

BIOVERIS CORP
 Form 3/A
 May 10, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---------|----------|--|--|---|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Last) | (First) | (Middle) | 04/04/2007 | BIOVERIS CORP [BIOV] | |
| ROCHE HOLDING, LTD, GRENZACHERSTRASSE 124 (Street) | | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | 04/13/2007 |
| BASEL, V8 CH-4070 (City) (State) (Zip) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| No securities owned | 0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | See notes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|---------------------|---|
|------------------|-----------------|-------|----------------------------|---------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROCHE HOLDING LTD ROCHE HOLDING, LTD GRENZACHERSTRASSE 124 BASEL, V8 CH-4070 | Â | Â X | Â | Â |

Signatures

/s/ Bruno Maier,
Director
05/10/2007
Date

/s/ Beat Kraehenmann,
Director
05/10/2007
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On April 4, 2007, Roche Holding Ltd ("Roche"), one of its wholly-owned subsidiaries ("Merger Sub") and BioVeris Corporation ("BioVeris") entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Merger Sub will merge into BioVeris (the "Merger"), with BioVeris becoming a wholly-owned subsidiary of Roche.
- In connection with the execution of the Merger Agreement, on April 4, 2007, Roche entered into an agreement (the "Stockholders Agreement") with Samuel J. Wohlstadter and Nadine Wohlstadter (the "Stockholders"), pursuant to which the Stockholders agreed to vote all of the shares of Common Stock and Series B Preferred Stock beneficially owned by them in favor of the Merger. The Stockholder Agreement incorrectly stated the amount of shares of Common Stock beneficially owned by the Stockholders to be 5,795,914 (including 332,000 shares subject to outstanding options). In fact, the Stockholders beneficially own 5,597,437 shares of Common Stock (including 332,000 shares subject to outstanding options which amount includes vested and unvested options), which represents 19.3% of the outstanding Common Stock (excluding underlying options), and all 1,000 shares of Series B Preferred Stock outstanding.
- (2) To correct this error, Roche and the Stockholders entered into an Amended and Restated Stockholders Agreement, dated as of May 2, 2007 (the "Amended and Restated Stockholders Agreement").
- Although Roche may, by virtue of the Amended and Restated Stockholders Agreement, be deemed a beneficial owner pursuant to Section 13(d) of the Securities Exchange Act of 1934 (the "Act") of the shares beneficially owned by the Stockholders, Roche has no "pecuniary" interest in such shares. Pursuant to Rule 16a-1(a)(4) under the Act, Roche hereby states that this Initial Statement of Beneficial Ownership of Securities on Form 3 shall not be deemed an admission that Roche is, for the purposes of Section 16 of the Act or otherwise, the beneficial owner of any equity securities of BioVeris and such beneficial ownership is expressly disclaimed. For additional information regarding the Merger Agreement, the Stockholders Agreement and the Amended and Restated Stockholders Agreement, please see the Schedules 13D filed by Roche with the Securities and Exchange Commission on April 12, 2007 and on May 10, 2007.
- (3) Ownership of Securities on Form 3 shall not be deemed an admission that Roche is, for the purposes of Section 16 of the Act or otherwise, the beneficial owner of any equity securities of BioVeris and such beneficial ownership is expressly disclaimed. For additional information regarding the Merger Agreement, the Stockholders Agreement and the Amended and Restated Stockholders Agreement, please see the Schedules 13D filed by Roche with the Securities and Exchange Commission on April 12, 2007 and on May 10, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.