

INVERNESS MEDICAL INNOVATIONS INC

Form 424B7

January 04, 2008

Filed Pursuant to Rule 424(b)(7)
Registration No. 333-145249

Prospectus Supplement No. 2

(To Prospectus dated August 8, 2007)

INVERNESS MEDICAL INNOVATIONS, INC.

3% Convertible Senior Notes due 2016

and up to 2,868,120 Shares of Common Stock Issuable Upon Conversion of the Notes
587,985 Shares of Common Stock issued in connection with certain acquisitions

This prospectus supplement no. 2 supplements and amends the prospectus dated August 8, 2007, and prospectus supplement no. 1 dated September 28, 2007, relating to the offering for resale of our 3% Convertible Senior Subordinated Notes due 2016, the shares of our common stock issuable upon conversion of the notes, and shares of our common stock issued in connection with certain acquisitions.

You should read this prospectus supplement in conjunction with the prospectus, as previously supplemented. This prospectus supplement is not complete without, and may not be delivered or used except in conjunction with, the prospectus, as previously supplemented. This prospectus supplement is qualified by reference to the prospectus, as previously supplemented, except to the extent that the information provided by this prospectus supplement supersedes information in the prospectus, as previously supplemented.

You should carefully read and consider the risk factors that we have described in the section titled Risk Factors beginning on page 4 of the prospectus, as previously supplemented, before investing in the notes or shares of our common stock.

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

The date of this prospectus supplement is January 4, 2008.

The information in the table appearing under the caption *Note Selling Stockholders* commencing on page 22 of the prospectus, as previously supplemented, is supplemented and amended by replacing the information in the prospectus, as previously supplemented, regarding the below named selling security holder with the information set forth in the table below.

The following table is based solely on information provided by the selling security holder. This information represents the most current information provided to us by the selling security holder, and does not reflect notes or shares previously disclosed on the prospectus to which the selling security holder no longer reports beneficial ownership. The selling security holder may have sold or transferred, in transactions exempt from the registration requirements of the Securities Act or otherwise, some or all of the notes or shares of our common stock since the information in the table was provided to us. Notes or shares included in this prospectus supplement may have been described as held by a different selling security holder in the prospectus, as previously supplemented.

References to footnotes in the following table are references to footnotes to the table appearing under the caption *Note Selling Security Holders* commencing on page 22 of the prospectus, as previously supplemented.

Note Selling Security Holders

| Selling Security Holder (1) | Amount of Notes Beneficially Owned (\$) | Amount of Notes Offered Hereby(\$)(2) | Shares of Common Stock Beneficially Owned(3) | Shares of Common Stock Offered Hereby(2)(3) | Shares of Common Stock to be Owned After Offering | Percentage of All Common Stock (2)(4) |
|------------------------------------|--|--|---|--|--|--|
| Jeffries & Company, Inc. (6) | \$2,035,000 | \$2,035,000 | 38,910 | 38,910 | 0 | * |

* Less than 1%.