | |
| Changes in cumulative translation adjustment | 879 | 173 | 32,199 | 5,370 | 38,621 |
| Unrealized gains (losses) on available for sale securities | 66 | | (385) | | (319) |
| Unrealized gains on hedging instruments | 11,988 | | | | 11,988 |
| Minimum pension liability adjustment | | | 80 | | 80 |
| Other comprehensive income, before tax | 12,933 | 173 | 31,894 | 5,370 | 50,370 |
| Income tax provision (benefit) related to items of other comprehensive income | 4,663 | | (51) | | 4,612 |
| Other comprehensive income, net of tax | 8,270 | 173 | 31,945 | 5,370 | 45,758 |
| Comprehensive income (loss) | (895) | 12,839 | 41,107 | (16,458) | 36,593 |
| Less: Comprehensive income attributable to non-controlling interests | | | 22 | | 22 |
| Comprehensive income (loss) attributable to Alere Inc. and Subsidiaries | $ (895) | $ 12,839 | $ 41,085 | $ (16,458) | $ 36,571 |

34

Table of Contents

**CONSOLIDATING BALANCE SHEET**

**June 30, 2012**

(in thousands)

| | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Current assets:** | | | | | |
| Cash and cash equivalents | $ 13,889 | $ 66,881 | $ 222,969 | $ | $ 303,739 |
| Restricted cash | | 1,580 | 1,519 | | 3,099 |
| Marketable securities | | 754 | 109 | | 863 |
| Accounts receivable, net of allowances | | 184,607 | 316,469 | | 501,076 |
| Inventories, net | | 131,371 | 191,636 | (6,110) | 316,897 |
| Deferred tax assets | 8,260 | 22,262 | 5,333 | 2,003 | 37,858 |
| Receivable from joint venture, net | | 1,768 | 1,967 | | 3,735 |
| Prepaid expenses and other current assets | 298,810 | (258,950) | 87,646 | (16) | 127,490 |
| Intercompany receivables | 375,194 | 465,526 | 68,885 | (909,605) | |
| **Total current assets** | 696,153 | 615,799 | 896,533 | (913,728) | 1,294,757 |
| Property, plant and equipment, net | 2,375 | 262,137 | 236,620 | (334) | 500,798 |
| Goodwill | | 1,528,269 | 1,425,282 | | 2,953,551 |
| Other intangible assets with indefinite lives | | 7,100 | 46,069 | | 53,169 |
| Finite-lived intangible assets, net | 25,401 | 929,095 | 950,226 | | 1,904,722 |
| Deferred financing costs, net and other non-current assets | 87,094 | 5,834 | 9,124 | (26) | 102,026 |
| Receivable from joint venture, net of current portion | | | 14,115 | | 14,115 |
| Investments in subsidiaries | 3,516,106 | 50,884 | 3,000 | (3,569,990) | |
| Investments in unconsolidated entities | 33,723 | | 56,348 | | 90,071 |
| Marketable securities | 3,040 | | | | 3,040 |
| Deferred tax assets | | | 11,206 | | 11,206 |
| Intercompany notes receivable | 2,101,767 | 841,610 | 10,655 | (2,954,032) | |
| **Total assets** | $ 6,465,659 | $ 4,240,728 | $ 3,659,178 | $ (7,438,110) | $ 6,927,455 |
| **LIABILITIES AND EQUITY** | | | | | |
| **Current liabilities:** | | | | | |
| Current portion of long-term debt | $ 45,000 | $ 239 | $ 9,583 | $ | $ 54,822 |
| Current portion of capital lease obligations | | 1,434 | 3,916 | | 5,350 |
| Accounts payable | 5,919 | 55,960 | 100,971 | | 162,850 |
| Accrued expenses and other current liabilities | 62,217 | 115,090 | 219,677 | (514) | 396,470 |
| Intercompany payables | 457,964 | 127,612 | 324,028 | (909,604) | |
| **Total current liabilities** | 571,100 | 300,335 | 658,175 | (910,118) | 619,492 |
| **Long-term liabilities:** | | | | | |
| Long-term debt, net of current portion | 3,465,318 | | 23,732 | | 3,489,050 |
| Capital lease obligations, net of current portion | | 1,472 | 8,757 | | 10,229 |
| Deferred tax liabilities | (22,885) | 278,262 | 180,315 | 555 | 436,247 |
| Other long-term liabilities | 21,933 | 43,588 | 115,914 | (26) | 181,409 |
| Intercompany notes payables | 241,420 | 1,642,960 | 1,066,117 | (2,950,497) | |
| **Total long-term liabilities** | 3,705,786 | 1,966,282 | 1,394,835 | (2,949,968) | 4,116,935 |

| | | | | | |
|---|---|---|---|---|---|
| **Stockholders equity** | 2,188,773 | 1,974,111 | 1,603,913 | (3,578,024) | 2,188,773 |
| Non-controlling interests | | | 2,255 | | 2,255 |
| **Total equity** | 2,188,773 | 1,974,111 | 1,606,168 | (3,578,024) | 2,191,028 |
| **Total liabilities and equity** | $ 6,465,659 | $ 4,240,728 | $ 3,659,178 | $ (7,438,110) | $ 6,927,455 |

35

Table of Contents

**CONSOLIDATING BALANCE SHEET**

**December 31, 2011**

**(in thousands)**

| | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Current assets:** | | | | | |
| Cash and cash equivalents | $ 12,451 | $ 85,838 | $ 200,884 | $ | $ 299,173 |
| Restricted cash | | 1,591 | 7,396 | | 8,987 |
| Marketable securities | | 770 | 316 | | 1,086 |
| Accounts receivable, net of allowances | | 199,547 | 276,277 | | 475,824 |
| Inventories, net | | 136,091 | 189,886 | (5,708) | 320,269 |
| Deferred tax assets | 10,912 | 22,813 | 7,266 | 1,984 | 42,975 |
| Receivable from joint venture, net | | 2,301 | 202 | | 2,503 |
| Prepaid expenses and other current assets | (74,078) | 138,329 | 78,659 | | 142,910 |
| Intercompany receivables | 397,914 | 426,136 | 27,871 | (851,921) | |
| **Total current assets** | 347,199 | 1,013,416 | 788,757 | (855,645) | 1,293,727 |
| Property, plant and equipment, net | 2,542 | 274,588 | 214,206 | (131) | 491,205 |
| Goodwill | | 1,530,324 | 1,295,791 | (4,844) | 2,821,271 |
| Other intangible assets with indefinite lives | | 7,100 | 62,446 | | 69,546 |
| Finite-lived intangible assets, net | 28,685 | 1,011,852 | 745,388 | | 1,785,925 |
| Deferred financing costs, net, and other non-current assets | 88,153 | 5,532 | 4,101 | | 97,786 |
| Receivable from joint venture, net of current portion | | | 15,455 | | 15,455 |
| Investments in subsidiaries | 3,586,625 | 32,512 | 3,005 | (3,622,142) | |
| Investments in unconsolidated entities | 29,021 | | 56,117 | | 85,138 |
| Marketable securities | 2,254 | | | | 2,254 |
| Deferred tax assets | | | 10,394 | | 10,394 |
| Intercompany notes receivable | 1,934,366 | (196,820) | | (1,737,546) | |
| **Total assets** | $ 6,018,845 | $ 3,678,504 | $ 3,195,660 | $ (6,220,308) | $ 6,672,701 |
| **LIABILITIES AND EQUITY** | | | | | |
| **Current liabilities:** | | | | | |
| Current portion of long-term debt | $ 43,000 | $ | $ 18,092 | $ | $ 61,092 |
| Current portion of capital lease obligations | | 1,550 | 4,533 | | 6,083 |
| Short-term debt | 6,240 | | | | 6,240 |
| Accounts payable | 6,704 | 53,978 | 94,782 | | 155,464 |
| Accrued expenses and other current liabilities | (259,010) | 455,366 | 199,217 | | 395,573 |
| Intercompany payables | 429,644 | 104,257 | 318,018 | (851,919) | |
| **Total current liabilities** | 226,578 | 615,151 | 634,642 | (851,919) | 624,452 |
| **Long-term liabilities:** | | | | | |
| Long-term debt, net of current portion | 3,243,341 | | 24,110 | | 3,267,451 |
| Capital lease obligations, net of current portion | | 2,175 | 10,454 | | 12,629 |
| Deferred tax liabilities | (25,936) | 303,837 | 102,730 | 69 | 380,700 |
| Other long-term liabilities | 24,407 | 47,135 | 81,856 | | 153,398 |
| Intercompany notes payables | 321,221 | 658,573 | 754,650 | (1,734,444) | |

| | | | | | |
|---|---|---|---|---|---|
| **Total long-term liabilities** | 3,563,033 | 1,011,720 | 973,800 | (1,734,375) | 3,814,178 |
| **Redeemable non-controlling interest** | | | 2,497 | | 2,497 |
| **Stockholders equity** | 2,229,234 | 2,051,633 | 1,582,381 | (3,634,014) | 2,229,234 |
| Non-controlling interests | | | 2,340 | | 2,340 |
| **Total equity** | 2,229,234 | 2,051,633 | 1,584,721 | (3,634,014) | 2,231,574 |
| **Total liabilities and equity** | $ 6,018,845 | $ 3,678,504 | $ 3,195,660 | $ (6,220,308) | $ 6,672,701 |

Table of Contents

**CONSOLIDATING STATEMENT OF CASH FLOWS**

**For the Six Months Ended June 30, 2012**

(in thousands)

| | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **Cash Flows from Operating Activities:** | | | | | |
| Net income (loss) | $ (11,850) | $ 52,550 | $ 36,369 | $ (88,919) | $ (11,850) |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: | | | | | |
| Equity in earnings of subsidiaries, net of tax | (88,877) | 533 | | 88,344 | |
| Non-cash interest expense, including amortization of original issue discounts and deferred financing costs | 10,568 | 110 | 53 | | 10,731 |
| Depreciation and amortization | 3,195 | 112,083 | 96,298 | 46 | 211,622 |
| Non-cash charges for sale of inventories revalued at the date of acquisition | | 1,400 | 3,281 | | 4,681 |
| Non-cash stock-based compensation expense | 2,166 | 3,065 | 3,011 | | 8,242 |
| Impairment of inventory | | 5 | | | 5 |
| Impairment of long-lived assets | | 219 | | | 219 |
| (Gain) loss on sale of property, plant and equipment | | (5,900) | 28 | | (5,872) |
| Equity earnings of unconsolidated entities, net of tax | (1,146) | | (6,238) | (26) | (7,410) |
| Deferred income taxes | 7,771 | (23,924) | (11,201) | (46) | (27,400) |
| Other non-cash items | (883) | | | | (883) |
| Changes in assets and liabilities, net of acquisitions: | | | | | |
| Accounts receivable, net | | 14,939 | (20,370) | | (5,431) |
| Inventories, net | | 2,785 | (7,642) | 445 | (4,412) |
| Prepaid expenses and other current assets | (372,901) | 397,279 | (7,529) | 17 | 16,866 |
| Accounts payable | (786) | 2,571 | (16,032) | | (14,247) |
| Accrued expenses and other current liabilities | 327,975 | (338,223) | 10,396 | (514) | (366) |
| Other non-current liabilities | (6,781) | (2,210) | 255 | 471 | (8,265) |
| Intercompany payable (receivable) | 231,769 | (224,541) | (7,228) | | |
| **Net cash provided by (used in) operating activities** | 100,220 | (7,259) | 73,451 | (182) | 166,230 |
| **Cash Flows from Investing Activities:** | | | | | |
| Decrease in restricted cash | | 12 | 5,876 | | 5,888 |
| Purchases of property, plant and equipment | (1,028) | (33,616) | (35,717) | 900 | (69,461) |
| Proceeds from sale of property, plant and equipment | | 21,927 | 495 | (745) | 21,677 |
| Cash paid for acquisitions, net of cash acquired | (296,189) | | (14,051) | | (310,240) |
| Cash received from sales of marketable securities | | 15 | 211 | | 226 |
| Net cash received from equity method investments | 490 | | 6,066 | | 6,556 |
| (Increase) decrease in other assets | (8,973) | 580 | 652 | 27 | (7,714) |
| **Net cash provided by (used in) investing activities** | (305,700) | (11,082) | (36,468) | 182 | (353,068) |
| **Cash Flows from Financing Activities:** | | | | | |
| Cash paid for financing costs | (2,013) | | | | (2,013) |
| Cash paid for contingent purchase price consideration | (6,500) | | | | (6,500) |
| Proceeds from issuance of common stock, net of issuance costs | 8,697 | | | | 8,697 |
| Proceeds from issuance of long-term debt | 198,000 | 951 | 283 | | 199,234 |
| Payments on long-term debt | (22,000) | (712) | (7,172) | | (29,884) |
| Net proceeds under revolving credit facilities | 47,500 | | (5,013) | | 42,487 |

| | | | | | |
|---|---|---|---|---|---|
| Payments on short-term debt | (6,240) | | | | (6,240) |
| Cash paid for dividends | (10,646) | | | | (10,646) |
| Excess tax benefits on exercised stock options | 120 | 74 | 16 | | 210 |
| Principal payments on capital lease obligations | | (851) | (2,468) | | (3,319) |
| Other | | | (2,577) | | (2,577) |
| **Net cash provided by (used in) financing activities** | 206,918 | (538) | (16,931) | | 189,449 |
| Foreign exchange effect on cash and cash equivalents | | (78) | 2,033 | | 1,955 |
| Net increase (decrease) in cash and cash equivalents | 1,438 | (18,957) | 22,085 | | 4,566 |
| Cash and cash equivalents, beginning of period | 12,451 | 85,838 | 200,884 | | 299,173 |
| **Cash and cash equivalents, end of period** | $ 13,889 | $ 66,881 | $ 222,969 | $ | $ 303,739 |

37

Table of Contents

**CONSOLIDATING STATEMENT OF CASH FLOWS**

**For the Six Months Ended June 30, 2011**

(in thousands)

| | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **Cash Flows from Operating Activities:** | | | | | |
| Net income (loss) | $ (9,165) | $ 12,666 | $ 9,162 | $ (21,828) | $ (9,165) |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: | | | | | |
| Equity in earnings of subsidiaries, net of tax | (20,569) | (655) | | 21,224 | |
| Non-cash interest expense, including amortization of original issue discounts and deferred financing costs | 3,718 | 23,595 | 277 | | 27,590 |
| Depreciation and amortization | 1,751 | 130,800 | 63,856 | (291) | 196,116 |
| Non-cash stock-based compensation expense | 3,490 | 4,589 | 3,910 | | 11,989 |
| Impairment of inventory | | 172 | 294 | | 466 |
| Impairment of long-lived assets | 2 | 632 | 323 | | 957 |
| Impairment of intangible assets | | 2,935 | | | 2,935 |
| Loss on sale of property, plant and equipment | 3 | 966 | 301 | | 1,270 |
| Gain on sales of marketable securities | | | (331) | | (331) |
| Equity earnings of unconsolidated entities, net of tax | (1,157) | | 352 | 1 | (804) |
| Deferred income taxes | (15,821) | (32,837) | (12,268) | (2,417) | (63,343) |
| Other non-cash items | 1,269 | 1,620 | (7,392) | | (4,503) |
| Changes in assets and liabilities, net of acquisitions: | | | | | |
| Accounts receivable, net | | 12,818 | (16,459) | | (3,641) |
| Inventories, net | | 2,657 | (10,633) | 677 | (7,299) |
| Prepaid expenses and other current assets | (14,544) | (8,037) | (13,471) | | (36,052) |
| Accounts payable | 993 | 8,689 | 3,842 | | 13,524 |
| Accrued expenses and other current liabilities | (25,705) | 51,390 | (10,256) | 2,292 | 17,721 |
| Other non-current liabilities | 9,288 | 2,011 | (228) | | 11,071 |
| Intercompany payable (receivable) | (1,047,338) | 1,013,063 | 34,275 | | |
| **Net cash provided by (used in) operating activities** | (1,113,785) | 1,227,074 | 45,554 | (342) | 158,501 |
| **Cash Flows from Investing Activities:** | | | | | |
| Decrease (increase) in restricted cash | | 160 | (126) | | 34 |
| Purchases of property, plant and equipment | (896) | (36,354) | (30,666) | 286 | (67,630) |
| Proceeds from sale of property, plant and equipment | | 626 | 209 | | 835 |
| Proceeds from disposition of business | | | 11,490 | | 11,490 |
| Cash paid for acquisitions, net of cash acquired | (34,644) | (3,400) | (69,316) | | (107,360) |
| Cash received from sales of marketable securities | | | 7,919 | | 7,919 |
| Net cash received from equity method investments | 490 | | | | 490 |
| Increase in other assets | (20,340) | (11,548) | (213) | | (32,101) |
| **Net cash provided by (used in) investing activities** | (55,390) | (50,516) | (80,703) | 286 | (186,323) |
| **Cash Flows from Financing Activities:** | | | | | |
| Cash paid for financing costs | (63,895) | (804) | | | (64,699) |
| Cash paid for contingent purchase price consideration | (24,459) | (248) | | | (24,707) |
| Proceeds from issuance of common stock, net of issuance costs | 17,829 | | | | 17,829 |
| Repurchase of preferred stock | (99,068) | | | | (99,068) |

| | | | | | |
|---|---|---|---|---|---|
| Proceeds from issuance of long-term debt | 1,550,000 | 937 | 1,187 | | 1,552,124 |
| Payments on long-term debt | | (1,192,086) | (1,229) | | (1,193,315) |
| Net proceeds under revolving credit facilities | | | 3,335 | | 3,335 |
| Repurchase of common stock | (926) | | | | (926) |
| Cash paid for dividends | (68) | | | | (68) |
| Excess tax benefits on exercised stock options | 1,010 | 435 | 259 | | 1,704 |
| Principal payments on capital lease obligations | | (1,040) | (254) | | (1,294) |
| Other | (10,140) | | (209) | | (10,349) |
| **Net cash provided by (used in) financing activities** | 1,370,283 | (1,192,806) | 3,089 | | 180,566 |
| Foreign exchange effect on cash and cash equivalents | | 259 | 2,297 | 56 | 2,612 |
| Net increase (decrease) in cash and cash equivalents | 201,108 | (15,989) | (29,763) | | 155,356 |
| Cash and cash equivalents, beginning of period | 101,666 | 116,112 | 183,528 | | 401,306 |
| **Cash and cash equivalents, end of period** | $ 302,774 | $ 100,123 | $ 153,765 | $ | $ 556,662 |

38

Table of Contents

**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Forward-Looking Statements**

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You can identify these statements by forward-looking words such as may, could, should, would, intend, will, expect, anticipate, believe, estimate, continue or similar words. You should read statements that contain these w carefully because they discuss our future expectations, contain projections of our future results of operations or of our financial condition or state other forward-looking information. Forward-looking statements in this item include, without limitation, statements regarding anticipated expansion and growth in certain of our product and service offerings, the impact of our research and development activities, potential new product and technology achievements, the potential for selective acquisitions, our ability to improve our working capital and operating margins, our expectations with respect to Apollo, our integrated health management technology platform, our ability to improve care and lower healthcare costs for both providers and patients, our predictions regarding the regulatory matters relating to our Triage products, the impact of recent and anticipated changes to our quality control release specifications, the financial consequences of any recall or our revised and future quality control release specifications, our predictions regarding our ability to meet customer demand, and our funding plans for our future working capital needs and commitments. Actual results or developments could differ materially from those projected in such statements as a result of numerous factors, including, without limitation, those risks and uncertainties set forth in Part I, Item 1A, Risk Factors, of our Annual Report on Form 10-K, as amended, for the year ended December 31, 2011 and other risk factors identified herein or from time to time in our periodic filings with the SEC. We do not undertake any obligation to update any forward-looking statements. This report and, in particular, the following discussion and analysis of our financial condition and results of operations, should be read in light of those risks and uncertainties and in conjunction with our accompanying consolidated financial statements and notes thereto.

**Overview**

We enable individuals to take charge of improving their health and quality of life at home, under medical supervision, by developing new capabilities in near-patient diagnosis, monitoring and health management. Our global, leading products and services, as well as our new product development efforts, currently focus on cardiology, infectious disease, toxicology, diabetes, oncology and women s health. We are continuing to expand our product and service offerings in all of these categories.

As a global, leading supplier of near-patient monitoring tools, as well as value-added healthcare services, we are well positioned to improve care and lower healthcare costs for both providers and patients. Our home coagulation monitoring business, which supports doctors and patients efforts to monitor warfarin therapy using our INRatio blood coagulation monitoring system, continues to represent an early example of this. We have also continued to introduce our integrated health management technology platform, called Apollo, to our customers since its launch on January 1, 2010. Using a sophisticated data engine for acquiring and analyzing information, combined with a state of the art touch engine for communicating with individuals and their health partners, we expect Apollo to benefit healthcare providers, health insurers and patients alike by enabling more efficient and effective health management programs.

We have continued to grow through strategic acquisitions. With our November 2011 acquisitions of Axis-Shield plc, or Axis-Shield, and Arriva Medical, LLC, or Arriva, we have entered the diabetes diagnostics market, and we expect our presence in this field to grow. We also continued to expand our toxicology business, particularly in the growing market for pain management and medication monitoring services. We have also acquired software solutions that will further our efforts to connect healthcare providers with point of care and other patient data.

We have also continued to lay the groundwork for future revenue and earnings growth by focusing our efforts on new product development and introductions. Our important new products, including the epoc System, the Alere CD4 Analyzer and the Alere Heart Check System, have begun to penetrate the markets into which they have been launched, and we expect this trend to continue. We are also focused on expanding our global sales force. We also continued to build awareness and acceptance for our two novel biomarkers, NGAL and placental growth factor, or PLGF.

**FDA and OIG Matters Relating to Alere Triage Products**

In March 2012, the Food & Drug Administration, or FDA, began an inspection of our San Diego facility related to our Alere Triage products. During the inspection, the FDA expressed concern about the alignment between certain aspects of our labeling for the Alere Triage products and the quality control release specifications that had been in effect prior to the inspection. As a result and as previously disclosed, we implemented two recalls of Alere Triage products during the second quarter of 2012. We also

implemented interim quality control release specifications and agreed to implement final, tighter quality control release specifications by September 30, 2012. In June 2012, the FDA closed the inspection, and we received inspectional observations on FDA Form 483. We have provided the FDA with a written response to the 483 that describes proposed actions for resolving each of the inspectional observations. We have already completed a number of these actions and are working to implement the others. In addition, we are in the process of implementing product and process changes which we hope will ultimately improve manufacturing yield rates under both the interim release specifications, which we have been shipping against since early April 2012, and the final release specifications, which have not yet been determined. Because our average manufacturing yields under the interim release standards for certain Alere Triage meter-based products, most notably our cardiac panel and toxicology tests, have generally been lower than our average yields under previous standards, we have increased production substantially in order to increase the available supply of those products. These efforts have increased our manufacturing costs, and we expect that our costs will continue to increase as we prepare to meet the final release specifications due to be implemented by September 30, 2012. We expect to continue to experience supply constraints and increased manufacturing costs during the remainder of 2012 despite our increases in production.

Also, in May 2012, we received a subpoena from the Office of Inspector General of the Department of Health and Human Services. The subpoena seeks documents relating primarily to the quality control testing and performance characteristics of Alere Triage products. We are cooperating with the government and are in the process of responding to the subpoena.

We are unable to predict when these matters will be resolved or what action, if any, the government will take in connection with these matters. Also, except for anticipated increases in manufacturing costs and decreased profitability for our Alere Triage products, we are unable to predict what impact, if any, these matters or ensuing proceedings, if any, will have on our financial condition, results of operations or cash flows. Please see Part II, Item 1A, Risk Factors for a further discussion of the risks to our business, financial condition and results of operations arising from these matters.

**Financial Highlights**

- Net revenue increased by $133.3 million, or 24%, to $700.5 million for the three months ended June 30, 2012, from $567.2 million for the three months ended June 30, 2011. Net revenue increased by $222.0 million, or 19%, to $1.4 billion for the six months ended June 30, 2012, from $1.1 billion for the six months ended June 30, 2011.

- Gross profit increased by $62.9 million, or 21%, to $355.6 million for the three months ended June 30, 2012, from $292.7 million for the three months ended June 30, 2011. Gross profit increased by $109.7 million, or 18%, to $708.7 million for the six months ended June 30, 2012, from $598.9 million for the six months ended June 30, 2011.

- For the three months ended June 30, 2012, we generated a net loss available to common stockholders of $18.2 million, or $0.23 per basic common share. For the three months ended June 30, 2011, we generated a net loss available to common stockholders of $4.7 million, or $0.05 per basic common share. For the six months ended June 30, 2012, we generated a net loss available to common stockholders of $22.3 million, or $0.28 per basic common share. For the six months ended June 30, 2011, we generated net income available to common stockholders of $3.4 million, or $0.04 per basic and diluted common share.

**Results of Operations**

Results excluding the impact of currency translation are calculated on the basis of local currency results, using foreign currency exchange rates applicable to the earlier comparative period. We believe presenting information using the same foreign currency exchange rates helps investors isolate the impact of changes in those rates from other trends. Our results of operations were as follows:

**Net Product Sales and Services Revenue, Total and by Business Segment.** Net product sales and services revenue increased by $134.9 million, or 24%, to $697.3 million for the three months ended June 30, 2012, from $562.4 million for the three months

Table of Contents

ended June 30, 2011. Excluding the impact of currency translation, net product sales and services revenue for the three months ended June 30, 2012 increased by $148.8 million, or 26%, compared to the three months ended June 30, 2011. Total net product sales and services revenue increased by $228.3 million, or 20%, to $1.4 billion for the six months ended June 30, 2012, from $1.1 billion for the six months ended June 30, 2011. Excluding the impact of currency translation, net product sales and services revenue for the six months ended June 30, 2012 increased by $245.6 million, or 22%, compared to the six months ended June 30, 2011. Net product sales and services revenue by business segment for the three and six months ended June 30, 2012 and 2011 are as follows (in thousands):

| | Three Months Ended June 30, | | % | Six Months Ended June 30, | | % |
|---|---|---|---|---|---|---|
| | 2012 | 2011 | Change | 2012 | 2011 | Change |
| Professional diagnostics | $ 536,873 | $ 404,215 | 33% | $ 1,052,322 | $ 814,000 | 29% |
| Health management | 138,590 | 135,572 | 2% | 269,374 | 278,635 | (3)% |
| Consumer diagnostics | 21,817 | 22,593 | (3)% | 43,805 | 44,540 | (2)% |
| Net product sales and services revenue | $ 697,280 | $ 562,380 | 24% | $ 1,365,501 | $ 1,137,175 | 20% |

*Professional Diagnostics*

The following table summarizes our net product sales and services revenue from our professional diagnostics business segment by groups of similar products and services for the three and six months ended June 30, 2012 and 2011 (in thousands):

| | Three Months Ended June 30, | | % | Six Months Ended June 30, | | % |
|---|---|---|---|---|---|---|
| | 2012 | 2011 | Change | 2012 | 2011 | Change |
| Cardiology | $ 125,597 | $ 132,854 | (5)% | $ 264,423 | $ 262,709 | 1% |
| Infectious disease | 137,821 | 122,494 | 13% | 288,837 | 262,920 | 10% |
| Toxicology | 159,922 | 88,833 | 80% | 281,662 | 174,337 | 62% |
| Diabetes | 36,797 | | N/A | 64,958 | | N/A |
| Other | 76,736 | 60,034 | 28% | 152,442 | 114,034 | 34% |
| Professional diagnostics net product sales and services revenue | $ 536,873 | $ 404,215 | 33% | $ 1,052,322 | $ 814,000 | 29% |

Net product sales and services revenue from our professional diagnostics business segment increased by $132.7 million, or 33%, to $536.9 million for the three months ended June 30, 2012, from $404.2 million for the three months ended June 30, 2011. Excluding the impact of currency translation, net product sales and services revenue from our professional diagnostics business segment increased by $146.6 million, or 36%, comparing the three months ended June 30, 2012 to the three months ended June 30, 2011. Revenue increased primarily as a result of acquisitions, which contributed an aggregate of $134.2 million of the non-currency adjusted increase. Contributing to the increase in net product sales and services revenue was an increase in our North American flu-related net product sales during the three months ended June 30, 2012, as compared to the three months ended June 30, 2011. Net product sales from our North American flu-related sales increased approximately $1.9 million, from $2.3 million during the three months ended June 30, 2011 to $4.2 million during the three months ended June 30, 2012. Excluding the impact of acquisitions and the increase in flu-related sales during the comparable periods, the currency-adjusted organic growth for our professional diagnostics net product sales and services revenue was approximately $10.8 million, or 2.7%, from the three months ended June 30, 2011 to the three months ended June 30, 2012. Net product sales and services revenue from our professional diagnostics business segment were negatively impacted by FDA recall matters related to our Alere Triage® meter-based products. Net product sales of meter-based Triage products in the U.S. totaled $40.6 million during the three months ended June 30, 2012, as compared to $51.9 million during the three months ended June 30, 2011. Excluding the impact of acquisitions, the increase in flu-related sales during the comparable periods and the impact of the reduction in net product sales from meter-based Triage products in the U.S., the currency-adjusted organic growth for our professional diagnostics net product sales and services revenue was approximately $22.2 million, or 6.3%, from the three months ended June 30, 2011 to the three months ended June 30, 2012.

Within our professional diagnostics business segment, net product sales and services revenue for our cardiology business decreased by approximately $7.3 million, or 5%, to $125.6 million for the three months ended June 30, 2012, from $132.9 million for the three months ended June 30, 2011, driven principally by the impact of the FDA recall of certain of our meter-based Triage products in the U.S. Net product sales and services revenue for our infectious disease business increased by approximately $15.3 million, or 13%, to $137.8 million for the three months ended June 30, 2012, from $122.5 million for the three months ended June 30, 2011, with increased HIV and CD4 net product sales and a $7.6 million increase from the acquisition of Axis-Shield contributing most of the growth. Our toxicology business increased by approximately $71.1 million, or 80%, to $159.9 million for the three months ended June 30, 2012, from $88.8 million for the three months ended June 30, 2011, with our recent acquisitions of Avee Laboratoties Inc., or Avee, and eScreen, Inc., or eScreen, contributing a combined net $61.8 million of the non-currency adjusted increase.

Net product sales and services revenue from our professional diagnostics business segment increased by $238.3 million, or 29%, to $1.1 billion for the six months ended June 30, 2012, from $814.0 million for the six months ended June 30, 2011. Excluding the impact of currency translation, net product sales and services revenue from our professional diagnostics business segment increased by $255.9 million, or 31%, comparing the six months ended June 30, 2012 to the six months ended June 30, 2011. Revenue increased primarily as a result of acquisitions, which contributed an aggregate of $229.9 million of the non-currency adjusted increase. Partially offsetting the increase in net product sales and services revenue contributed by acquisitions was a decrease in our North American flu-related net product sales during the six months ended June 30, 2012, as compared to the six months ended June 30, 2011. Net product sales from our North American flu-related sales decreased approximately $11.0 million, from $21.8 million during the six months ended June 30, 2011 to $10.8 million during the six months ended June 30, 2012, as a result of lower than normal flu levels observed in 2012 versus the more typical flu levels observed in 2011. Excluding the impact of acquisitions and the decrease in flu-related sales during the comparable periods, the currency-adjusted organic growth for our professional diagnostics net product sales and services revenue was approximately $37.9 million, or 4.8%, from the six months ended June 30, 2011 to the six months ended June 30, 2012. Net product sales and services revenue from our professional diagnostics business segment were negatively impacted by FDA recall matters related to our Alere Triage® meter-based products. Net product sales of meter-based Triage products in the U.S. totaled $91.1 million during the six months ended June 30, 2012, as compared to $103.6 million during the six months ended June 30, 2011.

Within our professional diagnostics business segment, net product sales and services revenue for our cardiology business increased by approximately $1.7 million, or 1%, to $264.4 million for the six months ended June 30, 2012, from $262.7 million for the three months ended June 30, 2011, driven by $12.3 million contributed by the acquisition of Axis-Shield and an offset due to the impact of the FDA recall matter on our meter-based Triage products in the U.S. Net product sales and services revenue for our infectious disease business increased by approximately $25.9 million, or 10%, to $288.8 million for the six months ended June 30, 2012, from $262.9 million for the six months ended June 30, 2011, with increased HIV and CD4 net product sales and a $17.0 million increase from the acquisition of Axis-Shield contributing most of the growth, partially offset by a $11.0 million decrease in our North American flu-related net product sales during the six months ended June 30, 2012, as compared to the six months ended June 30, 2011. Our toxicology business increased by approximately $107.3 million, or 62%, to $281.7 million for the six months ended June 30, 2012, from $174.3 million for the six months ended June 30, 2011, with our recent acquisitions of Avee and eScreen contributing a combined net $91.3 million of the non-currency adjusted increase.

*Health Management*

The following table summarizes our net product sales and services revenue from our health management business segment by groups of similar products and services for the three and six months ended June 30, 2012 and 2011 (in thousands):

| | **Three Months Ended June 30,** | | **%** | **Six Months Ended June 30,** | | **%** |
|---|---|---|---|---|---|---|
| | **2012** | **2011** | **Change** | **2012** | **2011** | **Change** |
| Disease and case management | $ 54,512 | $ 61,222 | (11)% | $ 107,894 | $ 122,677 | (12)% |
| Wellness | 29,567 | 26,137 | 13% | 56,591 | 55,942 | 1% |
| Women s & children s health | 31,313 | 28,466 | 10% | 61,084 | 57,041 | 7% |
| Patient self-testing services | 23,198 | 19,747 | 17% | 43,805 | 42,975 | 2% |
| Health management net product sales and services revenue | $ 138,590 | $ 135,572 | 2% | $ 269,374 | $ 278,635 | (3)% |

41

Our health management net product sales and services revenue increased by $3.0 million, or 2%, to $138.6 million for the three months ended June 30, 2012, from $135.6 million for the three months ended June 30, 2011. The increase in net product sales and services revenue was principally driven by an increase in our tobacco cessation and home coagulation monitoring programs. Our tobacco cessation programs benefitted from a national media campaign launched by The Centers for Disease Control and Prevention, which aimed to educate the public about the harmful effects of smoking and to encourage quitting. The improvement in our home coagulation monitoring programs was primarily driven by the recognition of incremental patients and simultaneous reduction in patient attrition rates. However, net product sales and services revenue in our health management segment was adversely impacted by the increasingly competitive environment, including pricing pressures, the impact of health plans in-sourcing less differentiated services, such as disease and case management, and state budget pressures.

Our health management net product sales and services revenue decreased by $9.3 million, or 3%, to $269.4 million for the six months ended June 30, 2012, from $278.6 million for the six months ended June 30, 2011. Net product sales and services revenue in our health management segment was adversely impacted by the increasingly competitive environment, including pricing pressures, the impact of health plans in-sourcing less differentiated services, such as disease and case management, and state budget pressures.

*Consumer Diagnostics*

Net product sales and services revenue from our consumer diagnostics business segment decreased by $0.8 million, or 3%, to $21.8 million for the three months ended June 30, 2012, from $22.6 million for the three months ended June 30, 2011. Net product sales by our 50/50 joint venture with P&G, or SPD, were $52.4 million during the three months ended June 30, 2012, as compared to $55.4 million during the three months ended June 30, 2011.

Net product sales and services revenue from our consumer diagnostics business segment decreased by $0.7 million, or 2%, to $43.8 million for the six months ended June 30, 2012, from $44.5 million for the six months ended June 30, 2011. Net product sales by our 50/50 joint venture with P&G, or SPD, were $98.6 million during the six months ended June 30, 2012, as compared to $105.2 million during the six months ended June 30, 2011.

**License and Royalty Revenue.** License and royalty revenue represents license and royalty fees from intellectual property license agreements with third parties. License and royalty revenue decreased by approximately $1.6 million, or 33%, to $3.2 million for the three months ended June 30, 2012, from $4.8 million for the three months ended June 30, 2011. License and royalty revenue decreased by approximately $6.3 million, or 51%, to $6.1 million for the six months ended June 30, 2012, from $12.5 million for the six months ended June 30, 2011. The decrease in royalty revenue for the three and six months ended June 30, 2012, compared to the three and six months ended June 30, 2011, was largely driven by an amendment to our license agreement with Quidel during 2011 whereby the license agreement was converted to a fully paid-up license. As a result of the amendment, we did not record royalty revenue from Quidel during the three and six months ended June 30, 2012 and do not anticipate recording royalty revenue from Quidel in the future.

**Gross Profit and Margin.** Gross profit increased by $62.9 million, or 21%, to $355.6 million for the three months ended June 30, 2012, from $292.7 million for the three months ended June 30, 2011. Gross profit increased by $109.7 million, or 18%, to $708.7 million for six months ended June 30, 2012, from $598.9 million for the six months ended June 30, 2011. The increase in gross profit during the three and six months ended June 30, 2012 compared to the three and six months ended June 30, 2011 was attributed to the increase in net product sales and services revenue resulting from acquisitions.

Cost of net revenue included amortization expense of $17.5 million and $33.2 million for the three and six months ended June 30, 2012, respectively, compared to $17.3 million and $34.2 million for the three and six months ended June 30, 2011. Included in cost of net revenue for the six months ended June 30, 2012 was a $4.7 million non-cash charge relating to the write-up of inventory to fair value in connection with the acquisition of Axis-Shield.

Overall gross margin for the three and six months ended June 30, 2012 was 51% and 52%, respectively, compared to 52% for both the three and six months ended June 30, 2011.

**Gross Profit from Net Product Sales and Services Revenue, Total and by Business Segment.** Gross profit from net product sales and services revenue increased by $64.7 million, or 22%, to $354.2 million for the three months ended June 30, 2012, from $289.6 million for the three months ended June 30, 2011. Gross profit from net product sales and services revenue increased by $116.1 million, or 20%, to $706.0 million for the six months ended June 30, 2012, from $589.9 million for the six months ended June 30, 2011. Gross profit from net product sales and services revenue by business segment for the three and six months ended June 30, 2012 and 2011 are as follows (in thousands):

| | Three Months Ended June 30, | | % | Six Months Ended June 30, | | % |
|---|---|---|---|---|---|---|
| | 2012 | 2011 | Change | 2012 | 2011 | Change |
| Professional diagnostics | $ 285,861 | $ 220,595 | 30% | $ 576,770 | $ 448,717 | 29% |
| Health management | 62,733 | 63,524 | (1)% | 120,102 | 131,258 | (8)% |
| Consumer diagnostics | 5,629 | 5,433 | 4% | 9,158 | 9,969 | (8)% |
| Gross profit from net product sales and services revenue | $ 354,223 | $ 289,552 | 22% | $ 706,030 | $ 589,944 | 20% |

*Professional Diagnostics*

Gross profit from our professional diagnostics net product sales and services revenue increased by $65.3 million, or 30%, to $285.9 million for the three months ended June 30, 2012, compared to $220.6 million for the three months ended June 30, 2011, principally as a result of gross profit earned on revenue from acquired businesses and organic growth, as discussed above. Gross profit was negatively impacted comparing the three months ended June 30, 2012 to the three months ended June 30, 2011, as a result of a decrease in our meter-based Triage product sales, as discussed above. The FDA recall matter relating to our meter-based Triage products also resulted in incremental costs during the three months ended June 30, 2012 related to the cost of refunds made during the quarter, replacement products issued at no cost, unfavorable manufacturing variances and the lost margin on the reduced volume of tests sold during the quarter.

Gross profit from our professional diagnostics net product sales and services revenue increased by $128.1 million, or 29%, to $576.8 million for the six months ended June 30, 2012, compared to $448.7 million for the six months ended June 30, 2011, principally as a result of gross profit earned on revenue from acquired businesses and organic growth, as discussed above. Gross profit was negatively impacted comparing the six months ended June 30, 2012 to the six months ended June 30, 2011, as a result of a decrease in our North American flu sales and meter-based Triage product sales, as discussed above. The FDA recall matter relating to our meter-based Triage products also resulted in incremental costs during the six months ended June 30, 2012 related to the cost of refunds made during the period, replacement products issued at no cost, unfavorable manufacturing variances and the lost margin on the reduced volume of tests sold during the period. Included in cost of net revenue for our professional diagnostics business segment for the six months ended June 30, 2012 was a $4.7 million non-cash charge relating to the write-up of inventory to fair value in connection with the acquisition of Axis-Shield.

As a percentage of our professional diagnostics net product sales and services revenue, gross margin for the three and six months ended June 30, 2012 was 53% and 55%, respectively, compared to 55% for both the three and six months ended June 30, 2011. Higher revenue from our recently acquired toxicology businesses, which contribute lower-than-segment-average gross margins, and a decrease in meter-based Triage net product sales, which contribute higher-than-segment-average gross margin, contributed to the decrease in gross margin for the three months ended June 30, 2012, compared to the three months ended June 30, 2011.

*Health Management*

Gross profit from our health management net product sales and services revenue decreased by $0.8 million, or 1%, to $62.7 million for the three months ended June 30, 2012, compared to $63.5 million for the three months ended June 30, 2011. Gross profit from our health management net product sales and services revenue decreased by $11.2 million, or 9%, to $120.1 million for the six months ended June 30, 2012, compared to $131.3 million for the six months ended June 30, 2011. The decrease in gross profit during the three and six months ended June 30, 2012, as compared to the three and six months ended June 30, 2011, was primarily a result of the increasingly competitive environment, including pricing pressures, and other adverse factors on our health management net product sales and services revenues.

As a percentage of our health management net product sales and services revenue, gross margin for both the three and six months ended June 30, 2012 was 45%, compared to 47% for both the three and six months ended June 30, 2011. The lower margin percentage earned during 2012 is primarily a result of the increasingly competitive environment, including pricing pressures, and other adverse factors on our health management net product sales and services revenues, as discussed above.

*Consumer Diagnostics*

Gross profit from our consumer diagnostics net product sales and services revenue increased by $0.2 million, or 4%, to $5.6 million for the three months ended June 30, 2012, compared to $5.4 million for the three months ended June 30, 2011.

Gross profit from our consumer diagnostics net product sales and services revenue decreased by $0.8 million, or 8%, to $9.2 million for the six months ended June 30, 2012, compared to $10.0 million for the six months ended June 30, 2011. The decrease in gross margin was primarily the result of a one-time cost of goods sold adjustment totaling approximately $0.7 million related to our manufacturing agreement with SPD recorded during the six months ended June 30, 2012.

As a percentage of our consumer diagnostics net product sales and services revenue, gross margin for the three and six months ended June 30, 2012 was 26% and 21%, respectively, compared to 24% and 22% for the three and six months ended June 30, 2011, respectively.

**Research and Development Expense.** Research and development expense decreased by $0.9 million, or 2%, to $40.4 million for the three months ended June 30, 2012, from $41.3 million for the three months ended June 30, 2011. Restructuring charges associated with our various restructuring plans to integrate our newly-acquired businesses totaling approximately $14,000 and $0.4 million were included in research and development expense for the three months ended June 30, 2012 and 2011, respectively. Amortization expense of $1.5 million and $7.4 million was included in research and development expense for the three months ended June 30, 2012 and 2011, respectively. Included in the $7.4 million of amortization expense for the three months ended June 30, 2011, was $6.1 million related to the write off of certain in-process research and development projects fair valued in connection with the Standard Diagnostics, Inc., or Standard Diagnostics, acquisition during the first quarter of 2010.

Research and development expense increased by $1.6 million, or 2%, to $79.4 million for the six months ended June 30, 2012, from $77.9 million for the six months ended June 30, 2011. Restructuring charges associated with our various restructuring plans to integrate our newly-acquired businesses totaling approximately $0.6 million and $0.4 million were included in research and development expense for the six months ended June 30, 2012 and 2011, respectively. Amortization expense of $3.9 million and $9.7 million was included in research and development expense for the six months ended June 30, 2012 and 2011, respectively. Included in the $9.7 million of amortization expense for the six months ended June 30, 2011, was $7.2 million related to the write off of certain in-process research and development projects fair valued in connection with the Standard Diagnostics acquisition during the first quarter of 2010.

Research and development expense as a percentage of net revenue was 6% for both the three and six months ended June 30, 2012, compared to 7% for both the three and six months ended June 30, 2011.

**Sales and Marketing Expense.** Sales and marketing expense increased by $18.9 million, or 13%, to $159.3 million for the three months ended June 30, 2012, from $140.4 million for the three months ended June 30, 2011. The increase in sales and marketing expense primarily relates to additional spending related to newly-acquired businesses. Restructuring charges associated with our various restructuring plans to integrate our newly-acquired businesses totaling approximately $0.2 million and $1.9 million were included in sales and marketing expense for the three months ended June 30, 2012 and 2011, respectively. Amortization expense of $60.4 million and $53.4 million was included in sales and marketing expense for the three months ended June 30, 2012 and 2011, respectively.

Sales and marketing expense increased by $44.3 million, or 16%, to $317.9 million for the six months ended June 30, 2012, from $273.6 million for the six months ended June 30, 2011. The increase in sales and marketing expense primarily relates to additional spending related to newly-acquired businesses. Restructuring charges associated with our various restructuring plans to integrate our newly-acquired businesses totaling approximately $1.0 million and $2.9 million were included in sales and marketing expense for the six months ended June 30, 2012 and 2011, respectively. Amortization expense of $118.1 million and $105.6 million was included in sales and marketing expense for the six months ended June 30, 2012 and 2011, respectively.

Sales and marketing expense as a percentage of net revenue was 23% for both the three and six months ended June 30, 2012, compared to 25% and 24% for the three and six months ended June 30, 2011, respectively.

**General and Administrative Expense.** General and administrative expense increased by approximately $26.6 million, or 28%, to $121.5 million for the three months ended June 30, 2012, from $94.8 million for the three months ended June 30, 2011. The increase in general and administrative expense relates primarily to additional spending related to newly-acquired businesses. During the three months ended June 30, 2012 and 2011, we recorded income of $6.7 million and $7.2 million, respectively, in connection with fair value adjustments to acquisition-related contingent consideration obligations. Acquisition-related costs of $3.8 million and $1.4 million were included in general and administrative expense for the three months ended June 30, 2012 and 2011, respectively. Restructuring charges associated with our various restructuring plans to integrate our newly-acquired businesses totaling approximately $1.1 million and $7.1 million were included in general and administrative expense for the three months ended June 30, 2012 and 2011, respectively. Amortization expense of $2.0 million and $2.9 million was included in general and administrative expense for the three months ended June 30, 2012 and 2011, respectively.

General and administrative expense increased by approximately $41.5 million, or 21%, to $241.9 million for the six months ended June 30, 2012, from $200.4 million for the six months ended June 30, 2011. The increase in general and administrative expense relates primarily to additional spending related to newly-acquired businesses. During the six months ended June 30, 2012 and 2011, we recorded income of $1.6 million and $5.8 million, respectively, in connection with fair value adjustments to acquisition-related contingent consideration obligations. Acquisition-related costs of $5.3 million and $3.3 million were included in general and administrative expense for the six months ended June 30, 2012 and 2011, respectively. Restructuring charges associated with our various restructuring plans to integrate our newly-acquired businesses totaling approximately $4.2 million and $11.0 million were included in general and administrative expense for the six months ended June 30, 2012 and 2011, respectively. Amortization expense of $4.1 million and $7.6 million was included in general and administrative expense for the six months ended June 30, 2012 and 2011, respectively.

General and administrative expense as a percentage of net revenue was 17% and 18% for the three and six months ended June 30, 2012, respectively, compared to 17% for both the three and six months ended June 30, 2011.

**Interest Expense.** Interest expense includes interest charges and the amortization of deferred financing costs and original issue discounts associated with certain debt issuances. Interest expense decreased by $13.0 million, or 19%, to $55.5 million for the three months ended June 30, 2012, from $68.6 million for the three months ended June 30, 2011. The decrease is principally due to interest expense of $29.9 million recorded during the three months ended June 30, 2011 in connection with the termination of our former secured credit facility and related interest rate swap agreement, coupled with the amortization of fees paid for certain debt modifications. This decrease was partially offset by higher interest expense recorded in connection with higher outstanding debt balances and applicable interest rates during the second quarter of 2012 under our secured credit facility, compared to the outstanding debt balances and applicable interest rates under our previous secured credit facility during the second quarter of 2011.

Interest expense decreased by $0.6 million, or 1%, to $106.3 million for the six months ended June 30, 2012, from $106.9 million for the six months ended June 30, 2011. The decrease is a result of interest expense of $29.9 million recorded during the six months ended June 30, 2011 in connection with the termination of our former secured credit facility and related interest rate swap agreement, coupled with the amortization of fees paid for certain debt modifications, offset by higher interest expense recorded in

Table of Contents

connection with higher outstanding debt balances and applicable interest rates during the six months ended June 30, 2012 under our secured credit facility, compared to the outstanding debt balances and applicable interest rates under our previous secured credit facility during the six months ended June 30, 2011.

**Other Income (Expense), Net.** Other income (expense), net includes interest income, realized and unrealized foreign exchange gains and losses, and other income and expense. The components and the respective amounts of other income (expense), net are summarized as follows (in thousands):

| | Three Months Ended June 30, | | | Six Months Ended June 30, | | |
|---|---|---|---|---|---|---|
| | 2012 | 2011 | Change | 2012 | 2011 | Change |
| Interest income | $ 503 | $ 418 | $ 85 | $ 1,065 | $ 891 | $ 174 |
| Foreign exchange gains (losses), net | (5,423) | 351 | (5,774) | (6,197) | (2,792) | (3,405) |
| Other | 8,731 | (332) | 9,063 | 20,774 | 4,674 | 16,100 |
| Total other income (expense), net | $ 3,811 | $ 437 | $ 3,374 | $ 15,642 | $ 2,773 | $ 12,869 |

The primary reason for the decrease in foreign exchange gains (losses), net for both the three and six months ended June 30, 2012, as compared to the three and six months ended 2011, was realized and unrealized foreign exchange losses associated with changes in currency exchange rates during the respective periods. Other income of $8.7 million for the three months ended June 30, 2012 includes a $7.2 million gain recorded on the sale of property and $1.4 million of income associated with legal settlements related to intellectual property litigation. Other income of $20.8 million for the six months ended June 30, 2012 includes a $13.5 million final royalty termination payment received from Quidel, a $7.2 million gain recorded on the sale of property and $1.4 million of income associated with legal settlements related to intellectual property litigation. Other income of $4.7 million for the six months ended June 30, 2011 includes $3.0 million of estimated prior period royalty income and a $1.8 million reversal of a prior period legal settlement reserve no longer deemed necessary.

**Benefit for Income Taxes.** The benefit for income taxes decreased by $42.2 million to a $0.5 million benefit for the three months ended June 30, 2012 from a $42.7 million benefit for the three months ended June 30, 2011. The effective tax rate was 3% for the three months ended June 30, 2012 compared to 82% for the three months ended June 30, 2011. The income tax benefit for the three months ended June 30, 2012 and 2011 relates to federal, foreign and state income tax provisions (benefits). The decrease in the effective income tax rate and benefit for income taxes during the three months ended June 30, 2012, compared to the three months ended June 30, 2011, is primarily due to the expiration of the federal research and development tax credit during 2012, an increase in certain foreign earnings subject to U.S. taxation, an increase to certain tax reserves under the principles of accounting for uncertain tax positions in accordance with ASC 740, *Income Taxes,* and increases in certain current year state tax losses not benefitted.

The benefit for income taxes decreased by $45.1 million to a $1.9 million benefit for the six months ended June 30, 2012 from a $47.1 million benefit for the six months ended June 30, 2011. The effective tax rate was 9% for the six months ended June 30, 2012 compared to 83% for the six months ended June 30, 2011. The income tax benefit for the six months ended June 30, 2012 and 2011 relates to federal, foreign and state income tax provisions (benefits). The decrease in the effective income tax rate and benefit for income taxes during the six months ended June 30, 2012, compared to the six months ended June 30, 2011, is primarily due to the expiration of the federal research and development tax credit during 2012, an increase in certain foreign earnings subject to U.S. taxation, an increase to certain tax reserves under the principles of accounting for uncertain tax positions in accordance with ASC 740, *Income Taxes,* and increases in certain current year state tax losses not benefitted. In addition, during the six months ended June 30, 2011, there was a discrete benefit recorded for the reversal of valuation allowances on certain capital assets and for the discrete benefit of the impact of certain deferred tax rate changes.

**Equity Earnings in Unconsolidated Entities, Net of Tax.** Equity earnings in unconsolidated entities is reported net of tax and includes our share of earnings in entities that we account for under the equity method of accounting. Equity earnings in unconsolidated entities, net of tax for the three and six months ended June 30, 2012 reflects the following: (i) our 50% interest in SPD in the amount of $3.3 million and $6.1 million, respectively, (ii) our 40% interest in Vedalab S.A., or Vedalab, in the amount of $0.1 million and $0.1 million, respectively, and (iii) our 49% interest in TechLab, Inc., or TechLab, in the amount of $0.5 million and $1.2 million, respectively. Equity earnings in unconsolidated entities, net of tax for the three and six months ended June 30, 2011 reflects the following: (i) our 50% interest in SPD in the amount of $(0.9) million and $(0.5) million, respectively, (ii) our 40% interest in Vedalab in the amount of $0.1 million and $0.2 million, respectively, and (iii) our 49% interest in TechLab in the amount of $0.6 million and $1.2 million, respectively.

**Net Income (Loss) Available to Common Stockholders**. For the three months ended June 30, 2012, we generated a net loss available to common stockholders of $18.2 million, or $0.23 per basic common share. For the three months ended June 30, 2011, we generated a net loss available to common stockholders of $4.7 million, or $0.05 per basic common share. Net income (loss) available to common stockholders reflects $5.3 million and $5.5 million of preferred stock dividends paid during the three months ended June 30, 2012 and 2011, respectively, and $10.2 million of income associated with the repurchase of preferred stock during the three months ended June 30, 2011. See Note 5 of the accompanying consolidated financial statements for the calculation of net income (loss) per common share.

For the six months ended June 30, 2012, we generated a net loss available to common stockholders of $22.3 million, or $0.28 per basic common share. For the six months ended June 30, 2011, we generated net income available to common stockholders of $3.4 million, or $0.04 per basic and diluted common share. Net income (loss) available to common stockholders reflects $10.6 million and $11.3 million of preferred stock dividends paid during the six months ended June 30, 2012 and 2011, respectively, and $23.9 million of income associated with the repurchase of preferred stock during the six months ended June 30, 2011. See Note 5 of the accompanying consolidated financial statements for the calculation of net income (loss) per common share.

**Liquidity and Capital Resources**

Based upon our current working capital position, current operating plans and expected business conditions, we currently expect to fund our short- and long-term working capital needs primarily using existing cash and our operating cash flow, and we expect our working capital position to improve as we improve our future operating margins and grow our business through new product and service offerings and by continuing to leverage our strong intellectual property position. As of June 30, 2012, we have $303.7 million of cash and cash equivalents, of which $93.8 million was held by domestic subsidiaries and $209.9 million was held by foreign entities. We do not plan to repatriate cash held by foreign entities due to adverse tax implications, including incremental U.S. tax liabilities and potential foreign withholding tax liabilities.

We may also utilize our secured credit facility (See Note 9) or other new sources of financing to fund a portion of our capital needs and other commitments, including our contractual contingent consideration obligations and future acquisitions. As of June 30, 2012, we had outstanding borrowings totaling $47.5 million under the $250.0 million revolving line of credit under our secured credit facility, leaving $202.5 million available to us for additional borrowings. Our ability to access the capital markets may be impacted by the amount of our outstanding debt and equity and the extent to which our assets are encumbered by our outstanding secured debt. The terms and conditions of our outstanding debt instruments also contain covenants which expressly restrict our ability to incur additional indebtedness and conduct other financings. As of June 30, 2012, we had $3.5 billion in outstanding indebtedness comprised of $2.3 billion under our secured credit facility, $400.0 million of 8.625% subordinated notes due 2018, $392.1 million of 9% senior subordinated notes due 2016, $246.1 million of 7.875% senior notes due 2016 and $150.0 million of 3% senior subordinated convertible notes due 2016. The applicable interest rate margins under our secured credit facility represent an increase of between approximately 0.75% and 2.25% (depending on the type of loan and the type of interest rate involved and on our applicable leverage ratios) over the applicable margins under our former secured credit facility. As a result of this increase in applicable interest rates, the 1.00% floor with respect to the base Eurodollar Rate (as defined in the senior credit facility) for B term loans, Incremental B-1 term loans and Incremental B-2 term loans under our secured credit facility that are based on the Eurodollar Rate, margins and the larger amount outstanding under our secured credit facility, we anticipate that our aggregate interest expense in future periods will exceed our aggregate interest expense in 2011.

If the capital and credit markets experience volatility or the availability of funds is limited, we may incur increased costs associated with issuing debt instruments. In addition, it is possible that our ability to access the capital and credit markets could be limited by these or other factors at a time when we would like, or need, to do so, which could have an adverse impact on our ability to refinance maturing debt and/or react to changing economic and business conditions.

Our funding plans for our working capital needs and other commitments may be adversely impacted by unexpected costs associated with integrating the operations of newly-acquired companies, executing our cost-savings strategies and prosecuting and defending our existing lawsuits and/or unforeseen lawsuits against us. We also cannot be certain that our underlying assumed levels of revenues and expenses will be realized. In addition, we intend to continue to make significant investments in our research and development efforts related to the substantial intellectual property portfolio we own. We may also choose to further expand our research and development efforts and may pursue the acquisition of new products and technologies through licensing arrangements, business acquisitions, or otherwise. We may also choose to make significant investment to pursue legal remedies against potential infringers of our intellectual property rights. If we decide to engage in such activities, or if our operating results fail to meet our expectations, we could be required to seek additional funding through public or private financings or other arrangements. In such event, adequate funds may not be available when needed or may be available only on terms which could have a negative impact on our business and results of operations. In addition, if we raise additional funds by issuing equity or convertible securities, dilution to then existing stockholders may result.

*Cash Flow Summary*

*(in thousands)*

| | Six Months Ended June 30, 2012 | Six Months Ended June 30, 2011 |
|---|---|---|
| Net cash provided by operating activities | $ 166,230 | $ 158,501 |
| Net cash used in investing activities | (353,068) | (186,323) |
| Net cash provided by financing activities | 189,449 | 180,566 |
| Foreign exchange effect on cash and cash equivalents | 1,955 | 2,612 |
| Net increase in cash and cash equivalents | 4,566 | 155,356 |
| Cash and cash equivalents, beginning of period | 299,173 | 401,306 |
| Cash and cash equivalents, end of period | $ 303,739 | $ 556,662 |

*Summary of Changes in Cash Position*

As of June 30, 2012, we had cash and cash equivalents of $303.7 million, a $4.6 million increase from December 31, 2011. Our primary sources of cash during the six months ended June 30, 2012 included $166.2 million generated by our operating activities, approximately $198.0 million of proceeds received in connection with the Incremental B-2 term loans entered into as part of our secured credit facility, $47.5 million borrowed against our secured credit facility revolving line of credit, $21.7 million of proceeds received from the sale of property, plant and equipment, $8.7 million from common stock issuances under employee stock option and stock purchase plans and a $6.1 million return of capital from SPD. Our primary uses of cash during the six months ended June 30, 2012 included $310.2 million net cash paid for acquisitions, $69.5 million of capital expenditures, $29.9 million related to the repayment of long-term debt obligations, $7.7 million related to an increase in other assets, $10.6 million for cash dividends paid on our Series B Preferred stock and $6.5 million paid for contingent purchase price consideration, $6.2 million related to the repayment of short-term debt obligations. Fluctuations in foreign currencies positively impacted our cash balance by $2.0 million during the six months ended June 30, 2012.

*Cash Flows from Operating Activities*

Net cash provided by operating activities during the six months ended June 30, 2012 was $166.2 million, which resulted from a net loss of $11.9 million, $193.9 million of non-cash items and $15.9 million of cash utilized by changes in net working capital requirements during the period. The $193.9 million of non-cash items included, among other items, $211.6 million related to depreciation and amortization, a $4.7 million non-cash charge relating to the write-up of inventory to fair value in connection with the acquisition of Axis-Shield, $10.7 million of interest expense related to the amortization of deferred financing costs and original issue discounts and $8.2 million related to stock-based compensation, partially offset by a $27.4 million decrease related to changes in our deferred tax assets and liabilities, which partially resulted from amortization of intangible assets, a $7.4 million decrease attributable to equity earnings in unconsolidated entities and a $5.9 million gain on the sale of property, plant and equipment.

*Cash Flows from Investing Activities*

Our investing activities during the six months ended June 30, 2012 utilized $353.1 million of cash, including $310.2 million net cash paid for acquisitions, $69.5 million of capital expenditures and $7.7 million related to an increase in other assets, offset by $21.7 million of proceeds received from the sale of property, plant and equipment and a $6.1 million return of capital from SPD.

*Cash Flows from Financing Activities*

Net cash provided by financing activities during the six months ended June 30, 2012 was $189.4 million. Financing activities during the six months ended June 30, 2012 primarily included approximately $198.0 million of net proceeds received in connection with the Incremental B-2 term loans entered into as part of our secured credit facility, $47.5 million borrowed against our secured credit facility revolving line of credit and $8.7 million of cash received from common stock issuances under employee stock option and stock purchase plans. We utilized approximately $29.9 million in connection with the repayment of long-term debt obligations, $6.2 million for the repayment of short-term debt obligations, $10.6 million for cash dividends paid on our Series B Preferred stock and $6.5 million paid for contingent purchase price consideration.

As of June 30, 2012, we had an aggregate of $15.6 million in outstanding capital lease obligations which are payable through 2019.

**Table of Contents**

*Income Taxes*

As of December 31, 2011, we had approximately $216.4 million of domestic NOL and capital loss carryforwards and $209.5 million of foreign NOL and capital loss carryforwards, respectively, which either expire on various dates through 2031 or may be carried forward indefinitely. These losses are available to reduce federal, state and foreign taxable income, if any, in future years. These losses are also subject to review and possible adjustments by the applicable taxing authorities. In addition, the domestic NOL carryforward amount at December 31, 2011 included approximately $97.1 million of pre-acquisition losses at Matria, QAS, ParadigmHealth, Biosite, Cholestech, Redwood, HemoSense, Ischemia, Ostex International, Ionian and Twist. Effective January 1, 2009, we adopted a new accounting standard for business combinations. Prior to adoption of this standard, the pre-acquisition losses were applied first to reduce to zero any goodwill and other non-current intangible assets related to the acquisitions, prior to reducing our income tax expense. Upon adoption of the new accounting standard, the reduction of a valuation allowance is generally recorded to reduce our income tax expense.

Furthermore, all domestic losses are subject to the Internal Revenue Code Section 382 limitation and may be limited in the event of certain cumulative changes in ownership interests of significant shareholders over a three-year period in excess of 50%. Section 382 imposes an annual limitation on the use of these losses to an amount equal to the value of the company at the time of the ownership change multiplied by the long-term tax exempt rate. We have recorded a valuation allowance against a portion of the deferred tax assets related to our NOLs and certain of our other deferred tax assets to reflect uncertainties that might affect the realization of such deferred tax assets, as these assets can only be realized via profitable operations.

**Off-Balance Sheet Arrangements**

We had no material off-balance sheet arrangements as of June 30, 2012.

**Contractual Obligations**

On March 28, 2012, we entered into a third amendment to our secured credit facility, which provides for an additional term loan facility consisting of Incremental B-2 term loans in the aggregate principal amount of $200.0 million. As of June 30, 2012, aggregate borrowings under the secured credit facility amounted to $2.3 billion. The table below summarizes our aggregate long-term debt obligations as of June 30, 2012 (in thousands).

| | | Payments Due by Period | | | |
|---|---|---|---|---|---|
| | **Total** | **2012** | **2013-2014** | **2015-2016** | **Thereafter** |
| Long-term debt obligations | $ 3,557,641 | $ 29,042 | $ 108,973 | $ 1,710,356 | $ 1,709,270 |

The following summarizes our principal contractual obligations as of June 30, 2012 that have changed significantly since December 31, 2011, other than the changes described above with respect to our secured credit facility, and the effects such obligations are expected to have on our liquidity and cash flow in future periods. Other contractual obligations that were presented in our Annual Report on Form 10-K, as amended, for the year ended December 31, 2011, but omitted below, represent those that have not changed significantly since that date.

*(a) Acquisition-related Contingent Consideration Obligations*

AmMed

With respect to AmMed Direct LLC, the terms of the acquisition agreement require us to pay an earn-out upon successfully meeting certain operational targets within six months of the acquisition date. The maximum amount of the earn-out payment is $2.0 million.

Capital Toxicology

The initial terms of the acquisition agreement for Capital Toxicology, LLC, provided for an earn-out calculated based on the amount, if any, by which EBITDA derived from the acquired business exceeded specified targets during each of the calendar years 2011 and 2012. A portion of the earn-out for the 2011 calendar year totaling approximately $2.1 million was earned and accrued as of December 31, 2011. During the first quarter of 2012, the acquisition agreement was modified to base the earn-out on the excess of actual cash collections for 2011 sales over 2011 expenses rather than EBITDA. This new criteria resulted in an incremental $2.9 million accrual related to the earn-out for the 2011 calendar year based on cash collections through March 31, 2011. $4.1 million was paid in respect of the earn-out for the 2011 calendar year during the second quarter of 2012. An additional payment may be made based on incremental cash collections for 2011 sales received prior to August 31, 2012. The maximum potential remaining amount of the earn-out payments for both the 2011 and 2012 calendar years is approximately $11.9 million.

eScreen

With respect to eScreen, the terms of the acquisition agreement require us to pay earn-outs upon successfully meeting certain financial targets during calendar years 2012 through 2014. The maximum amount of the earn-out payments is $70.0 million.

Standing Stone

With respect to Standing Stone, Inc., or Standing Stone, the terms of the acquisition agreement require us to pay earn-outs and employee bonuses upon successfully meeting certain operational, product development and revenue targets during the period from the date of acquisition through calendar year 2013. A cash earn-out payment totaling approximately $5.5 million and employee bonus payments totaling approximately $0.3 million for the achievement of the first two milestones were made during the second quarter of 2012. The maximum remaining amount of the earn-out payments is approximately $5.5 million. The maximum remaining amount of the employee bonuses is $0.3 million.

*(b) Contingent Obligations*

Standing Stone

Under the terms of the acquisition agreement we acquired the remaining 19.08% of the issued and outstanding capital stock of Standing Stone, the holders of which were officers and employees of Standing Stone, in May 2012 for an aggregate purchase price of approximately $2.6 million.

**Critical Accounting Policies**

The discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements in accordance with generally accepted accounting principles requires us to make estimates and judgments that may affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On a quarterly basis, we evaluate our estimates, including those related to revenue recognition and related allowances, bad debt, inventory, valuation of long-lived assets, including intangible assets and goodwill, income taxes, including any valuation allowance for our net deferred tax assets, contingencies and litigation, and stock-based compensation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

There have been no significant changes in our critical accounting policies or management estimates since December 31, 2011. A comprehensive discussion of our critical accounting policies and management estimates is included in Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K, as amended, for the year ended December 31, 2011.

**Recent Accounting Pronouncements**

See Note 16 in the notes to the consolidated financial statements included in this Quarterly Report on Form 10-Q, regarding the impact of certain recent accounting pronouncements on our consolidated financial statements.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our market risks, and the ways we manage them, are summarized in Part II, Item 7A, Quantitative and Qualitative Disclosures About Market Risk of our Annual Report on Form 10-K, as amended, for the year ended December 31, 2011. Market risks that were presented in our annual report but are omitted below represent those that have not changed significantly since that date. The following discussion about our market risk disclosures involves forward-looking statements. Actual results could differ materially from those discussed in the forward-looking statements.

**Interest Rate Risk**

We are exposed to market risk from changes in interest rates primarily through our investing and financing activities. In addition, our ability to finance future acquisition transactions or fund working capital requirements may be impacted if we are not able to obtain appropriate financing at acceptable rates.

Our investing strategy to manage interest rate exposure is to invest in short-term, highly-liquid investments. Our investment policy also requires investment in approved instruments with an initial maximum allowable maturity of eighteen months and an average maturity of our portfolio that should not exceed six months, with at least $500,000 cash available at all times. Currently, our short-term investments are in money market funds with original maturities of 90 days or less. At June 30, 2012, our short-term investments approximated market value. At June 30, 2012, under the credit agreement for our secured credit facility we had (i) term loans in an aggregate outstanding principal amount of $2.3 billion (consisting of A term loans (including the Delayed-Draw term loans) in the aggregate principal amount of $901.6 million, B term loans in the aggregate principal amount of $918.1 million, Incremental B-1 term loans in the aggregate principal amount of $248.8 million and Incremental B-2 term loans in the aggregate principal amount of $197.6 million), (ii) $47.5 million of outstanding borrowings under the revolving line of credit and (iii) subject to our continued compliance with the credit agreement, the ability to borrow a maximum of up to an additional $202.5 million under a revolving line of credit, which includes a $50.0 million sublimit for the issuance of letters of credit. Loans can be either Base Rate Loans or Eurodollar Rate Loans at our election, and interest accrues on loans and our other Obligations under the terms of the credit agreement as follows (with the terms referenced above and below in this paragraph having the meanings given to them in the credit agreement): (i) in the case of loans that are Base Rate Loans, at a rate *per annum* equal to the sum of the Base Rate and the Applicable Margin, each as in effect from time to time, (ii) in the case of loans that are Eurodollar Rate Loans, at a rate *per annum* equal to the sum of the Eurodollar Rate and the Applicable Margin, each as in effect for the applicable Interest Period, and (iii) in the case of other Obligations, at a rate *per annum* equal to the sum of the Base Rate and the Applicable Margin for Revolving Loans that are Base Rate Loans, each as in effect from time to time. The Base Rate is a floating rate which approximates the U.S. prime rate as in effect from time to time. The Eurodollar Rate is equal to the LIBOR rate and is set for a period of one, two, three or six months at our election. Applicable Margins for our A term loans (including the Delayed-Draw term loans) and revolving line of credit loans range from (i) with respect to such loans that are Base Rate Loans, 1.75% to 2.50% and (ii) with respect to such loans that are Eurodollar Rate Loans, 2.75% to 3.50%, in each case, depending upon our consolidated secured leverage ratio (as determined under the credit agreement). Applicable Margins for our B term loans, Incremental B-1 term loans and Incremental B-2 term loans range from (i) with respect to such loans that are Base Rate Loans, 2.50% to 3.25% and (ii) with respect to such loans that are Eurodollar Rate Loans, 3.50% to 4.25%, in each case, depending upon our consolidated secured leverage ratio. Interest on B term loans, Incremental B-1 term loans and Incremental B-2 term loans based on the Eurodollar Rate is subject to a 1.00% floor with respect to the base Eurodollar Rate. As of June 30, 2012, the A term loans (including the Delayed-Draw term loans), the B term loans, the Incremental B-1 term loans, the Incremental B-2 term loans and the revolving line of credit loans bore interest (including applicable margins) at 3.24%, 4,75%, 4.75%, 4.75% and 3.24% per annum, respectively.

Assuming no changes in our consolidated secured leverage ratio, the effect of interest rate fluctuations on outstanding borrowings as of June 30, 2012 over the next twelve months is quantified and summarized as follows (in thousands):

| | Interest Expense Increase |
|---|---|
| Interest rates payable by us increase by 100 basis points | $ 23,135 |
| Interest rates payable by us increase by 200 basis points | $ 46,269 |

50

**Table of Contents**

**ITEM 4. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures*

Our management evaluated, with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a -15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our management, including the CEO and CFO, concluded that our disclosure controls and procedures were effective at that time. We and our management understand nonetheless that controls and procedures, no matter how well designed and operated, can provide only reasonable assurances of achieving the desired control objectives, and our management necessarily was required to apply its judgment in evaluating and implementing possible controls and procedures. In reaching their conclusions stated above regarding the effectiveness of our disclosure controls and procedures, our CEO and CFO concluded that such disclosure controls and procedures were effective as of such date at the reasonable assurance level.

*Changes in Internal Control over Financial Reporting*

There was no change in our internal control over financial reporting that occurred during the most recent fiscal quarter covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

Please see Part I, Item 2, Management s Discussion and Analysis of Financial Conditions and Results of Operations FDA and OIG Matters Relating to Alere Triage Products for a description of certain legal matters.

**ITEM 1A. RISK FACTORS**

*This section updates and supplements the risk factors detailed in Part I, Item 1A, Risk Factors, of our Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2011, and should be read in conjunction with such disclosure. The risks described below may materially impact your investment in our company or may in the future, and, in some cases, already do materially affect us and our business, financial condition and results of operations. You should carefully consider these factors with respect to your investment in our securities.*

**We face risks and uncertainties relating to the FDA inspection and subpoena with respect to our Alere Triage products.**

In March 2012, the FDA began an inspection of our San Diego facility relating to our Alere Triage products, and we have received a subpoena from the Office of Inspector General of the Department of Health and Human Services, or the OIG, seeking documents relating primarily to the quality control testing and performance characteristics of Alere Triage products. As a result of the FDA inspection, and as previously disclosed, we implemented two recalls of Alere Triage products during the second quarter of 2012. We also implemented interim quality control release specifications and agreed to implement final, tighter quality control release specifications by September 30, 2012. In June 2012, the inspection was closed, and we received inspectional observations on FDA Form 483. We have provided the FDA with a written response to the 483 that describes proposed actions for resolving each of the inspectional observations. We have already completed a number of these actions and are working to implement the others. In addition, we are in the process of implementing product and process changes which we hope will ultimately improve manufacturing yield rates under both the interim release specifications, which we have been shipping against since early April 2012, and the final release specifications, which have not yet been determined. We intend to work cooperatively with both the FDA and OIG with respect to these matters. It is possible that the issues arising out of the inspection and subpoena may be expanded to cover other matters. We may be unable to implement corrective actions within a timeframe and in a manner satisfactory to the FDA. We are unable to predict when these matters will be resolved or what action, if any, the government will take in connection with these matters. Also, except for anticipated increases in manufacturing costs and decreased profitability for our Alere Triage products, we are unable to predict what impact these matters or ensuing proceedings, if any, will have on our financial condition, results of operations or cash flows. Our related efforts to improve our production and quality control processes and increase production have increased our manufacturing costs, and we expect that our costs will continue to increase as we prepare to meet the final release specifications due to be implemented by September 30, 2012. Because our efforts to improve our manufacturing processes are ongoing and because the final release specifications have not yet been determined, we are unable to determine the extent to which our manufacturing costs will increase as a result of these matters or the impact of these matters on the profitability of these products. For the same reasons, we cannot predict the continuing impact of the interim or final quality control release specifications on our manufacturing yields, and we cannot guarantee that we will be able to manufacture all of the impacted products at cost-effective yield rates under the final release specifications, in which case we may be required to, or we may opt to, cease production and sale of the impacted products. In any case, we expect that our ability to supply certain Alere Triage products will continue to be limited, which is expected to adversely affect revenues from sales of these products. We are unable to predict the scope of any further product recalls or the duration of any product shortage. We have received inquiries from regulatory authorities outside the United States regarding the Alere Triage recalls in the United States and in at least one case, remedial or corrective action was required. It is possible that foreign regulatory authorities might require us to take additional actions with respect to Alere Triage products sold outside the United States. Our revenues and market share could be adversely affected by customer decisions to switch to competing products due to product shortages or damage to our reputation resulting from these matters. In connection with these matters, we may face potential enforcement proceedings by the government, potential civil or criminal fines and penalties, including disgorgement of amounts received for any adulterated products, potential withdrawals of regulatory approvals, the possibility of injunctive relief, which could limit, modify or constrain our ability to manufacture, market and sell our products, possible exclusion from participation in government healthcare programs, such as Medicare and Medicaid, and potential product liability litigation. We are unable to predict the costs we may incur in responding to the subpoena or other potential investigations of these matters. Any of these risks and uncertainties could adversely affect our revenues, results of operations, cash flows and financial condition.

Table of Contents

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

During the period covered by this report, we issued 16,667 shares of our common stock upon the exercise of warrants for cash, resulting in aggregate proceeds to us of $225,671. During the period covered by this report, we issued 8,213 shares of our common stock upon the net exercise of warrants to purchase 25,700 shares of our common stock, resulting in aggregate non-cash consideration to us of $347,978. The warrants were issued in 2002 in a private placement relating to an acquisition. The shares issued upon exercise of the warrants were offered and sold, in 50 separate transactions, pursuant to the exemption from registration afforded by Section 4(2) of the Securities Act of 1933, as amended, or the Securities Act.

**ITEM 6. EXHIBITS**

**Exhibits:**

| Exhibit No. | Description |
|---|---|
| *3.1 | Amended and Restated Certificate of Incorporation of Alere Inc., as amended |
| *31.1 | Certification by Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| *31.2 | Certification by Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| *32.1 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| *101 | Interactive Data Files regarding (a) our Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2012 and 2011, (b) our Consolidated Statements of Comprehensive Income for the Three and Six Months Ended June 30, 2012 and 2011, (c) our Consolidated Balance Sheets as of June 30, 2012 and December 31, 2011, (d) our Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2012 and 2011 and (e) the Notes to such Consolidated Financial Statements. |

* Filed herewith

Table of Contents

## SIGNATURE

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.

| | |
|---|---|
| | ALERE INC. |
| Date: August 8, 2012 | /s/ David Teitel<br>David Teitel<br>Chief Financial Officer and an authorized officer |

53