

ALERE INC.  
Form S-8  
September 11, 2013

As filed with the Securities and Exchange Commission on September 11, 2013

Registration Statement No. 333-\_\_\_\_\_

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

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

**ALERE INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State of Incorporation)**

**04-3565120**  
**(I.R.S. Employer**

**Identification No.)**

**51 Sawyer Road, Suite 200**

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**Waltham, Massachusetts 02453**

**(781) 647-3900**

**(Address of Registrant's Principal Executive Offices)**

**ALERE INC. 2010 STOCK OPTION AND INCENTIVE PLAN**

**(Full Title of the Plans)**

**Ron Zwanziger**

**Chairman, President and Chief Executive Officer**

**Alere Inc.**

**51 Sawyer Road, Suite 200**

**Waltham, Massachusetts 02453**

**(781) 647-3900**

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

**With copy to:**

**Jay McNamara, Esq.**

**Senior Counsel, Corporate & Finance**

**Alere Inc.**

**51 Sawyer Road, Suite 200**

**Waltham, Massachusetts 02453**

**(781) 647-3900**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities</b>               | <b>Amounts</b>      | <b>Proposed</b>       | <b>Proposed</b>          |                            |
|--|---------------------|-----------------------|--------------------------|----------------------------|
| <b>Being Registered</b>                  | <b>to be</b>        | <b>Maximum</b>        | <b>Maximum</b>           | <b>Amount of</b>           |
|  | <b>Registered</b>   | <b>Offering Price</b> | <b>Aggregate</b>         | <b>Registration Fee(2)</b> |
|  |                     | <b>Per Share(2)</b>   | <b>Offering Price(2)</b> |                            |
| Common Stock, par value \$.001 per share | 2,000,000 shares(1) | \$31.61               | \$63,220,000.00          | \$8,623                    |

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also relates to such indeterminate number of additional shares of the registrant's common stock as may be required pursuant to the Alere Inc. 2010 Stock Option and Incentive Plan, as amended, in the event of a stock dividend, stock split, split-up, recapitalization or other similar event.
- (2) This estimate is made pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purposes of determining the registration fee. Registration fee is based on the average of the high and low prices of the registrant's common stock as reported on the New York Stock Exchange on September 4, 2013.

This Registration Statement on Form S-8 is being filed by Alere Inc. (the Company) for the purpose of registering an additional 2,000,000 shares of common stock, par value \$.001 per share, to be issued pursuant to the Alere Inc. 2010 Stock Option and Incentive Plan, as amended (the Incentive Plan). The contents of the Company's Registration Statements on Form S-8 (Registration No. 333-170842 and Registration No. 333-183064) relating to the Incentive Plan are incorporated by reference into this Registration Statement in accordance with General Instruction E to Form S-8.

**Item 5. Interests of Named Experts and Counsel.**

The validity of the securities the Company is offering is being passed upon by Jay McNamara, Esq., Senior Counsel, Corporate & Finance, of the Company. Mr. McNamara owns an aggregate of approximately 3,991 shares of common stock of the Company, as well as options to purchase an additional 16,320 shares of common stock of the Company.

**Item 8. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| *5.1               | Opinion of Jay McNamara, Esq, Senior Counsel, Corporate & Finance, of Alere Inc.                            |
| *23.1              | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm                        |
| 23.2               | Consent of Jay McNamara, Esq., Senior Counsel, Corporate & Finance, of Alere Inc. (included in Exhibit 5.1) |
| 24.1               | Power of Attorney (contained in signature page)   |

\* Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, The Commonwealth of Massachusetts, on this 11th day of September, 2013.

**ALERE INC.**

By: /s/ Ron Zwanziger  
 Ron Zwanziger  
 Chairman, President and Chief Executive  
 Officer

**POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints each of Ron Zwanziger and David Teitel as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement (or any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>      | <b>Title</b>   | <b>Date</b>        |
|-----------------------|--|--------------------|
| /s/ Ron Zwanziger     | Chairman, Chief Executive Officer and President  | September 11, 2013 |
| Ron Zwanziger         | (Principal Executive Officer)  |                    |
| /s/ David Teitel      | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | September 11, 2013 |
| David Teitel          |  |                    |
| /s/ Håkan Björklund   | Director   | September 11, 2013 |
| Håkan Björklund       |  |                    |
| /s/ Carol R. Goldberg | Director   | September 11, 2013 |

Carol R. Goldberg

/s/ John F. Levy

Director

September 11, 2013

John F. Levy

|                          |          |                    |
|--------------------------|----------|--------------------|
| /s/ Stephen MacMillan    | Director | September 11, 2013 |
| Stephen MacMillan        |          |                    |
| /s/ Brian Markison       | Director | September 11, 2013 |
| Brian Markison           |          |                    |
| /s/ Jerry McAleer        | Director | September 11, 2013 |
| Jerry McAleer, Ph.D.     |          |                    |
| /s/ Thomas McKillop      | Director | September 11, 2013 |
| Thomas McKillop          |          |                    |
| /s/ Gregg J. Powers      | Director | September 11, 2013 |
| Gregg J. Powers          |          |                    |
| /s/ John A. Quelch       | Director | September 11, 2013 |
| John A. Quelch           |          |                    |
| /s/ James Roosevelt, Jr. | Director | September 11, 2013 |
| James Roosevelt, Jr.     |          |                    |

**EXHIBIT INDEX**

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