

INVERNESS MEDICAL INNOVATIONS INC

Form S-8

June 26, 2009

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As filed with the Securities and Exchange Commission on June 26, 2009

Registration No. 333-

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

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

Inverness Medical Innovations, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| Delaware (State or other jurisdiction of incorporation or organization) | 51 Sawyer Road, Suite 200 Waltham, Massachusetts 02453 (Address of Principal Executive Offices) (Zip Code) | 04-3565120 (I.R.S. Employer Identification No.) |
| Inverness Medical Innovations, Inc. 2001 Employee Stock Purchase Plan (Full title of the plan) | | |

Ron Zwanziger
Chairman, Chief Executive Officer and President
Inverness Medical Innovations, Inc.
51 Sawyer Road, Suite 200
Waltham, Massachusetts 02453
(Name and address of agent for service)
(781) 647-3900
(Telephone number, including area code, of agent for service)

With a copy to:
Jay McNamara, Esq.
Senior Counsel, Corporate & Finance
Inverness Medical Innovations, 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 Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|---|------------------------------------|--|--|-----------------------------------|
| Common Stock, \$0.001 par value per share | 1,000,000 | 34.32 | 34,320,000.00 | \$1915.06 |

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), 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 Inverness Medical Innovations, Inc. 2001 Employee Stock Purchase 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 457(h)(1) under the Securities Act of 1933, as

amended, solely
for the purposes
of determining
the registration
fee. The price
per share and
aggregate
offering price
are based on the
average of the
high and low
prices of the
registrant's
common stock
as reported on
the American
Stock Exchange
on June 23,
2009.

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Ex-5.1 Opinion of Jay McNamara, Esq. Senior Counsel

Ex-23.1 Consent of BDO Seidman, LLP

Ex-23.2 Consent of Ernst & Young LLP

Ex-23.3 Consent of KPMG LLP

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This Registration Statement on Form S-8 is being filed by Inverness Medical Innovations, Inc. (the Company) for the purpose of registering an additional 1,000,000 shares of common stock, par value \$.001 per share, to be issued pursuant to the Inverness Medical Innovations, Inc. 2001 Employee Stock Purchase Plan, as amended (the Plan). The contents of the Company's Registration Statements on Form S-8 (Registration No. 333-74032, and Registration No. 333-152362) relating to the 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 3,229 shares of common stock of the Company, as well as options to purchase an additional 20,579 shares of common stock of the Company.

Item 8. Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| *5.1 | Opinion of Jay McNamara, Esq, Senior Counsel, Corporate & Finance, of Inverness Medical Innovations, Inc. |
| *23.1 | Consent of BDO Seidman, LLP, Independent Registered Public Accounting Firm. |
| *23.2 | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm. |
| *23.3 | Consent of KPMG LLP, Independent Registered Public Accounting Firm. |
| 23.4 | Consent of Jay McNamara, Esq., Senior Counsel, Corporate & Finance, of Inverness Medical Innovations, Inc. (included in Exhibit 5.1) |
| 23.5 | Power of Attorney (contained in signature page) |

* Filed herewith.

Table of Contents**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 June 26, 2009.

**INVERNESS MEDICAL INNOVATIONS,
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.

| Signature | Title | Date |
|--|--|---------------|
| /s/ Ron Zwanziger Ron Zwanziger | Chairman, Chief Executive Officer and President (Principal Executive Officer) | June 26, 2009 |
| /s/ David Teitel David Teitel | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | June 26, 2009 |
| /s/ Carol R. Goldberg Carol R. Goldberg | Director | June 26, 2009 |
| /s/ Robert P. Khederian Robert P. Khederian | Director | June 26, 2009 |
| /s/ John F. Levy | Director | June 26, 2009 |

John F. Levy

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| Signature | Title | Date |
|--|--------------|---------------|
| /s/ Jerry McAleer, Ph.D. Jerry McAleer, Ph.D. | Director | June 26, 2009 |
| /s/ John A. Quelch John A. Quelch | Director | June 26, 2009 |
| /s/ David Scott, Ph.D. David Scott, Ph.D. | Director | June 26, 2009 |
| Peter Townsend | Director | June __, 2009 |
| /s/ James Roosevelt, Jr. James Roosevelt, Jr. | Director | June 26, 2009 |
| /s/ Eli Y. Adashi, MD Eli Y. Adashi, MD | Director | June 26, 2009 |

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