

ALERE INC.
Form DEFA14A
October 03, 2016

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by
Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

ALERE INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the
Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules
14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

ALERE INC.
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SUPPLEMENT TO PROXY STATEMENT
FOR THE SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON OCTOBER 21, 2016

This is a supplement (the “Supplement”) to the proxy statement dated September 23, 2016 (the “Proxy Statement”) of Alere Inc. (“Alere” or the “Company”) that was mailed to the Company’s stockholders in connection with the solicitation of proxies for use at the special meeting of stockholders to be held on October 21, 2016 at 9:00 a.m., local time, at the Westin Waltham Boston at 70 3rd Avenue, Waltham, Massachusetts 02451.

This Supplement is being provided to update certain information provided in the section of the Proxy Statement entitled “The Merger—Background of the Merger”. The following disclosure supplements and is to be inserted after the second full paragraph on page 37 of the Proxy Statement:

On September 29, 2016, the Delaware Chancery Court entered an order that, among other things, adopted a detailed schedule setting forth actions required to be taken by specified dates in order to obtain all antitrust clearances required by the merger agreement. By order of the court, the schedule is confidential. The court order also (i) requires Abbott to provide Alere with advance notice of, and the right to participate (in a manner not inconsistent with the terms of the merger agreement) in, all future discussions with antitrust regulators worldwide; (ii) appoints a Special Master to confidentially mediate any disputes regarding compliance with the order or the parties’ obligations under the merger agreement; (iii) lifts the stay of the case and permits discovery to commence immediately, including with respect to potential breaches of the merger agreement by Abbott; and (iv) sets a preliminary injunction hearing date on Alere’s claims for January 27, 2017, if necessary. Alere is very pleased with the court’s actions and is highly confident that the merger will be completed in accordance with the terms set forth in the merger agreement.

Additional Information and Where to Find It

This communication may be deemed to be solicitation material in respect of the proposed acquisition of Alere by Abbott. In connection with the proposed acquisition, Alere has filed relevant materials with the United States Securities and Exchange Commission (the “SEC”), including Alere’s definitive proxy statement. Stockholders of Alere are urged to read all relevant documents filed with the SEC, including Alere’s definitive proxy statement, because they contain important information about the proposed transaction and the parties to the proposed transaction. Investors and security holders are able to obtain the proxy statement, any amendments or supplements to the proxy statement and other documents (once available) free of charge at the SEC’s website at www.sec.gov, or free of charge from Alere at <http://www.alere.com/en/home/investor-relations/sec-filings-and-financials.html> or by directing a request to Juliet Cunningham, Vice President, Alere Investor Relations at 858-805-2232 or ir@alere.com.

Participants in the Solicitation

Alere and its directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be “participants” in the solicitation of proxies from stockholders of Alere in favor of the proposed transaction. Information about Alere’s directors and executive officers is set forth in Alere’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015, which was filed with the SEC on August 8, 2016, and the definitive proxy statement which was filed with the SEC on September 26, 2016. Information concerning the interests of Alere’s participants in the solicitation, which may, in some cases, be different than those of Alere’s stockholders generally, is set forth in the materials filed by Alere with the SEC, including the definitive proxy statement relating to

the proposed transaction.

Cautionary Statement Regarding Forward-Looking Statements

This communication 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, including statements regarding the proposed merger, the expected timetable for completing, and the Company's confidence with respect to the completion of, the proposed merger and any other statements about the future expectations, beliefs, goals, plans or prospects of the board or management of the Company. Readers can identify these statements by forward-looking words such as "may," "could," "should," "would," "intend," "will," "expect," "anticipate," "believe," "estimate" or similar words. A number of important factors could cause actual results of Alere and its subsidiaries to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, (i) the risk that the proposed merger with Abbott may not be completed in a timely manner or at all; (ii) the failure to receive, on a timely basis or otherwise, the required approval of the proposed merger with Abbott by Alere's stockholders; (iii) the possibility that competing offers or acquisition proposals for Alere will be made; (iv) the possibility that any or all of the various conditions to the consummation of the merger may not be satisfied or waived, including the failure to receive any required regulatory approvals from any applicable governmental entities (or any conditions, limitations or restrictions placed on such approvals); (v) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement, including in circumstances which would require Alere to pay a termination fee or other expenses; (vi) the effect of the announcement or pendency of the transactions contemplated by the merger agreement on Alere's ability to retain and hire key personnel, its ability to maintain relationships with its customers, suppliers and others with whom it does business, or its operating results and business generally; (vii) risks related to diverting management's attention from Alere's ongoing business operations; (viii) the risk that stockholder litigation in connection with the transactions contemplated by the merger agreement may result in significant costs of defense, indemnification and liability; and (ix) the risk factors detailed in Part I, Item 1A, "Risk Factors," of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (as filed with the Securities and Exchange Commission on August 8, 2016) and other risk factors identified herein or from time to time in our periodic filings with the SEC. 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 communication. 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.