

GEN PROBE INC
Form PRER14A
June 20, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule14a-101)

Proxy Statement Pursuant To Section 14(a) of the Securities

Exchange Act of 1934

(Amendment No. 1)

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 Materials Pursuant to §240.14a-12

GEN-PROBE INCORPORATED

(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):

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.. No fee required.

b 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 the transaction applies:

Common Stock, par value \$0.0001 per share (the Common Stock), of Gen-Probe Incorporated

2) Aggregate number of securities to which transaction applies:

45,411,899 shares of Common Stock (including 64,047 shares of restricted stock), 5,876,214 options to purchase shares of Common Stock, and 313,308 rights to purchase shares of Common Stock subject to performance-based restrictions.

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):

The maximum aggregate value was determined for purposes of calculating the filing fee only based upon the sum of (A) 45,411,899 shares of Common Stock (including 64,047 shares of restricted stock) multiplied by \$82.75 per share, (B) options to purchase 5,876,214 shares of Common Stock multiplied by \$53.43 (which is the weighted average exercise price per share as of April 27, 2012) and (C) rights to purchase 313,308 shares of Common Stock subject to performance-based restrictions multiplied by \$82.75. In accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended, the filing fee was determined by multiplying 0.0001146 by the sum calculated in the preceding sentence.

4) Proposed maximum aggregate value of transaction:

\$4,097,726,993.27

5) Total fee paid:

\$469,599.51

b Fee paid previously with preliminary materials.

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.. 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:

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PRELIMINARY PROXY STATEMENT SUBJECT TO COMPLETION

Dated June 20, 2012

Gen-Probe Incorporated

, 2012

Dear Fellow Stockholders:

You are cordially invited to attend a special meeting of stockholders of Gen-Probe Incorporated (Gen-Probe) to be held on , 2012 at our corporate headquarters, located at 10210 Genetic Center Drive, San Diego, California 92121 at Pacific Time.

At the special meeting, you will be asked to consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of April 29, 2012, by and among Gen-Probe, Hologic, Inc. (Hologic) and Hologic s direct wholly owned subsidiary, Gold Acquisition Corp. Under the terms of the merger agreement, Gold Acquisition Corp. will merge with and into Gen-Probe, with Gen-Probe continuing as the surviving corporation following the merger. If the merger agreement is adopted and the merger is completed, you will be entitled to receive \$82.75 in cash, without interest and less any applicable withholding taxes, for each share of Gen-Probe common stock that you own as of the effective time of the merger.

After careful consideration and following the unanimous recommendation of a strategic transaction committee of our board of directors, our board of directors has unanimously determined that it is in the best interests of Gen-Probe and its stockholders, and has declared it advisable, for Gen-Probe to enter into the merger agreement, and has unanimously approved the execution, delivery and performance by Gen-Probe of its obligations thereunder and the consummation of the transactions contemplated thereby, including the merger. **Therefore, our board of directors has unanimously approved the merger agreement and unanimously recommends that you vote FOR the adoption of the merger agreement. Our board of directors also unanimously recommends that you vote FOR the proposal regarding certain merger-related executive compensation arrangements.**

Your vote is very important, regardless of the number of shares you own. We cannot complete the merger unless the merger agreement is adopted by the affirmative vote of the holders of a majority of the outstanding shares of our common stock. **The failure of any stockholder to vote on the proposal to adopt the merger agreement will have the same effect as a vote against the adoption of the merger agreement.**

Our board of directors considered a number of factors in evaluating the transaction and also consulted with our financial advisor and outside legal counsel. The attached proxy statement contains a detailed discussion of the background of, and reasons for, the merger, as well as the terms of the merger agreement. A copy of the merger agreement is attached as Annex A to the proxy statement. We encourage you to read the proxy statement carefully and in its entirety. You may also obtain more information about Gen-Probe from documents we have filed with the Securities and Exchange Commission.

Whether or not you plan to attend the special meeting, please complete, date, sign and return, as promptly as possible, the enclosed proxy card in the accompanying reply envelope, or submit your proxy by telephone or the Internet. If you have Internet access, we encourage you to vote via the Internet. If you attend the special meeting and vote in person, your vote by ballot will revoke any proxy previously submitted.

On behalf of Gen-Probe s board of directors, thank you for your continued support.

Sincerely,

CARL W. HULL

Chairman and Chief Executive Officer

The proxy statement is dated , 2012, and is first being mailed to stockholders on or about , 2012.

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PRELIMINARY PROXY STATEMENT SUBJECT TO COMPLETION

Dated June 20, 2012

Gen-Probe Incorporated

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On _____, 2012

To the Stockholders of Gen-Probe Incorporated:

A special meeting of stockholders of Gen-Probe Incorporated, a Delaware corporation ("Gen-Probe"), will be held on _____, 2012, at our corporate headquarters, located at 10210 Genetic Center Drive, San Diego, California 92121 at _____ Pacific Time for the following purposes:

1. To consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of April 29, 2012 (as the same may be amended from time to time, the "Merger Agreement"), by and among Gen-Probe, Hologic, Inc., a Delaware corporation ("Hologic"), and Gold Acquisition Corp., a Delaware corporation and a direct wholly owned subsidiary of Hologic ("Merger Sub"). A copy of the Merger Agreement is attached as Annex A to the accompanying proxy statement. Pursuant to the terms and subject to the conditions of the Merger Agreement, among other things, (a) Merger Sub will merge with and into Gen-Probe, with Gen-Probe being the surviving corporation (the "Merger"), and (b) each outstanding share of Gen-Probe's common stock, par value \$0.0001 per share (other than treasury shares, shares owned by Gen-Probe or any of its subsidiaries, shares owned by Hologic, Merger Sub or any other subsidiary of Hologic, and shares held by stockholders who have properly demanded, exercised and perfected and not withdrawn a demand for statutory appraisal rights, if any), will be converted into the right to receive \$82.75 in cash, without interest and less any applicable withholding taxes, as more fully described in the accompanying proxy statement.
2. To consider and vote on any proposal to adjourn the special meeting to a later date, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the Merger Agreement if there are insufficient votes to adopt the Merger Agreement at the time of the special meeting.
3. To hold a non-binding, advisory vote to approve certain compensation arrangements for Gen-Probe's named executive officers in connection with the Merger.
4. To transact such other business as may properly come before the special meeting or any adjournment or postponement thereof.

Our board of directors has specified June 29, 2012, at the close of business, as the record date for the purpose of determining the stockholders who are entitled to receive notice of, and to vote at, the special meeting. Only stockholders of record at the close of business on the record date are entitled to notice of and to vote at the special meeting.

The adoption of the Merger Agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Gen-Probe's common stock that are entitled to vote at the special meeting. The approval of the proposal to adjourn the special meeting and the proposal regarding certain merger-related executive compensation arrangements each require the affirmative vote of the holders of a majority of the shares of our common stock present and entitled to vote on the particular proposal at the special meeting, assuming a quorum is present. Even if you plan to attend the special meeting in person, we request that you complete, sign, date and return the enclosed proxy or submit your proxy by telephone or the Internet prior to the special meeting to ensure that your shares will be represented at the special meeting if you are unable to attend. If you have Internet access, we encourage you to vote via the Internet. If you are a stockholder of record, voting in person at the special meeting will revoke any proxy previously submitted. If you hold your shares through a bank, broker or other custodian, you must obtain a legal proxy from such custodian in order to vote in person at the special meeting. **If you fail to return your proxy card or do not submit your proxy by phone or the Internet and you fail to attend the special meeting, your shares will not be counted for purposes of determining whether a quorum is present at the meeting. The failure of any stockholder to vote in person**

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or by proxy on the proposal to adopt the Merger Agreement will have the same effect as a vote against the adoption of the Merger Agreement, but will not affect the outcome of any vote regarding the adjournment proposal or the non-binding proposal regarding certain merger-related executive compensation arrangements. If you return a proxy card or attend the special meeting in person but abstain from voting, this will have the effect of a vote against each of the proposals.

Please note that space limitations make it necessary to limit attendance at the special meeting to stockholders as of the record date (or their authorized representatives). If your shares are held by a bank or broker, please bring to the special meeting your statement evidencing your beneficial ownership of Gen-Probe's common stock. All stockholders should also bring photo identification.

After careful consideration and following the unanimous recommendation of a strategic transaction committee of our board of directors, our board of directors has unanimously determined that it is in the best interests of Gen-Probe and its stockholders, and has declared it advisable, for Gen-Probe to enter into the Merger Agreement. Our board of directors has unanimously approved the execution, delivery and performance by Gen-Probe of its obligations under the Merger Agreement and the consummation of the transactions contemplated thereby, including the Merger.

The board of directors unanimously recommends that you vote FOR adoption of the Merger Agreement, FOR the proposal to adjourn the special meeting to a later date, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the Merger Agreement if there are insufficient votes at the time of the special meeting to adopt the Merger Agreement, and FOR the non-binding proposal regarding certain Merger-related executive compensation arrangements.

Your vote is important. Whether or not you plan to attend the special meeting, please complete, sign and date the accompanying proxy card and return it in the enclosed prepaid envelope, or you may submit your proxy by telephone or the Internet by following the instructions printed on your proxy card. If you attend the special meeting, you may revoke your proxy and vote in person if you wish, even if you have previously returned your proxy card.

Properly executed proxy cards with no instructions indicated on the proxy card will be voted FOR the adoption of the Merger Agreement, FOR the proposal to adjourn the special meeting to a later date, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the Merger Agreement if there are insufficient votes to adopt the Merger Agreement at the time of the special meeting, and FOR the non-binding proposal regarding certain merger-related executive compensation arrangements.

Stockholders of Gen-Probe who do not vote in favor of the adoption of the Merger Agreement will have the right to seek appraisal of the fair value of their shares if the Merger is completed, but only if they submit a written demand for appraisal to Gen-Probe before the vote is taken on the Merger Agreement and they comply with all requirements of Delaware law, which are summarized in the accompanying proxy statement beginning on page 70 and which are also set forth as Annex C to the proxy statement.

By Order of the Board of Directors:

Sincerely,

CARL W. HULL

Chairman and Chief Executive Officer

San Diego, California

, 2012

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SUMMARY TERM SHEET

*The following summary highlights selected information in this proxy statement and may not contain all the information that may be important to you. Accordingly, we encourage you to read this proxy statement, its annexes and the documents referred to or incorporated by reference in this proxy statement carefully and in their entirety. Each item in this summary includes a page reference directing you to a more complete description of that topic. See *Where You Can Find More Information* beginning on page 76 of this proxy statement. References to *Gen-Probe, the Company, we, our or us* in this proxy statement refer to Gen-Probe Incorporated and its subsidiaries, and references to *the board, the board of directors or our board of directors* refer to the board of directors of Gen-Probe Incorporated, unless, in each case, otherwise indicated or the context otherwise requires.*

The Parties to the Merger (Page 19)

Gen-Probe Incorporated

Gen-Probe Incorporated, a Delaware corporation, is a global leader in the development, manufacture and marketing of rapid, accurate and cost-effective molecular diagnostic products and services that are used primarily to diagnose human diseases, screen donated human blood, and ensure transplant compatibility. Gen-Probe is headquartered in San Diego, California and employs approximately 1,400 people. Gen-Probe's common stock is listed on the NASDAQ Global Select Market under the symbol GPRO.

Hologic, Inc.

Hologic, Inc., a Delaware corporation, is a leading developer, manufacturer and supplier of premium diagnostic products, medical imaging systems and surgical products dedicated to serving the healthcare needs of women. Hologic's core business units are focused on breast health, diagnostics, GYN surgical, and skeletal health. Hologic provides a comprehensive suite of technologies with products for mammography and breast biopsy, breast magnetic resonance imaging, radiation treatment for early-stage breast cancer, cervical cancer screening, treatment for menorrhagia and uterine fibroids, osteoporosis assessment, preterm birth risk assessment, mini C-arm for extremity imaging and molecular diagnostic products including HPV and reagents for a variety of DNA and RNA analysis applications. Hologic employs approximately 5,000 people and reached \$1.79 billion in revenues in fiscal year 2011. Hologic's common stock is listed on the NASDAQ Global Select Market under the symbol HOLX.

Gold Acquisition Corp.

Gold Acquisition Corp., a Delaware corporation, which we refer to as Merger Sub, is a direct wholly owned subsidiary of Hologic. Merger Sub was formed exclusively for the purpose of effecting the transactions described in this proxy statement.

The Merger (Page 22)

The Agreement and Plan of Merger, dated as of April 29, 2012, which we refer to as the merger agreement, provides that, upon the terms and subject to the conditions set forth in the merger agreement, Merger Sub will merge with and into Gen-Probe, which we refer to as the merger. Gen-Probe will be the surviving corporation in the merger and will continue to do business as Gen-Probe Incorporated following the merger. In the merger, each outstanding share of Gen-Probe common stock (other than treasury shares, shares owned by Gen-Probe or any of its subsidiaries, shares owned by Hologic, Merger Sub or any other subsidiary of Hologic, and shares held by stockholders who have properly demanded, exercised and perfected and not withdrawn a demand for statutory appraisal rights, if any, which we refer to as dissenting shares) will be converted into the right to receive \$82.75 in cash, without interest and less any applicable withholding taxes. We sometimes refer to such per share cash amount in this proxy statement as the merger consideration.

Effects of the Merger (Pages 49 and 50)

If the merger is completed, you will be entitled to receive \$82.75 in cash, without interest and less any applicable withholding taxes, for each share of our common stock you owned, unless you have properly demanded, exercised and perfected and not withdrawn your statutory dissenter's rights of appraisal under

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Delaware law with respect to the merger. As a result of the merger, Gen-Probe will cease to be an independent, publicly traded company and will become a wholly owned subsidiary of Hologic. You will not own any shares of the surviving corporation following the merger.

Treatment of Stock Options and Other Awards (Pages 40 and 51)

Gen-Probe Stock Options. At the effective time of the merger, each stock option representing the right to acquire shares of our common stock granted under our equity plans (other than stock options granted on or after February 8, 2012), which we refer to as stock options, outstanding and unexercised immediately prior to the effective time will be cancelled and converted into the right to receive a cash amount equal to the product of the total number of shares of common stock previously subject to such option multiplied by an amount equal to the excess, if any, of (a) \$82.75 over (b) the exercise price per share previously subject to such option, without interest and less any applicable withholding taxes. Options where the exercise price per share is equal to or greater than the \$82.75 merger consideration will be cancelled for no value.

Each stock option that was granted on or after February 8, 2012, which we refer to as 2012 options, outstanding and unexercised immediately prior to the effective time will be assumed by Hologic and will continue to have, and be subject to, the same terms and conditions applicable to such option immediately prior to the effective time, and each such option will be, or will become, exercisable for a number of shares of Hologic common stock equal to the product of (a) the number of shares of Gen-Probe common stock that would have been issuable upon exercise of such option and (b) an amount equal to the quotient obtained by dividing (x) \$82.75 by (y) the average of the closing sales prices for a share of Hologic common stock on the NASDAQ Global Select Market, which we refer to as NASDAQ, for the five consecutive trading days ending on the trading day immediately prior to the effective time.

Gen-Probe Restricted Stock. With respect to (a) each share of our common stock that is subject to restrictions on transfer and/or forfeiture granted pursuant to any of our equity plans and (b) each deferred issuance restricted stock award, which we refer to collectively as shares of restricted stock, in each case that is outstanding immediately prior to the effective time, the vesting restrictions will lapse as of the effective time, and each such share of restricted stock will be cancelled and converted into the right to receive a cash amount equal to the product of the total number of shares of restricted stock outstanding immediately prior to the effective time multiplied by \$82.75, without interest and less any applicable withholding taxes. Any cash payment relating to shares of restricted stock granted pursuant to a deferred issuance restricted stock award will be paid at the time that shares would otherwise have been delivered pursuant to the terms of such award. Cash payments relating to all other shares of restricted stock will be paid following the effective time in the same manner as all other merger consideration payable with respect to shares of our common stock.

Gen-Probe Performance Shares. Each share of our common stock that is subject to performance-based conditions granted pursuant to any of our equity plans, which we refer to as performance shares, and each performance period thereunder, that is outstanding immediately prior to the effective time will terminate immediately prior to the effective time, and 150% of the target number of performance shares subject to each such performance share award with respect to each such performance period thereunder will fully vest as of the effective time and will be converted into the right to receive a cash amount equal to the product of the number of vested performance shares (after giving effect to the accelerated vesting described above) subject to such award outstanding immediately prior to the effective time multiplied by \$82.75, without interest and less any applicable withholding taxes.

Treatment of Employee Stock Purchase Plan (Page 51)

Under the merger agreement, the current offering period under Gen-Probe's employee stock purchase plan, which we refer to as the ESPP, will end on the earlier of June 30, 2012 or the day immediately preceding the effective time of the merger; no new offering period under the ESPP may commence on or following the day immediately preceding the effective time of the merger; and the ESPP will terminate in accordance with its terms as of the effective time of the merger. In addition, only persons who were participating in the ESPP prior to April 29, 2012 will be able to continue participating in the ESPP, and no new offering period may commence under the ESPP after April 29, 2012.

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The Special Meeting (Page 20)

Date, Time and Place. The special meeting will be held on _____, 2012 at our corporate headquarters, located at 10210 Genetic Center Drive, San Diego, California 92121 at _____ Pacific Time.

Purpose. You will be asked to consider and vote upon (1) the adoption of the merger agreement, pursuant to which Merger Sub will merge with and into Gen-Probe, with Gen-Probe continuing as the surviving corporation, (2) the adjournment of the special meeting to a later date, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the merger agreement if there are insufficient votes to adopt the merger agreement at the time of the meeting, (3) a non-binding proposal regarding certain merger-related executive compensation arrangements and (4) the transaction of such other business as may properly come before the special meeting or any adjournment or postponement thereof.

Record Date and Quorum. You are entitled to vote at the special meeting if you owned shares of our common stock at the close of business on June 29, 2012, the record date for the special meeting. You will have one vote for each share of our common stock that you owned on the record date. As of the record date, there were _____ shares of our common stock issued and outstanding and entitled to vote. A majority of the shares of our common stock issued, outstanding and entitled to vote at the special meeting present in person or by proxy constitutes a quorum for the purpose of considering the proposals.

Vote Required. The adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of our common stock entitled to vote at the special meeting. Approval of any proposal to adjourn the special meeting, if necessary or appropriate, for the purpose of soliciting additional proxies, and the non-binding proposal regarding certain merger-related executive compensation arrangements, each require the affirmative vote of the holders of a majority of the votes present that are entitled to vote at the special meeting, assuming a quorum is present.

Common Stock Ownership of Directors and Executive Officers. As of _____, 2012, the directors and executive officers of Gen-Probe held in the aggregate approximately _____ % of the shares of our common stock (including shares of restricted stock) entitled to vote at the special meeting. Gen-Probe expects that its directors and executive officers will vote their shares of common stock FOR the adoption of the merger agreement and the other proposals to be considered at the special meeting.

Recommendation of Our Board of Directors (Page 28)

After careful consideration and following the unanimous recommendation of a strategic transaction committee of our board of directors, our board of directors unanimously (i) determined that it is in the best interests of Gen-Probe and its stockholders for Gen-Probe to enter into the merger agreement, (ii) declared it advisable for Gen-Probe to enter into the merger agreement, (iii) approved the execution, delivery and performance by Gen-Probe of its obligations under the merger agreement and the consummation of the transactions contemplated thereby, including the merger, and (iv) resolved to recommend that the stockholders adopt the merger agreement, and directed that such matter be submitted for consideration of the stockholders of Gen-Probe at the special meeting. The board of directors unanimously recommends that Gen-Probe's stockholders vote FOR the adoption of the merger agreement, FOR the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies and FOR the non-binding proposal regarding certain merger-related executive compensation arrangements.

In reaching its recommendation, our board of directors consulted with Gen-Probe's management and its financial and legal advisors and considered a number of substantive factors, both positive and negative, and potential benefits and detriments of the merger, which are described in greater detail in *The Merger Reasons for the Merger; Recommendation of Our Board of Directors* beginning on page 28 of this proxy statement. Among other factors, our board of directors believed that the following factors supported its decision to approve the proposed merger:

The historical market prices of Gen-Probe common stock compared to the proposed merger consideration of \$82.75 per share of Gen-Probe common stock.

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The comparability of the merger to Gen-Probe's other alternatives.

The opinion of Morgan Stanley.

The terms of the merger agreement.

The fact that dissenters' appraisal rights would be available to Gen-Probe's stockholders under Delaware law.

Our board of directors also considered potential risks or negative factors relating to the merger, including, among others, the factors which are described in greater detail in "The Merger - Reasons for the Merger; Recommendation of Our Board of Directors" beginning on page 28 of this proxy statement, the following:

The fact that the completion of the merger will preclude Gen-Probe's stockholders from having the opportunity to participate in Gen-Probe's future earnings and growth and the future appreciation of its capital stock that could be anticipated if its strategic plan were successfully implemented on a stand-alone basis.

The fact that, although the merger agreement contains a fiduciary out, it does not contain a go shop provision and no market check was conducted since the 2011 process.

The fact that Hologic and Merger Sub are not required to consummate the merger if, despite their reasonable best efforts and the debt commitment letter, they are unable to obtain the financing necessary for consummation of the merger.

Interests of Gen-Probe's Directors and Executive Officers in the Merger (Page 40)

In considering the recommendation of the board of directors, you should be aware that our directors and executive officers may have interests in the merger that are different from, or in addition to, your interests as a stockholder, and that may present actual or potential conflicts of interest. Such interests include (i) severance payments under executive employment agreements entered into between Gen-Probe and its executive officers, (ii) accelerated vesting of stock options, restricted stock and performance shares held by Gen-Probe's executive officers and stock options held by Gen-Probe's directors and (iii) bonus payments under Gen-Probe's 2012 Executive Bonus Plan for certain of Gen-Probe's executive officers.

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The table below summarizes the potential payments and value of benefits for each of our named executive officers in connection with the merger, as required by Item 402(t) of Regulation S-K, assuming that the merger was consummated on June 18, 2012, the last practicable date prior to the filing of this proxy statement, and that each named executive officer experienced a qualifying termination of employment in connection with the merger (as discussed in more detail under The Merger Employment Agreements beginning on page 42 of this proxy statement) on such date. In addition to the amounts payable for our named executive officers set forth below, four of Gen-Probe's other executive officers would be entitled to payments and benefits for a qualifying termination event in connection with the merger totaling \$11,460,603 as a group. Certain of the amounts payable may vary depending on the actual dates of the consummation of the merger and any qualifying terminations of employment.

Name	Cash (\$)	Equity (\$)	Perquisites/ Benefits (\$)	Total (\$)
Carl W. Hull	5,008,846	9,680,840	27,395	14,717,081
Herm Rosenman	881,550	2,364,391	23,178	3,269,119
Daniel L. Kacian, Ph.D., M.D.	1,048,742	3,015,810	18,409	4,082,961
R. William Bowen	913,299	2,788,460	27,305	3,729,064
Jorgine Ellerbrock	881,146	2,504,458	26,705	3,412,309

For a more complete description of the interests of Gen-Probe's named executive officers and directors in the merger, see The Merger Interests of Gen-Probe's Directors and Executive Officers in the Merger beginning on page 40 of this proxy statement.

Opinion of Gen-Probe's Financial Advisor (Page 32)

In connection with the merger, our board of directors received an opinion from Morgan Stanley & Co. LLC, which we refer to as Morgan Stanley, as independent financial advisor to the Company selected by our board of directors, that, as of the date of such opinion, and based upon and subject to the various assumptions, considerations, qualifications and limitations set forth in the opinion, the consideration to be received by holders of shares of Company common stock (other than Hologic, Merger Sub and their respective affiliates) pursuant to the merger agreement was fair from a financial point of view to such holders. The full text of the written opinion of Morgan Stanley, dated April 29, 2012, is attached to this proxy statement as Annex B. We encourage you to read this opinion carefully and in its entirety for a description of the assumptions made, procedures followed, matters considered and limitations on the scope of the review undertaken. Morgan Stanley's opinion is directed to our board of directors and addresses only the fairness from a financial point of view of the consideration to be received by the holders of shares of Company common stock (other than Hologic, Merger Sub and their respective affiliates) pursuant to the merger agreement, does not address any other aspect of the merger and does not constitute a recommendation to any stockholder as to how to vote or act with respect to the merger. In arriving at its opinion, since July 2011, Morgan Stanley was not authorized to solicit, and did not solicit, interest from any party with respect to an acquisition, business combination or other extraordinary transaction involving the Company, nor did Morgan Stanley negotiate with any parties, other than Hologic, in connection with the current acquisition of the Company.

For a more complete description, see The Merger Opinion of Gen-Probe's Financial Advisor beginning on page 32 of this proxy statement. Also see Annex B to this proxy statement.

Regulatory Approvals (Page 47)

Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which we refer to as the HSR Act, and the rules promulgated thereunder by the Federal Trade Commission,