KADANT INC
Form S-3
July 08, 2009
Table of Contents

As filed with the Securities and Exchange Commission on July 8, 2009

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Kadant Inc.

(Exact name of registrant as specified in its charter)

Delaware	**52-1762325**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

One Technology Park Drive

Westford, Massachusetts 01886

(978) 776-2000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)

Sandra L. Lambert

Vice President, General Counsel and Secretary

Kadant Inc.

One Technology Park Drive

Westford, Massachusetts 01886

(978) 776-2000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copy to:

Hal J. Leibowitz

Wilmer Cutler Pickering Hale and Dorr LLP

60 State Street

Boston, Massachusetts 02109

Telephone: (617) 526-6000

Fax: (617) 526-5000

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ¨

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ¨

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ¨

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered (1)	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit(2)(3)	Proposed Maximum Aggregate Offering Price(2)(3)	Amount of Registration Fee (4)
Common stock, $0.01 par value per share (5)		(6)	(6)	(6)
Preferred stock, $0.01 par value per share		(6)	(6)	(6)
Debt securities		(6)	(6)	(6)
Warrants		(6)	(6)	(6)
Total			$100,000,000	$5,580

(1) There are being registered hereunder such indeterminate number of shares of common stock, such indeterminate number of shares of preferred stock, such indeterminate principal amount of debt securities, and such indeterminate number of warrants to purchase common stock, preferred stock or debt securities, as shall have an aggregate initial offering price not to exceed $100,000,000. If any debt securities are issued at an original issue discount, then the offering price of such debt securities shall be in such greater principal amount as shall result in an aggregate initial offering price not to exceed $100,000,000, less the aggregate dollar amount of all securities previously issued hereunder. Any securities registered hereunder may be sold separately or as units with other securities registered hereunder. The securities registered also include such indeterminate amounts and numbers of shares of common stock and numbers of shares of preferred stock, and principal amounts of debt securities, as may be issued upon conversion of or exchange for preferred stock or debt securities that provide for conversion or exchange, upon exercise of warrants or pursuant to the antidilution provisions of any such securities.

(2) In United States dollars or the equivalent thereof in any other currency, currency unit or units, or composite currency or currencies.
(3) The proposed maximum per unit and aggregate offering prices per class of security will be determined from time to time by the registrant in connection with the issuance by the registrant of the securities registered hereunder.
(4) Estimated solely for purposes of determining the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.
(5) Each share of common stock includes an associated right to purchase preferred stock. Prior to the occurrence of certain events, the rights will not be exercisable or evidenced separately from the common stock. See Description of Capital Stock Stockholder Rights Plan.
(6) Not required to be included in accordance with General Instruction II.D. of Form S-3.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

Subject to Completion, dated July 8, 2009

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS

Debt Securities

Preferred Stock

Common Stock

Warrants

We may issue debt securities, preferred stock, common stock and warrants, and we may offer and sell these securities from time to time in one or more offerings.

This prospectus describes the general terms of these securities and the general manner in which these securities will be offered. We will provide the specific terms of these securities in supplements to this prospectus. The prospectus supplements will also describe the specific manner in which these securities will be offered and may also supplement, update or amend information contained in this document. You should read this prospectus and any applicable prospectus supplement before you invest.

We may offer these securities in amounts, at prices and on terms determined at the time of offering. The securities may be sold directly to you, through agents, or through underwriters and dealers. If agents, underwriters or dealers are used to sell the securities, we will name them and describe their compensation in a prospectus supplement.

Our common stock is listed on the New York Stock Exchange under the symbol KAI. On July 7, 2009, the last reported sale price of our common stock was $10.00 per share.

Investing in these securities involves certain risks. See the information included and incorporated by reference in this prospectus and the accompanying prospectus supplement for a discussion of the factors you should carefully consider before deciding to purchase these securities. See Risk Factors on page 3.

Our principal executive offices are located at One Technology Park Drive, Westford, Massachusetts 01886, and our telephone number is (978) 776-2000.

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. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2009

Table of Contents

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS	1
WHERE YOU CAN FIND MORE INFORMATION	1
RISK FACTORS	3
FORWARD-LOOKING STATEMENTS	3
KADANT INC.	4
RATIOS OF EARNINGS TO FIXED CHARGES	5
USE OF PROCEEDS	5
DESCRIPTION OF DEBT SECURITIES	6
DESCRIPTION OF CAPITAL STOCK	15
DESCRIPTION OF WARRANTS	25
FORMS OF SECURITIES	27
PLAN OF DISTRIBUTION	29
LEGAL MATTERS	30
EXPERTS	31

Table of Contents

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, which we refer to as the SEC, utilizing a shelf registration process. Under this shelf registration process, we may from time to time sell any combination of the securities described in this prospectus in one or more offerings. We may offer any of the following securities: debt securities, preferred stock and common stock. We may also offer warrants to purchase debt securities, preferred stock or common stock.

This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide one or more prospectus supplements that will contain specific information about the terms of the offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read both this prospectus and the accompanying prospectus supplement together with the additional information described under the heading Where You Can Find More Information below.

You should rely only on the information contained in or incorporated by reference in this prospectus, any accompanying prospectus supplement or in any related free writing prospectus filed by us with the SEC. We have not authorized anyone to provide you with different information. This prospectus and the accompanying prospectus supplement do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities described in the accompanying prospectus supplement or an offer to sell or the solicitation of an offer to buy such securities in any circumstances in which such offer or solicitation is unlawful. You should assume that the information appearing in this prospectus, any prospectus supplement and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed materially since those dates.

The terms Kadant, we, our, and us refer, collectively, to Kadant Inc., a Delaware corporation, and its consolidated subsidiaries.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or the SEC. Our SEC filings are available to the public over the Internet at the SEC s website at *http://www.sec.gov.* Copies of certain information filed by us with the SEC are also available on our website at *http://www.kadant.com.* Our website is not a part of this prospectus. You may also read and copy any document we file at the SEC s public reference room, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room.

Because our common stock is listed on the New York Stock Exchange, you may also inspect reports, proxy statements and other information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

This prospectus is part of a registration statement we filed with the SEC. This prospectus omits some information contained in the registration statement in accordance with SEC rules and regulations. You should review the information and exhibits in the registration statement for further information on us and our consolidated subsidiaries and the securities we are offering. Statements in this prospectus concerning any document we filed as an exhibit to the registration statement or that we otherwise filed with the SEC are not intended to be comprehensive and are qualified by reference to those filings. You should review the complete document to evaluate these statements.

The SEC allows us to incorporate by reference much of the information we file with them, which means that we can disclose important information to you by referring you to those publicly available documents. The information that we incorporate by reference in this prospectus is considered to be part of this prospectus. Because we are incorporating by reference future filings with the SEC, this prospectus is continually updated and those future filings may modify or supersede some of the information included or incorporated in this prospectus. This means that you must look at all of the SEC filings that we incorporate by reference to determine if any of the statements in

Table of Contents

this prospectus or in any document previously incorporated by reference have been modified or superseded. This prospectus incorporates by reference the documents listed below (in each case, other than those documents or the portions of those documents not deemed to be filed) until the offering of the securities under the registration statement is terminated or completed:

- Annual Report on Form 10-K for the fiscal year ended January 3, 2009 filed on March 10, 2009;
- Quarterly Report on Form 10-Q for the fiscal quarter ended April 4, 2009, filed on May 13, 2009;
- Current Report on Form 8-K, filed on March 9, 2009;
- All our filings pursuant to the Securities Exchange Act of 1934, as amended, or the Exchange Act, after the date of filing of the initial registration statement and prior to the effectiveness of the registration statement;
- All documents and reports that we file pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus; and
- Description of our common stock and associated rights to purchase Series A junior participating preferred stock, which we refer to as our Series A preferred stock, contained in our Registration Statement on Form 8-A/A filed pursuant to Section 12(b) of the Exchange Act as filed with SEC on April 29, 2003, including any subsequent amendments or reports filed for the purpose of updating such description.

You may request a copy of these filings, at no cost, by writing or telephoning us at the following address:

Kadant Inc.

One Technology Park Drive

Westford, Massachusetts 01886

Telephone: (978) 776-2000

Attn: Corporate Secretary

Table of Contents

RISK FACTORS

An investment in our securities involves significant risks. You should carefully consider the risk factors contained in any prospectus supplement and in our filings with the SEC, including our Annual Report on Form 10-K for the fiscal year ended January 3, 2009, as updated by our subsequent Quarterly Report on Form 10-Q for the fiscal quarter ended April 4, 2009, each of which has been filed with the SEC and incorporated in this prospectus by reference, as well as all of the information contained in this prospectus, any prospectus supplement and the documents that we incorporate by reference in this prospectus, before you decide to invest in our securities. The risks and uncertainties we have described are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our operations.

FORWARD-LOOKING STATEMENTS

This prospectus and the documents that we incorporate by reference in the prospectus contain statements that are considered forward-looking statements within the meaning of the United States securities laws. In addition, Kadant and its management may make other written or oral communications from time to time that contain forward-looking statements. Forward-looking statements, including statements about industry trends and other matters that do not relate strictly to historical facts, are based on management s expectations and assumptions, and are often identified by such forward-looking terminology as expect, look, believe, anticipate, estimate, seek, may, will, trend, target, an statements or variations of such terms. Forward-looking statements may include, among other things, statements regarding: projections of revenue, margins, expenses, earnings from operations, cash flows, synergies or other financial items; plans, strategies and objectives of management for future operations, including statements relating to potential acquisitions; developments or performance of our products; future economic conditions or performance; the outcome of outstanding claims or legal proceedings; assumptions underlying any of the foregoing; and any other statements that address activities, events or developments that Kadant intends, expects, projects, believes or anticipates will or may occur in the future.

Forward-looking statements are subject to various risks and uncertainties, which change over time, are based on management s expectations and assumptions at the time the statements are made, and are not guarantees of future results. Our management s expectations and assumptions, and the continued validity of the forward-looking statements, are subject to change due to a broad range of factors affecting the national and global economies, the equity, debt, currency and other financial markets, as well as factors specific to Kadant and its subsidiaries, as discussed under the heading Risk Factors in our Quarterly Report on Form 10-Q for the fiscal quarter ended April 4, 2009 filed with the SEC and incorporated into this prospectus by reference. Factors that could cause changes in the expectations or assumptions on which forward-looking statements are based include, but are not limited to the following: risks and uncertainties relating to worldwide and local economic conditions as well as the pulp and paper industry; significance of sales and operation of manufacturing facilities in China; international sales and operations; competition; soundness of suppliers and customers; our debt obligations; restrictions in our credit agreement; soundness of financial institutions; litigation and warranty costs related to our discontinued operation; our acquisition strategy; future restructurings; factors influencing our fiber-based products business; protection of patents and proprietary rights; fluctuations in our share price; and our anti-takeover provisions.

Therefore, actual outcomes and results may differ materially from what is expressed in our forward-looking statements and from our historical financial results due to the factors discussed above and elsewhere in this prospectus or in our other SEC filings. Forward-looking statements should not be relied upon as representing our expectations or beliefs as of any time subsequent to the time this prospectus is filed with the SEC. Unless specifically required by law, we undertake no obligation to revise the forward-looking statements contained in this prospectus to reflect events after the time it is filed with the SEC. The factors discussed above are not intended to be a complete summary of all risks and uncertainties that may affect our businesses. Though we strive to monitor and mitigate risk, we cannot anticipate all potential economic, operational and financial developments that may adversely affect our operations and our financial results.

Forward-looking statements should not be viewed as predictions, and should not be the primary basis upon which investors evaluate Kadant. Any investor in Kadant should consider all risks and uncertainties disclosed in our SEC filings, described above under the Section entitled Where You Can Find More Information, all of which are

Table of Contents

accessible on the SEC s website at *http://www.sec.gov*. We note that all website addresses given in this prospectus are for information only and are not intended to be an active link or to incorporate any website information into this document.

KADANT INC.

We are a leading supplier of equipment used in the global papermaking and paper recycling industries and are also a manufacturer of granules made from papermaking byproducts. Our continuing operations are comprised of one reportable operating segment: Pulp and Papermaking Systems (Papermaking Systems), and a separate product line, Fiber-based Products, reported in Other Business. Through our Papermaking Systems segment, we develop, manufacture, and market a range of equipment and products for the global papermaking and paper recycling industries. We have a large customer base that includes most of the world s major paper manufacturers.

Through our Fiber-based Products line, we manufacture and sell granules derived from pulp fiber for use as carriers for agricultural, home lawn and garden, and professional lawn, turf and ornamental applications, as well as for oil and grease absorption.

Papermaking Systems Segment. Our Papermaking Systems segment designs and manufactures stock-preparation systems and equipment, fluid-handling systems and equipment, paper machine accessory equipment, and water-management systems primarily for the paper and paper recycling industries. Our principal products include:

- Stock-preparation systems and equipment: custom-engineered systems and equipment, as well as standard individual components, for pulping, de-inking, screening, cleaning, and refining recycled and virgin fibers for preparation for entry into the paper machine during the production of recycled paper;

- Fluid handling systems and equipment: rotary joints, precision unions, steam and condensate systems, components, and controls used primarily in the dryer section of the papermaking process and during the production of corrugated boxboard, metals, plastics, rubber, textiles and food;

- Paper machine accessory equipment: doctoring systems and related consumables that continuously clean papermaking rolls to keep paper machines running efficiently; doctor blades made of a variety of materials to perform functions including cleaning, creping, web removal, and application of coatings; and profiling systems that control moisture, web curl, and gloss during paper production; and

- Water-management systems: systems and equipment used to continuously clean paper machine fabrics, drain water from pulp mixtures, form the sheet or web, and filter the process water for reuse.

Other Business. Our other business includes our Fiber-based Products business that produces biodegradable, absorbent granules from papermaking byproducts for use primarily as carriers for agricultural, home lawn and garden, and professional lawn, turf and ornamental applications, as well as for oil and grease absorption.

We were incorporated in Delaware in November 1991. On July 12, 2001, we changed our name to Kadant Inc. from Thermo Fibertek Inc. Our common stock is listed on the New York Stock Exchange under the ticker symbol KAI. Our principal executive offices are located at One Technology Park Drive, Westford, Massachusetts 01886, and our telephone number is (978) 776-2000.

Table of Contents

RATIOS OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for the periods indicated. No shares of preferred stock were outstanding during the periods indicated and we did not pay preferred stock dividends during these periods. Consequently, the ratio of earnings to fixed charges and preferred stock dividends is the same as the ratio of earnings to fixed charges for the periods indicated. For the purpose of computing the consolidated ratio of earnings to fixed charges, earnings consist of (loss) income from continuing operations before income taxes less equity in earnings of equity interest plus fixed charges. Fixed charges consist of interest expense, amortization of capitalized expenses relating to indebtedness, and the interest portion of net rent expense which is deemed to be representative of the interest factor. A detailed computation table can be found in Exhibit 12 to this registration statement.

	Three Months Ended	Fiscal Year Ended				
	April 4, 2009	January 3, 2009	December 29, 2007	December 30, 2006	December 31, 2005	January 1, 2005
Ratio of earnings to fixed charges	(1)	(1)	11.9x	8.8x	7.1x	54.7x

(1) Earnings were insufficient to cover fixed charges by approximately $0.4 million for the three-month period ended April 4, 2009 and approximately $14.1 million for the fiscal year ended January 3, 2009.

The earnings and fixed charges in the above ratios are calculated using the definitions set forth by Regulation S-K under the Securities Act of 1933. These definitions differ from the financial covenants in our credit agreement with our lenders.

USE OF PROCEEDS

We intend to use the net proceeds from the sale of the securities for general corporate purposes unless otherwise indicated in the applicable prospectus supplement. General corporate purposes may include the acquisition of companies or businesses, repayment and refinancing of debt, working capital and capital expenditures. We may temporarily invest the net proceeds in investment-grade, interest-bearing securities until they are used for their stated purpose. We have not determined the amount of net proceeds to be used specifically for such purposes. As a result, our management will retain broad discretion over the allocation of the net proceeds.

Table of Contents

DESCRIPTION OF DEBT SECURITIES

Our debt securities, consisting of notes, debentures or other evidences of indebtedness, may be issued from time to time in one or more series pursuant to, in the case of senior debt securities, a senior indenture to be entered into between us and a trustee to be named therein, and in the case of subordinated debt securities, a subordinated indenture to be entered into between us and a trustee to be named therein. The terms of our debt securities will include those set forth in the indentures and those made a part of the indentures by the Trust Indenture Act of 1939, as amended.

Because the following is only a summary of selected provisions of the indentures and the debt securities, it does not contain all information that may be important to you. This summary is not complete and is qualified in its entirety by reference to the base indentures and any supplemental indentures thereto or officer s certificate or resolution of our board of directors related thereto. We urge you to read the indentures because the indentures, not this description, define the rights of the holders of the debt securities. The senior indenture and the subordinated indenture will be substantially in the forms included as exhibits to the registration statement of which this prospectus is a part.

General

The senior debt securities will constitute unsecured and unsubordinated obligations of ours and will rank pari passu with our other unsecured and unsubordinated obligations. The subordinated debt securities will constitute our unsecured and subordinated obligations and will be junior in right of payment to our Senior Indebtedness (including senior debt securities), as described under the heading Certain Terms of the Subordinated Debt Securities Subordination.

The debt securities will be our unsecured obligations. Any secured debt or other secured obligations will be effectively senior to the debt securities to the extent of the value of the assets securing such debt or other obligations.

The applicable prospectus supplement will include any additional or different terms of the debt securities being offered, including the following terms:

- the debt securities designation;
- the aggregate principal amount of the debt securities;
- the percentage of their principal amount (i.e., price) at which the debt securities will be issued;
- the date or dates on which the debt securities will mature and the right, if any, to extend such date or dates;
- the rate or rates, if any, per year, at which the debt securities will bear interest, or the method of determining such rate or rates;
- the date or dates from which such interest will accrue, the interest payment dates on which such interest will be payable or the manner of determination of such interest payment dates and the record dates for the determination of holders to whom interest is payable on any interest payment date;
- the right, if any, to extend the interest payment periods and the duration of that extension;
- the manner of paying principal and interest and the place or places where principal and interest will be payable;

provisions for a sinking fund purchase or other analogous fund, if any;

Table of Contents

the period or periods, if any, within which, the price or prices at which, and the terms and conditions upon which the debt securities may be redeemed, in whole or in part, at our option or at your option;

the form of the debt securities;

any provisions for payment of additional amounts for taxes and any provision for redemption, if we must pay such additional amounts in respect of any debt security;

the terms and conditions, if any, upon which we may have to repay the debt securities early at your option;

the currency, currencies or currency units for which you may purchase the debt securities and the currency, currencies or currency units in which principal and interest, if any, on the debt securities may be payable;

the terms and conditions upon which conversion or exchange of the debt securities may be effected, if any, including the initial conversion or exchange price or rate and any adjustments thereto and the period or periods when a conversion or exchange may be effected;

whether and upon what terms the debt securities may be defeased;

any events of default or covenants in addition to or in lieu of those set forth in the indenture;

provisions for electronic issuance of debt securities or for debt securities in uncertificated form; and

any other terms of the debt securities, including any terms which may be required by or advisable under applicable laws or regulations or advisable in connection with the marketing of the debt securities.

We may from time to time, without notice to or the consent of the holders of any series of debt securities, create and issue further debt securities of any such series ranking equally with the debt securities of such series in all respects (or in all respects other than the payment of interest accruing prior to the issue date of such further debt securities or except for the first payment of interest following the issue date of such further debt securities). Such further debt securities may be consolidated and form a single series with the debt securities of such series and have the same terms as to status, redemption or otherwise as the debt securities of such series.

You may present debt securities for exchange and you may present debt securities for transfer in the manner, at the places and subject to the restrictions set forth in the debt securities and the applicable prospectus supplement. We will provide you those services without charge, although you may have to pay any tax or other governmental charge payable in connection with any exchange or transfer, as set forth in the indenture.

Debt securities will bear interest at a fixed rate or a floating rate. Debt securities bearing no interest or interest at a rate that at the time of issuance is below the prevailing market rate (original issue discount securities) may be sold at a discount below their stated principal amount. Special U.S. federal income tax considerations applicable to any such discounted debt securities or to certain debt securities issued at par which are treated as having been issued at a discount for U.S. federal income tax purposes will be described in the applicable prospectus supplement.

We may issue debt securities with the principal amount payable on any principal payment date, or the amount of interest payable on any interest payment date, to be determined by reference to one or more currency exchange rates, securities or baskets of securities, commodity prices or indices. You may receive a payment of principal on any principal payment date, or a payment of interest on any interest payment date, that is greater than or less than the amount of principal or interest otherwise payable on such dates, depending on the value on such dates

7

Table of Contents

of the applicable currency, security or basket of securities, commodity or index. Information as to the methods for determining the amount of principal or interest payable on any date, the currencies, securities or baskets of securities, commodities or indices to which the amount payable on such date is linked and certain additional tax considerations will be set forth in the applicable prospectus supplement.

Certain Terms of the Senior Debt Securities

Covenants. Unless otherwise indicated in a prospectus supplement, the senior debt securities will not contain any financial or restrictive covenants, including covenants restricting either us or any of our subsidiaries from incurring, issuing, assuming or guarantying any indebtedness secured by a lien on any of our or our subsidiaries property or capital stock, or restricting either us or any of our subsidiaries from entering into sale and leaseback transactions.

Consolidation, Merger and Sale of Assets. Unless we indicate otherwise in a prospectus supplement, we may not consolidate with or merge into any other person, in a transaction in which we are not the surviving corporation, or convey, transfer or lease our properties and assets substantially as an entirety to any person, unless:

- the successor entity, if any, is a U.S. corporation, limited liability company, partnership or trust (subject to certain exceptions provided for in the senior indenture);
- the successor entity assumes our obligations on the senior debt securities and under the senior indenture;
- immediately after giving effect to the transaction, no default or event of default shall have occurred and be continuing; and
- certain other conditions are met.

No Protection in the Event of a Change of Control. Unless otherwise indicated in a prospectus supplement with respect to a particular series of senior debt securities, the senior debt securities will not contain any provisions which may afford holders of the senior debt securities protection in the event we have a change in control or in the event of a highly leveraged transaction (whether or not such transaction results in a change in control).

Events of Default. An event of default for any series of senior debt securities is defined under the senior indenture as being:

- our default in the payment of principal or premium on the senior debt securities of such series when due and payable whether at maturity, upon acceleration, redemption or otherwise, if that default continues for a period of five days (or such other period as may be specified for such series);
- our default in the payment of interest on any senior debt securities of such series when due and payable, if that default continues for a period of 60 days (or such other period as may be specified for such series);
- our default in the performance of or breach of any of our other covenants or agreements in the senior indenture applicable to senior debt securities of such series, other than a covenant breach which is specifically dealt with elsewhere in the senior indenture, and that default or breach continues for a period of 90 days after we receive written notice from the trustee or from the holders of 25% or more in aggregate principal amount of the senior debt securities of such series;
- there occurs any other event of default provided for in such series of senior debt securities;

a court having jurisdiction enters a decree or order for (1) relief in respect of us in an involuntary case under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect;

Table of Contents

(2) appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official of us or for all or substantially all of our property and assets; or (3) the winding up or liquidation of our affairs and such decree or order shall remain unstayed and in effect for a period of 60 consecutive days; or

we (1) commence a voluntary case under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect, or consent to the entry of an order for relief in an involuntary case under any such law; (2) consent to the appointment of or taking possession by a receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official of ours for all or substantially all of our property and assets; or (3) effect any general assignment for the benefit of creditors.

The default by us under any other debt, including any other series of debt securities, is not a default under the senior indenture.

If an event of default other than an event of default specified in the last two bullet points above occurs with respect to a series of senior debt securities and is continuing under the senior indenture, then, and in each and every such case, either the trustee or the holders of not less than 25% in aggregate principal amount of such series then outstanding under the senior indenture (each such series voting as a separate class) by written notice to us and to the trustee, if such notice is given by the holders, may, and the trustee at the request of such holders shall, declare the principal amount of and accrued interest, if any, on such senior debt securities to be immediately due and payable.

If an event of default specified in the last two bullet points above occurs with respect to us and is continuing, the entire principal amount of, and accrued interest, if any, on each series of senior debt securities then outstanding shall become immediately due and payable.

Upon a declaration of acceleration, the principal amount of and accrued interest, if any, on such senior debt securities shall be immediately due and payable. Unless otherwise specified in the prospectus supplement relating to a series of senior debt securities originally issued at a discount, the amount due upon acceleration shall include only the original issue price of the senior debt securities, the amount of original issue discount accrued to the date of acceleration and accrued interest, if any.

Upon certain conditions, declarations of acceleration may be rescinded and annulled and past defaults may be waived by the holders of a majority in aggregate principal amount of all the senior debt securities of such series affected by the default, each series voting as a separate class (or, of all the senior debt securities, as the case may be, voting as a single class). Furthermore, subject to various provisions in the senior indenture, the holders of at least a majority in aggregate principal amount of a series of senior debt securities, by notice to the trustee, may waive an existing default or event of default with respect to such senior debt securities and its consequences, except a default in the payment of principal of or interest on such senior debt securities or in respect of a covenant or provision of the senior indenture which cannot be modified or amended without the consent of the holders of each such senior debt security. Upon any such waiver, such default shall cease to exist, and any event of default with respect to such senior debt securities shall be deemed to have been cured, for every purpose of the senior indenture; but no such waiver shall extend to any subsequent or other default or event of default or impair any right consequent thereto. For information as to the waiver of defaults, see Modification and Waiver.

The holders of at least a majority in aggregate principal amount of a series of senior debt securities may direct the time, method and place of conducting any proceeding for any remedy available to the trustee or exercising any trust or power conferred on the trustee with respect to such senior debt securities. However, the trustee may refuse to follow any direction that conflicts with law or the senior indenture, that may involve the trustee in personal liability, or that the trustee determines in good faith may be unduly prejudicial to the rights of holders of such series of senior debt securities not joining in the giving of such direction and may take any other action it deems proper that is not inconsistent with any such direction received from holders of such series of senior debt securities. A holder may not pursue any remedy with respect to the senior indenture or any series of senior debt securities unless:

the holder gives the trustee written notice of a continuing event of default;

Table of Contents

the holders of at least 25% in aggregate principal amount of such series of senior debt securities make a written request to the trustee to pursue the remedy in respect of such event of default;

the requesting holder or holders offer the trustee indemnity satisfactory to the trustee against any costs, liability or expense;

the trustee does not comply with the request within 60 days after receipt of the request and the offer of indemnity; and

during such 60-day period, the holders of a majority in aggregate principal amount of such series of senior debt securities do not give the trustee a direction that is inconsistent with the request.

These limitations, however, do not apply to the right of any holder of a senior debt security to receive payment of the principal of or interest, if any, on such senior debt security, or to bring suit for the enforcement of any such payment, on or after the due date for the senior debt securities, which right shall not be impaired or affected without the consent of the holder.

The senior indenture requires certain of our officers to certify, on or before a fixed date in each year in which any senior debt security is outstanding, as to their knowledge of our compliance with all conditions and covenants under the senior indenture.

Discharge and Defeasance. The senior indenture provides that, unless the terms of any series of senior debt securities provides otherwise, we may discharge our obligations with respect to a series of senior debt securities and the senior indenture with respect to such series of senior debt securities if:

we pay or cause to be paid, as and when due and payable, the principal of and any interest on all senior debt securities of such series outstanding under the senior indenture;

all senior debt securities of such series previously authenticated and delivered with certain exceptions, have been delivered to the trustee for cancellation and we have paid all sums payable by us under the senior indenture; or

the senior debt securities of such series mature within one year or all of them are to be called for redemption within one year under arrangements satisfactory to the trustee for giving the notice of redemption, and we irrevocably deposit in trust with the trustee, as trust funds solely for the benefit of the holders of the senior debt securities of such series, for that purpose, the entire amount in cash or, in the case of any series of senior debt securities payments on which may only be made in U.S. dollars, U.S. government obligations (maturing as to principal and interest in such amounts and at such times as will insure the availability of sufficient cash), after payment of all federal, state and local taxes or other charges and assessments in respect thereof payable by the trustee, to pay principal of and interest on the senior debt securities of such series to maturity or redemption, as the case may be, and to pay all other sums payable by us under the senior indenture.

With respect to the first and second bullet points, only our obligations to compensate and indemnify the trustee and our right to recover unclaimed money held by the trustee under the senior indenture shall survive. With respect to the third bullet point, certain rights and obligations under the senior indenture (such as our obligation to maintain an office or agency in respect of such senior debt securities, to have moneys held for payment in trust, to register the transfer or exchange of such senior debt securities, to deliver such senior debt securities for replacement or to be canceled, to compensate and indemnify the trustee and to appoint a successor trustee, and our right to recover unclaimed money held by the trustee) shall survive until such senior debt securities are no longer outstanding. Thereafter, only our obligations to compensate and indemnify the trustee and our right to recover unclaimed money held by the trustee shall survive.

Table of Contents

Unless the terms of any series of senior debt securities provide otherwise, on the 121st day after the date of deposit of the trust funds with the trustee, we will be deemed to have paid and will be discharged from any and all obligations in respect of the series of senior debt securities provided for in the funds, and the provisions of the senior indenture will no longer be in effect with respect to such senior debt securities (legal defeasance); provided that the following conditions shall have been satisfied:

- we have irrevocably deposited in trust with the trustee as trust funds solely for the benefit of the holders of the senior debt securities of such series, for payment of the principal of and interest on the senior debt securities of such series, cash in an amount or, in the case of any series of senior debt securities payments on which can only be made in U.S. dollars, U.S. government obligations (maturing as to principal and interest at such times and in such amounts as will insure the availability of cash) or a combination thereof sufficient (in the opinion of a nationally recognized firm of independent public accountants expressed in a written certification thereof delivered to the trustee), after payment of all federal, state and local taxes or other charges and assessments in respect thereof payable by the trustee, to pay and discharge the principal of and accrued interest on the senior debt securities of such series to maturity or earlier redemption, as the case may be, and any mandatory sinking fund payments on the day on which such payments are due and payable in accordance with the terms of the senior indenture and the senior debt securities of such series;

- such deposit will not result in a breach or violation of, or constitute a default under, the senior indenture or any other material agreement or instrument to which we are a party or by which we are bound;

- no default or event of default with respect to the senior debt securities of such series shall have occurred and be continuing on the date of such deposit;

- we shall have delivered to the trustee either an officer s certificate and an opinion of counsel that the holders of the senior debt securities of such series will not recognize income, gain or loss for federal income tax purposes as a result of our exercising our option under this provision of the senior indenture and will be subject to federal income tax on the same amount and in the same manner and at the same times as would have been the case if such deposit and defeasance had not occurred or a ruling by the Internal Revenue Service to the same effect; and

- we have delivered to the trustee an officer s certificate and an opinion of counsel, in each case stating that all conditions precedent provided for in the senior indenture relating to the contemplated defeasance of the senior debt securities of such series have been complied with.

Subsequent to the legal defeasance above, certain rights and obligations under the senior indenture (such as our obligation to maintain an office or agency in respect of such senior debt securities, to have moneys held for payment in trust, to register the exchange of such senior debt securities, to deliver such senior debt securities for replacement or to be canceled, to compensate and indemnify the trustee and to appoint a successor trustee, and our right to recover unclaimed money held by the trustee) shall survive until such senior debt securities are no longer outstanding. After such senior debt securities are no longer outstanding, only our obligations to compensate and indemnify the trustee and our right to recover unclaimed money held by the trustee shall survive.

Modification and Waiver. We and the trustee may amend or supplement the senior indenture or the senior debt securities without the consent of any holder:

- to convey, mortgage or pledge any assets as security for the senior debt securities of one or more series;

- to evidence the succession of another corporation to us, and the assumption by such successor corporation of our covenants, agreements and obligations under the senior indenture;

11

Table of Contents

to cure any ambiguity, defect or inconsistency in the senior indenture or in any supplemental indenture or to conform the senior indenture or the senior debt securities to the description of senior debt securities of such series set forth in this prospectus or a prospectus supplement;

to evidence and provide for the acceptance of appointment hereunder by a successor trustee, or to make such changes as shall be necessary to provide for of the trusts in the senior indenture by more than one trustee;

Based on the review of the consolidated financial statements and discussions with and representations from management and Ernst & Young LLP referre Committee recommended to the Board that the audited financial statements be included in Life Technologies Annual Report on Form 10-K for the year filing with the SEC.

In accordance with Audit Committee policy and the requirements of law, the Audit Committee pre-approves all non-audit services to be provided by Life auditors, Ernst & Young LLP. In addition, the Audit Committee pre-approves all audit and audit related services provided by Ernst & Young LLP. The A to the chairman of the Audit Committee the ability to pre-approve non-audit services. Such pre-approval is later reported to the Audit Committee. A furth to Ernst & Young LLP for audit and non-audit expenses is included below under the heading PRINCIPAL ACCOUNTING FEES & SERVICES. Alth the sole authority to appoint independent auditors, the Audit Committee is continuing its long-standing practice of recommending that the Board ask the s appointment at the Annual Meeting.

AUDIT COMMITTEE

Raymond V. Dittamore, Chairman
George F. Adam
Balakrishnan S. Iyer
Bradley G. Lorimier

PRINCIPAL ACCOUNTING FEES AND SERVICES

In connection with the audit of the 2010 financial statements, the Company entered into an engagement agreement with Ernst forth the terms by which Ernst & Young LLP has performed audit services for the Company. That agreement is subject to alte resolution procedures.

The following table sets forth the aggregate fees agreed to by the Company for the annual and statutory audits for the fiscal ye 2010 and 2009, and all other fees paid by the Company during 2010 and 2009 to its independent registered public accounting LLP:

(In thousands)	
Audit Fees	$
Audit-Related Fees	
Tax Fees	
All Other Fees	
Total	$

The Audit Committee has determined that the rendering of all non-audit services by Ernst & Young LLP is compatible with m independence of the independent registered public accounting firm. The fees listed under Audit Fees above were incurred f annual audit of the Company s consolidated financial statements, including the audit of internal control over financial reporti Company s interim consolidated financial statements on Form 10-Q, SEC registration statements, accounting consultations a normally provided in connection with statutory and regulatory filings and engagements. The fees listed under Audit-Related for services related to mergers and acquisitions, including accounting consultations, dispositions and benefit plan audits. The Fees above were incurred for service related to federal, state and international tax compliance, tax advice and tax planning. T approves non-audit services by Ernst & Young LLP on an ad hoc basis, and has vested authority with Raymond V. Dittamore Audit Committee, to approve non-audit services as needed.

****

EXECUTIVE COMPENSATION DISCUSSION AND ANALYSIS

Introduction

The Compensation and Organizational Development Committee of the Company s Board of Directors (the Committee) is co four Board members: Ronald A. Matricaria, who serves as Chairperson, William H. Longfield, Donald W. Grimm, and David The members of the Committee are non-employee directors as defined under and comply with the requirements of Rule 16b-3 independent directors as defined under the Nasdaq rules and outside directors within the meaning of Section 162(m) of the In applicable regulations.

The Committee s primary responsibility is to develop high-level policies, strategy and guidance related to the Company s ex benefits, and succession planning. As part of its duties and responsibilities, the Committee oversees and approves all aspects o compensation program for the Company s Section 16 officers (the executive officers). In this role, the Committee makes rec non-employee directors on the compensation of the Company s Chief Executive Officer (the CEO) and reviews and approve decisions relating to other executive officers to ensure those decisions are aligned with the short, mid, and long-term goals of stockholders. Additionally, the Committee is responsible for providing guidance on the organizational structure of senior man succession, retention planning and leadership development of senior management.

For a more detailed description of the Committee s duties and responsibilities, refer to the Compensation and Organizational Charter which is located in the Investor Relations section of the Company s website at www.lifetechologies.com.

Executive Compensation Philosophy and Objectives

The underlying premise of the Company s executive compensation philosophy is to retain and reward leaders who create lon stockholders. Consistent with that philosophy, the Committee has chosen compensation components designed to align execut stockholders. The Committee views all components of pay together in making compensation decisions. The components inclu incentives, long-term incentives, fringe benefits and perquisites. The Committee utilizes various components of compensation balance between promoting sustainable and excellent performance and discouraging inappropriate short-sighted risk-taking be

In July 2008, the Committee established an executive officer compensation philosophy for the primary components of pay (ba target, and long-term incentives). The Committee targets each component above the 50th percentile of benchmark data (discu recognition of the company s performance relative to its peer companies measured by total shareholder return, revenue grow financial / operational indicators. While the Committee reviews the Company s performance relative to its peer companies ac time frames each year, it does not rely on any single metric to make compensation decisions. This philosophy also recognizes best talent in the industry to deliver on the long-term growth goals of the Company. The Committee reviews this philosophy r adjustments in the future if the Company s performance relative to peer companies or the business strategy dramatically char last reviewed in October 2010 and was not changed.

The Committee employs the following core principles to guide its decisions regarding executive compensation. These core pr individually and as a group when making compensation decisions. Specific weights are not assigned to individual core princip

Pay Competitively: The Committee believes overall compensation should be set at a competitive level to attract and retain ex talent that is capable of both effectively managing the Company today and through the course of its anticipated future growth benchmark data, which is explained in more detail below, as a reference point to establish competitive compensation package

Stock Ownership: The Committee believes executive officers will make better decisions and align their interests with those o stockholders if they are required to maintain a certain level of stock ownership. As a result, the Committee has established sto for executive officers and provides a meaningful portion of an executive officer s total compensation in the form of equity-ba

Pay-for-Performance: The Committee structures its executive compensation program to reward executive officers who consi level, which enables the Company to meet its ultimate business goal of increasing stockholder value. The alignment of execut existing business dynamics may, on a year-to-year basis, result in different components of overall compensation being utilize officers are focused on executing the Company s business strategy. The Committee is responsible for aligning compensation to the Company s short, mid, and long-term strategies. The Committee measures performance against these goals to determi for past performance and to establish future performance goals with appropriate remuneration.

Design of Executive Compensation

The Committee is ultimately responsible for decisions relating to executive officers compensation; however, the Committee recommendations from and discusses decisions with external consultants and the management team.

Role of the Committee

The Committee has responsibility for overseeing all forms of compensation for executive officers, including the Named Exec below in the 2010 Summary Compensation Table (collectively, the Company s NEOs). For FY 2010, the NEOs and their res follows:

Gregory T. Lucier, Chairman & CEO,

Mark P. Stevenson, President & Chief Operating Officer,

David F. Hoffmeister, Chief Financial Officer,

Bernd Brust, President, Molecular Medicine, and

Peter M. Dansky, President, Molecular and Cell Biology.

All of the above listed NEOs currently serve as executive officers.

In establishing executive compensation, the Committee:

collaborates with management in developing a compensation philosophy for executive officers and broad-based e

makes recommendations to the Board regarding the CEO s compensation,

evaluates and approves all compensation for the other executive officers,

engages the services of external advisors when appropriate,

oversees all employee compensation and benefit programs (including the general employee benefit programs, equ annual bonus plan, and other similar plans), and

provides guidance to management regarding organizational structure, succession planning, retention strategies, ar programs.

During 2010, the Committee held five meetings and frequently met in executive session. The Committee reviews the adequac
annually. The Committee charter was revised effective July 26, 2010, primarily assigning the Committee responsibility for co
relating to the Board.

Role of Consultants

The Committee has retained its own independent compensation consultant, DolmatConnell & Partners, since September 2006 related to executive compensation and CEO pay decisions. DolmatConnell provides the Committee with executive compensa derived from surveys and public disclosures of peer companies.

DolmatConnell recommends to the Committee relevant industry peer groups for purposes of comparison and benchmarking e DolmatConnell is also available to the Committee to attend meetings, provide an independent perspective, and provide an env executive compensation matters. DolmatConnell also provides the Committee with competitive analysis and recommendation use of stock compensation, bonus plan design, and executive benefits and perquisites. DolmatConnell does not provide any ot Company.

The Committee also retained an external advisor, Robert Muschewske, Ph.D. to gather feedback from each Board member an January as to their perspectives regarding the CEOs performance during the prior year and goals for the future. See Determi for the CEO below for more detail. Dr. Muschewske has also provided consulting services to the Company relating to perio

Role of Management

The Committee has full access to the management team when assessing and taking action related to executive compensation r Human Resources Officer and the Vice President for Global Compensation and Benefits work closely with the CEO to develo recommendations and perspective on the alignment of executive compensation with the business strategy, which are presente The Chief Financial Officer, Chief Legal Officer, and their respective teams periodically attend Committee meetings and are providing input into materials presented to the Committee.

The CEO presents recommendations to the Committee for specific executive officer compensation actions, other than for him

(i) an assessment of individual performances relative to previously approved performance goals and objectives, and

(ii) recommendations for base salary adjustments, bonus awards, and long-term incentive grants aligned to the CEO s assessm executive officer s past performance, comparison of internal equity, necessity of retention, if applicable, and the Company s strategies.

Management provides other information to the Committee to assist in its analysis and decision making process, including:

(i) recommendations for the design of short and long-term incentive plans,

(ii) tally sheets,

(iii) stock ownership and cash / equity retention levels,

(iv) current events and trends in executive compensation, and

(v) impact of compensation and benefit programs on the Company s financial statements.

Benchmarking Executive Compensation

The Committee periodically reviews competitive market data as a reference point when considering compensation actions. Se are used in addition to market data, including:

(i) individual performance and relative contribution to the Company s performance,

(ii) overall Company and business unit performance,

(iii) financial impact on the Company s income statement and balance sheet,

(iv) an executive officer s role, responsibilities, and demonstrated leadership,

(v) the Company s need to retain the executive, and

(vi) internal equity among the entire senior management team.

The Committee annually reviews benchmark compensation data provided by DolmatConnell. This data is developed from pul statements (referred to as Proxy Data) of the companies listed below for Messrs. Lucier, Stevenson, and Hoffmeister. The Co reviews the companies used to develop the Proxy Data to ensure it reflects an appropriate balance between corporate revenue, and competitive labor markets. In July 2010, two additional companies (CareFusion Corp. and Stryker Corp.) were added to t comparator group and one company (DENTSPLY International Inc.) was removed to better balance these factors.

DolmatConnell uses published surveys for all other executive officers. Specifically, DolmatConnell utilizes custom peer grou *Global Life Sciences Executive Survey* (56 companies with median annual revenue of $3.8B) and the *Towers Perrin Executive* (46 companies with median annual revenue of $4.6B).

Proxy Data Comparator Companies

Agilent Technologies Inc.
Allergan, Inc.
Beckman Coulter, Inc.
Becton, Dickinson and Co.
Biogen Idec, Inc.
CareFusion Corp.
Cephalon, Inc.
C.R. Bard, Inc.
Forest Laboratories, Inc.
Genzyme Corporation
Hologic, Inc.
Hospira, Inc.
Quest Diagnostics, Inc.
Sigma-Aldrich Corp.
St. Jude Medical, Inc.
Stryker Corp.
Thermo Fisher Scientific Inc.
Varian Medical Systems, Inc.
Waters Corp.

Determining 2010 Compensation for the NEOs

Effective upon the merger of Invitrogen and Applied Biosystems in November 2008 (into the combined company Life Tech took several actions to retain and motivate the executive team to integrate successfully the two organizations and to realize qu merger. Several of the actions taken in November 2008 remained pertinent to 2010 compensation decisions. Specifically, in 2 (i) approved a special one-time incentive to reward executive officers (excluding the CEO) for achieving specified financial a goals during the 24-month period following the merger, or sooner, in addition to all other forms of compensation, and (ii) pro with a long-term incentive grant in November of 2008, which ordinarily would have been granted in the first quarter of 2009 balance short-term goals and objectives associated with the merger with the Company s long-term goal of increasing stockho sustainable and superior performance.

The above actions and the ultimate awards were made after the Committee considered the competitive benchmark data, intern executive officers, individual performance results relative to goals and objectives, payout and other award obligations resultin change-in-control agreements, and the importance of establishing a consistent executive compensation framework for the Co the merger integration. The Committee did not assign any particular weight to these factors but each was important in analyzi

appropriate compensation packages for the executive officers. Additionally, the Committee made these decisions and took act
exchange for each

NEO s agreement (other than the CEO) to waive certain rights pursuant to the terms of their then existing change-in-control a
Committee also considered the value of these change-in-control payouts assuming executive officers triggered their agreemen
retention value associated with taking these actions. In November 2010, certain restrictive covenants contained in these agree

Determining 2010 Compensation for the CEO

The CEO developed his goals and objectives for 2010 in collaboration with the Board in December 2009. These goals and ob
primarily as a result of the Company s operating plan for 2010, but also included non-financial metrics and goals the Board b
ongoing success of the Company. The CEO s goals and objectives also became the basis for determining the goals and objec
and ultimately the entire organization, which ensured consistency across the business units and the support functions.

The CEO reviewed his actual performance with the Board periodically during the year and formally at the December 2010 me
Dr. Muschewske gathered feedback from each Board member and CEO direct reports in January 2011 and compiled a report
gathered. The Committee met to review and modify the report, as appropriate, and then the final report was provided to the fu
CEO s self assessment of his performance, actual financial performance results, and the external market competitive compen
DolmatConnell were utilized by the Committee in making its recommendations to the full Board, and were the primary factor
Board in determining the CEO s compensation.

In 2010 the CEO achieved several significant milestones through his leadership in growing and integrating the business. Spec
accomplishments during the year were:

(i) achieved world-class benchmark revenue, COGS, and operating expense synergies in two years against three-year plan,

(ii) drove substantial improvements in financial performance despite a challenging operating environment,

(iii) moved into molecular medicine through the acquisition of Ion Torrent s revolutionary sequencing technology, and

(iv) continued to drive the company s performance-oriented culture while balancing its role as a global citizen.

Elements of the Company s Executive Compensation Program

In addition to the benefit plans generally available to all employees, executive officers compensation consists of the followi

Base Salary

Base salary ranges are established for each executive officer. The salary range midpoint is set at the 65th percentile of the co
data. The midpoints are set at this level to ensure the Company can attract the best talent to deliver on shareholder goals in a v
environment. However, to be paid at the midpoint or higher an executive officer must have consistently performed at an excep
displayed behaviors that have significantly impacted the Company s growth and success. The Committee also believes the fu
range should be utilized to recognize the difference in individual performance and contribution. As a result, individual base sa
lower than the 65th percentile of the applicable comparator group market data, depending on various factors, including job pe
prior experience in his or her field of expertise, the executive s experience with the Company, consistency regarding pay leve
skill levels within the Company, the need to attract and retain talent, and external market conditions.

The Committee reviewed executive base salaries in February 2010 and approved adjustments that occurred in April 2010 in c annual salary planning process across the Company. Scheduling executive officer base salary adjustments to occur in April en the opportunity to evaluate fully each executive s performance before determining an appropriate base salary.

The Committee reviewed Proxy Data showing the CEO s 2010 base salary approximates the 65th percentile while base salar collectively is slightly below the 65th percentile relative to executives in similar roles.

Annual Bonus Incentive Compensation Plan (ICP)

Executive officers participate in an annual cash bonus plan called the Incentive Compensation Plan (ICP). The Committee est ICP target bonus opportunity for each executive officer expressed as a percentage of their base salary paid during the fiscal ye established at the beginning of the fiscal year based on a review of:

(i) benchmark data for both target bonus opportunity and target total cash opportunity,

(ii) the role of each executive officer, including their ability to impact the Company s overall performance, and

(iii) the Committee s assessment of internal equity among the executive officers.

The Committee s philosophy is to provide an ICP target bonus opportunity for the Company s executive officers that approx of the applicable comparator group market data. The ICP target bonus of some executive officers may be higher or lower than the appropriate benchmark data.

For 2010, the following were the ICP target bonus amounts for each NEO:

Name	**Title**
Gregory T. Lucier	Chairman & CEO
Mark P. Stevenson	President & Chief Operating Officer
David F. Hoffmeister	Chief Financial Officer
Bernd Brust	President, Molecular Medicine
Peter M. Dansky	President, Molecular and Cell Biology

After establishing targets, the Committee selects ICP performance metric(s) that are closely aligned with both the Company s its long-term objective of creating sustainable stockholder value. For 2010, the Committee selected Net Income as its sole fun ICP. The Company s definition of Net Income for ICP purposes is non-GAAP net income (pro-forma) recorded on the year-e excluding the effect of currency fluctuations in revenue and costs and the financial impact of acquisitions / divestitures approv

The Committee selected Net Income as the short-term performance metric to focus the leadership team on a common goal the was aligned closely with stockholder value creation, while at the same time aligning executive officer performance to measur

The Committee then established a fiscal year 2010 (FY2010) ICP Net Income performance goal of $508 million for NEOs tha an executive officer s ICP target bonus opportunity. ICP Net Income below the goal would result in no bonus funding / payo ICP Net Income above the goal does not result in additional ICP bonus funding / payout. In the event the Company s actual I 200% opportunity, the Committee retained the discretion to adjust the ICP bonus payout amount downward based on its asses individual performance in FY2010. The CEO provides the Committee with his perspective on individual NEO performance a recommendations for actual ICP payouts.

21

For FY2010, the Company achieved actual ICP Net Income of $620.6 million, which resulted in an ICP bonus funding amou NEO s target bonus opportunity. However, pursuant to its retained discretion, the Committee adjusted downward each NEO (excluding the CEO), resulting in an aggregate payout relative to target ICP bonus opportunity of 108.6% (excluding the CE CEO. The specific ICP bonus paid to each NEO for FY2010 is included in the Summary Compensation Table.

Long-Term Incentives

Overview. The Company s long-term incentive plan is designed to align the financial interests of stockholders directly with focusing them on the sustainable appreciation of stockholder value. The Committee has a policy of granting equity awards on generally in the first few months of the fiscal year. However, as a result of the Invitrogen and Applied Biosystems merger in granted long-term incentive (LTI) awards to most executive officers in November 2008 to provide an immediate post-close in integrate the two organizations. In 2010, annual LTI awards to executive officers and other eligible employees occurred on M 2011, the Committee selected April 1 as the annual LTI award date to align more closely with merit increases, which are effe

The Committee approved grants of non-qualified stock options and time-based vesting restricted stock units for most executiv 2010. The FY2010 LTI design targeted an economic value of the total award to be evenly split between stock options and res employees at and above the Vice President level. For the 2011 LTI awards, the Committee elected to award 100% restricted s employees receiving a grant. The Committee believes this provides added retention value across our talent pool while also fo creating stockholder value.

Determining Award Levels. The Committee s philosophy is to target an economic value for LTI awards to executive officers 65th percentile of the competitive market. DolmatConnell provides the Committee with grant ranges for executive officers wi range aligned to this strategy. The Committee then reviews the CEO s recommendation for individual grants to executive off assessment of individual performance and potential contribution to the Company s success. In addition to taking into accoun recommendations, the Committee decides the final award level for each executive officer based upon:

(i) its assessment of individual performance during the prior fiscal year and potential for future contribution,

(ii) recommendations from its external consultant,

(iii) current retention value associated with each executive officer s outstanding LTI awards,

(iv) the potential impact on stockholder dilution, and

(v) the impact on financial statements

The Committee believes this approach balances the short, mid, and long-term goals and interests of stockholders and executiv

Stock Option Awards. Any stock options awarded to employees have an exercise price equal to the closing price of the Comp the Nasdaq market on the date of grant. Stock options generally vest ratably over four years following the grant date and have term, which term may be shorter under certain circumstances such as a termination of employment.

Restricted Stock Unit Awards. Outstanding restricted stock units fully vest, which is also referred to as cliff vesting, on the grant date. Restricted stock units granted on or after April 1, 2011 will generally vest annually in 25% increments over four y grant. The Committee believes this change more closely aligns with practices among our peer group of companies.

Other Long-Term Incentive Awards. In addition to the stock option and restricted stock unit awards, most executive officers eligible for a one-time cash incentive for achieving synergy goals related to the merger of Invitrogen and Applied Biosystems became effective upon the merger in November 2008, executive officers had the opportunity to receive a cash award payable March 2011 if certain performance goals were achieved.

Specifically, eligible executive officers have synergy goals relating to their functional areas of responsibility. Every executive FY2009 and FY2010 financial goal to achieve cost synergies related to the merger and other FY2009 / 2010 goals customized areas of responsibility.

In general, an executive officer s total payout under this incentive was targeted at 150% of his or her FY2009 annual ICP tar focus executive officers on accelerating the achievement of synergies, the plan paid out 60% of the target award opportunity i achieving FY2009 goals and 40% of the target award in March 2011 for achieving FY2010 goals. The final 40% was eligible FY2010 goals were achieved in FY2009. This design feature was added to incentivize accelerated achievement of the planned None of the NEOs achieved goals to accelerate their 2010 payouts under the plan.

Following are the total target payouts for the NEOs who received a synergy cash incentive award:

Name	Title	FY2009 Synergy Bonus Target Amount	FY2010 Synergy Bonus Target Amount
Mark P. Stevenson	President & Chief Operating Officer	$ 585,000	$ 390,000
David F. Hoffmeister	Chief Financial Officer	$ 337,500	$ 225,000
Bernd Brust	President, Molecular Medicine	$ 320,625	$ 213,750
Peter M. Dansky	President, Molecular and Cell Biology	$ 303,750	$ 202,500

The CEO was excluded from this one-time synergy incentive plan because the Committee believes he already had adequate I incentives tied to the successful integration of Invitrogen and Applied Biosystems.

Each of the NEOs participating in the plan received their target payouts for FY2009 in March 2010 and their target payout fo The specific synergy bonus paid to each individual for FY2010 is included in the Summary Compensation Table.

Employee Benefits and Perquisites

The Committee oversees the strategy, design, and administration of all broad-based and supplemental executive benefit / perq Company offers a limited number of supplemental benefits and perquisites to executive officers relative to the proxy peer gro provides the Committee with flexibility to place greater emphasis / weight on short and long-term incentive compensation. Sp provides supplemental long-term disability and life insurance (CEO only) to make-up for limits in the Company s group insu financial counseling allowance, a non-qualified deferred compensation plan (described in more detail below), and an annual e benefit. The Committee has approved these benefits and perquisites because it believes they are market competitive, reasonab officers to focus their primary attention on the strategic objectives of the Company versus personal matters.

Non-Qualified Deferred Compensation. The Deferred Compensation Plan (DCP) is a nonqualified defined contribution plan voluntary deferral of cash compensation. Participants may defer up to 75 percent of base salary and/or up to 100 percent of ar incentive. Participation in the DCP is limited to designated employees above a certain level. Contributions may be directed in

23

selection of underlying funds, including the Life Technologies Stock Fund, which invests solely in shares of Life Technologie

We provide a 25 percent match on deferrals of ICP and sales incentive awards to the Life Technologies Stock Fund, up to an 100% of the participant s target incentive. Matching contributions are credited to the Life Technologies Stock Fund on the da paid and cliff / 100% vest over a period of three years.

The DCP also has an additional matching provision, providing a supplemental make-up match to employees whose 401(k) ma reduced as a result of IRS limitations. Make-up matching contributions made by Life Technologies are 50% vested after one y vested after two years of service.

One executive officer, Mark Stevenson, also participated in a supplemental executive retirement plan that was implemented in Mr. Stevenson was an Applied Biosystems executive. Effective January 1, 2010, the Committee froze the supplemental execu Mr. Stevenson ceased accruing any additional benefits under this arrangement.

Other Benefits and Perquisites. The Company also owns an aircraft which is operated by a third party and made available for by the Company. Executive officer family members / guests may accompany an executive for business related activities. How or guests accompany an executive on a business trip and their travel is not business related, the executive reimburses the cost member / guest travel to the Company at the then prevailing Standard Industry Fare Level rates.

The Company does not provide an income tax gross-up for the executive officer s cost associated with these benefits or perq relating to benefits and perquisites are disclosed in the footnotes to the Summary Compensation Table.

Executive Severance Plan and Agreements

The following benefits are provided to executive officers eligible under the Executive Severance Plan and whose employmen terminated without cause (as defined under the plan):

(i) an amount of cash severance equal to twelve (12) months base salary continuation plus an equivalent to the incumbent s p

(ii) nine months of outplacement assistance, and

(iii) up to twelve months of health benefits continuation.

The Company has also entered into individual agreements with the CEO and Chief Financial Officer providing them with spe employment is terminated involuntarily without cause or they voluntarily terminate employment for good reason (as define Specifically, their agreements provide the following benefit upon termination:

(i) a cash lump-sum payment in an amount equal to 1.5 times the sum of the executive s base salary plus the ICP target bonu termination occurred, and

(ii) eighteen months of group health benefits continuation.

Each executive is required to sign a Confidential Separation Agreement and General Release of All Claims (Separation Agree the Life Technologies Executive Officer Severance Plan as a condition to receiving any benefits. The Committee believes the competitive and reasonable and that they avoid lengthy negotiations with executives when they leave the Company.

Executive Change-in-Control (CIC) Agreements

The Company has entered into change-in-control (CIC) agreements with the NEOs and a very small group of other executives believes these individuals are the most likely to lose their

jobs due to redundancy but not performance, and believe these agreements provide any potential buyer with the flexibility to
team if so desired.

The CIC agreements are double trigger agreements, meaning no payouts are made to the executives unless there is a:

(i) change in ownership, and

(ii) termination or constructive termination of the executive s employment within twenty-four months following the change i

If a double-trigger occurs the agreement provides for the executive to receive:

(i) a cash lump-sum payment in an amount equal to two times his or her existing base salary plus two times the higher of the
target bonus; (ii) up to twenty-four months of group health insurance continuation coverage (which ceases should the executiv
that allows the executive to participate in group health insurance coverage before the twenty-four month period ends);

(iii) outplacement assistance for nine months;

(iv) acceleration of vesting of all outstanding long-term incentive awards; and

(v) a tax gross-up if an Internal Revenue Code section 280G excise tax penalty is imposed for excess parachute payments.

In April 2009, the Committee agreed not to include a gross-up of any excise tax in future CIC agreements, except in extraordi
Additionally, any new CIC agreements offered to a current or prospective employee must be approved by the Committee. Ad
regarding applicable payments under the CIC and executive severance arrangements for the NEOs is provided below under th
Payments Upon Termination or Change-in-Control.

Other Policies and Practices

Stock Ownership Guidelines. The Committee has determined each of the executive officers should own a significant amount
common stock to more closely align the financial interests of the executive officers with those of stockholders. Executive offi
attain these ownership levels within four years after their election or appointment to the specified officer position. The Comm
hold at least 90,000 shares of the Company s common stock, the Chief Operating Officer to hold at least 40,000 shares, and s
hold at least 20,000 shares. The Company s policy regarding shares included for the purposes of ownership guidelines was a
In determining individual ownership levels, all shares held outright (not including unvested RSUs or unexercised stock option
through the ESPP, and deferred stock units are counted towards the ownership guidelines. Previously, unvested RSUs were in
ownership levels. The deadline to achieve the guideline amounts is February 2013.

As of March 1, 2011, all executive officers either met or were on target to be in compliance with these stock ownership guide

*Equity Grant Practice*s. The Committee awards stock options at an exercise price equal to the closing price of the Company
on the date of the grant. The date of grant is the first trading day of the month following the date the grants are approved. Und
Company s equity plans, stock option re-pricing is not permitted without stockholder approval.

Deductibility of NEO Compensation. In evaluating compensation program alternatives, the Committee considers the potentia
Section 162(m) of the Internal Revenue Code. Section 162(m) eliminates the deductibility of compensation over $1 million p
exception of the Chief Financial Officer under current IRS rules) of a publicly-traded company that is not performance-base
under the specific rules.

The Committee endeavors to maximize deductibility of compensation under Section 162(m) to the extent practicable while m
performance-based compensation. However, the Committee believes it is important to retain maximum flexibility in designin
programs that meet its stated objectives and fit within the Committee s compensation philosophy. Further, the actual impact
compensation paid to NEOs over the limitation would have a minimal impact on the Company s financial position. Therefor
choose not to limit compensation to preserve deductibility for certain payments under various compensation programs. The C
alternative forms of compensation that preserve deductibility, consistent with its compensation goals.

*Clawback Polic*y. In April 2010, the Committee adopted a Compensation Recovery Policy. The Company believes that the st
place provide a substantial safeguard against the risk of a financial restatement. However, if an extraordinary event were to oc
material restatement of the Company s financial performance, the Committee is authorized to seek recovery of compensation
employees. The Committee may take all relevant factors into account when deciding subsequent compensation actions and ex
and discretion to determine amounts to recoup, if any. For these purposes material restatement does not include a restatem
changes in applicable accounting rules or interpretations.

Policy on Stock Hedging. Executive officers are prohibited from participating in short sales on the Company s stock, or the p
puts, calls, straddles, equity swaps or other derivative securities that are directly linked to Life Technologies securities.

REPORT OF THE
COMPENSATION AND ORGANIZATIONAL DEVELOPMENT COMMITTEE
OF THE
BOARD OF DIRECTORS

The Compensation and Organizational Development Committee reviewed and discussed the Compensation Discussion and A
Item 402(b) of SEC Regulation S-K with management. Based on such review and discussions, the Compensation and Organiz
Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the registr
Schedule 14A.

Ronald A. Matricaria (Chairman)
Donald W. Grimm
William H. Longfield
David C. U Prichard, Ph.D.

2010 Summary Compensation Table

The following table sets forth information for the fiscal year ended December 31, 2010, concerning the compensation of the C Company and each of the three other most highly compensated executive officers as of December 31, 2010.

(a) Name and Principal Position	(b) Year	(c) Salary ($)	(d) Bonus ($)	(e) Stock Awards ($)[1]	(f) Option Awards ($)[1]	(g) Non-Equity Incentive Plan Compensation ($)	(h) Change Pensio Value and Non-Quali Deferre Comp Earning
Gregory T. Lucier	2010	1,129,808		3,670,576	3,595,334	2,874,713[3]	
Chairman & Chief	2009	1,116,346				3,349,039[5]	
Executive Officer	2008	978,404		4,521,326	3,589,602	2,050,000	
Mark P. Stevenson	2010	678,462		1,274,468	1,248,375	1,215,000[8]	269,918
President & Chief	2009	650,000				1,505,000[11]	246,052
Operating Officer[10]	2008	75,000	6,744,492[14]	999,994	1,196,534	709,122	62,882
David F. Hoffmeister	2010	554,808		1,019,564	998,703	695,000[16]	
Chief Financial	2009	519,231				887,500[18]	
Officer	2008	475,192		1,324,984	1,363,421	445,315	
Bernd Brust	2010	548,077		1,121,536	1,098,569	648,750[21]	
President. Molecular	2009	493,269				1,020,625[23]	
Medicine	2008	421,846		1,396,167	1,422,236	548,136	
Peter M. Dansky	2010	464,615		764,660	749,016	551,405[26]	
President, Molecular and Cell Biology							

(1) Figures in all years reflect the grant date fair value of all awards made during the year.

(2) Consists of any Executive financial planning services, executive physical, supplemental benefit premiums, 401(k) mat Deferred Compensation Plan (DCP) matching program, and relocation payments. The DCP is discussed in more detail entitled Executive Compensation Discussion and Analysis.

(3) Consists of 2010 ICP payout of $2,874,713. Mr. Lucier was not eligible for a synergy bonus, as described in the sectio Executive Compensation Discussion & Analysis.

(4) Consists of Executive financial planning services of $10,500, supplemental life insurance premiums of $490, suppleme disability premiums of $24,543, 401(k) match of $11,025, $1,350 of 401(k) make-up match under the DCP to be credi compensation earned in 2010, and $107,813 in deferred stock units to be credited under the DCP matching program in compensation earned in 2010.

(5) Consists of 2009 ICP payout of $3,349,039. Mr. Lucier was not eligible for a synergy bonus, as described in the sectio Executive Compensation Discussion & Analysis.

(6) Consists of Executive financial planning services of $12,250, executive physical of $1,560, supplemental life insurance $658, supplemental long-term disability premiums of $21,651, and 401(k) match of $7,350.

(7) Consists of Executive financial planning services of $19,984, 401(k) match of $6,900, supplemental life insurance prem $15,801, executive physical of $2,500, health insurance contribution of $11,088, enhanced security protection of $7,92 miscellaneous award of $50.

(8) Consists of 2010 ICP payout of $825,000 and 2010 synergy bonus payout of $390,000.

(9) Consists of Executive financial planning services of $6,930, executive physical of $2,421, supplemental long-term disa of $2,637, 401(k) match of $11,025, $1,350 of 401(k) make-up match under the DCP to be credited in 2011 for compe in 2010, and $175,000 in deferred stock units to be credited under the DCP matching program in 2011 for ICP compen 2010.

(10) 2008 figures consist of payments made from November 21, 2008 through December 31, 2008.

(11) Consists of 2009 ICP payout of $920,000 and 2009 synergy bonus payout of $585,000.

(12) SERP benefit for Mr. Stevenson was frozen on December 31, 2009.

(13) Consists of Executive financial planning services of $7,653, supplemental long-term disability premiums of $2,637, 40 $14,700, non-qualified Excess Savings Plan match of $1,800, and taxable relocation payments of $86,704.

(14) Consists of a cash payment equal to three years of base salary and target bonus, plus reimbursement and gross-up for e

(15) Consists of Executive financial planning services of $860, car allowance of $1,154, supplemental long-term disability and life insurance premium payments of $132.

(16) Consists of 2010 ICP payout of $470,000 and 2010 synergy bonus payout of $225,000.

(17) Consists of Executive financial planning services of $6,930, supplemental long-term disability premiums of $5,632, 40 $11,025, $1,350 of 401(k) make-up match under the DCP to be credited in 2011 for compensation earned in 2010, and deferred stock units to be credited under the DCP matching program in 2011 for ICP compensation earned in 2010.

(18) Consists of 2009 ICP payout of $550,000 and 2009 synergy bonus payout of $337,500.

(19) Consists of Executive financial planning services of $9,113, supplemental long-term disability premiums of $5,632 and of $7,350.

(20) Consists of Executive financial planning services of $13,667, 401(k) match of $1,056, supplemental life insurance prem $8,207, executive physical of $2,500, health insurance contribution of $7,567 and $15,433 for professional services ren Morrison Cohen, LLP.

(21) Consists of 2010 ICP payout of $435,000 and 2010 synergy bonus payout of $213,750.

(22) Consists of Executive financial planning services of $6,930, supplemental long-term disability premiums of $3,134, 40 $11,025, $1,350 of 401(k) make-up match under the DCP to be credited in 2011 for ICP compensation earned in 2010, in deferred stock units to be credited under the DCP matching program in 2011 for ICP compensation earned in 2010.

(23) Consists of 2009 ICP payout of $700,000 and 2009 synergy bonus payout of $320,625.

(24) Consists of Executive financial planning services of $15,885, executive physical of $1,326, supplemental long-term dis premiums of $3,134, and 401(k) match of $7,350.

(25) Consists of Executive financial planning services of $5,452, 401(k) match of $6,900, supplemental life insurance prem executive physical of $2,500, health insurance contribution of $11,551, and medical expenses of $2,836.

(26) Consists of 2010 ICP payout of $348,905 and 2010 synergy bonus payout of $202,500.

(27) Consists of Executive financial planning services of $6,930, executive physical of $1,482, supplemental long-term disa of $2,853, and 401(k) match of $11,025, and $1,350 of 401(k) make-up match under the DCP to be credited in 2011 fo earned in 2010, and $65,420 in deferred stock units to be credited under the DCP matching program in 2011 for ICP co earned in 2010.

Grants of Plan-Based Awards Table

The following table sets forth certain information with respect to stock and option awards and other plan-based awards grante
Executive Officers during the fiscal year ended December 31, 2010.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options
		Threshold	Target	Maximum	Threshold	Target	Maximum	(#)	(#)
(a)	(b)	($) (c)	($) (d)	($) (e)	($) (f)	($) (g)	($) (h)	(i)	(j)
Gregory T. Lucier	03/01/10	N/A	N/A	N/A	N/A	N/A	N/A	70,588	243,407
Chairman & Chief	03/11/11[(1)]	N/A	N/A	N/A	N/A	N/A	N/A	1,943	N/A
Executive Officer									
Mark P. Stevenson	03/01/10	N/A	N/A	N/A	N/A	N/A	N/A	24,509	84,516
President & Chief	03/11/11[(1)]	N/A	N/A	N/A	N/A	N/A	N/A	3,154	N/A
Operating Officer									
David F. Hoffmeister	03/01/10	N/A	N/A	N/A	N/A	N/A	N/A	19,607	67,613
Chief Financial	03/11/11[(1)]	N/A	N/A	N/A	N/A	N/A	N/A	1,943	N/A
Officer									
Bernd Brust	03/01/10	N/A	N/A	N/A	N/A	N/A	N/A	21,568	74,374
President, Molecular	03/11/11[(1)]	N/A	N/A	N/A	N/A	N/A	N/A	1,943	N/A
Medicine									
Peter M. Dansky	03/01/10	N/A	N/A	N/A	N/A	N/A	N/A	14,705	50,709
President, Molecular	03/11/11[(1)]	N/A	N/A	N/A	N/A	N/A	N/A	1,179	N/A
and									
Cell Biology									

(1) Grants to be made 3/11/2011 represent an approximate value of the company match under the Deferred Compensation
The number of units illustrated above is a projection based on the closing price of Life Technologies shares as of 12/3
actual number of deferred stock units will be determined by the closing price on the date of the award. The value of th
also reflected in the All Other Compensation section of the Summary Compensation Table. The DCP is discussed i
section entitled Executive Compensation Discussion and Analysis.

Options Exercised and Stock Vested Table

The following information sets forth the stock awards vested and stock options exercised by the Named Executive Officers du
ended December 31, 2010.

Name	Option Awards		St
	Number of Shares Exercised	Value Realized on Exercise(1)	Number of Shares Vesting
Gregory T. Lucier Chairman & Chief Executive Officer	N/A	N/A	580,788
Mark P. Stevenson President & Chief Operating Officer	N/A	N/A	N/A
David F. Hoffmeister Chief Financial Officer	N/A	N/A	10,990
Bernd Brust President, Molecular Medicine	49,208	$ 1,416,617	13,790
Peter M. Dansky President, Molecular & Cell Biology	16,000	$ 476,424	N/A

(1) Represents the excess of the fair market value of the shares exercised over the aggregate price of such shares on the da

(2) Represents the fair market value of the shares on the date of vesting.

Outstanding Equity Awards at Fiscal Year-end Table

The following table sets forth certain information with respect to the value of all unexercised options and unvested stock awar the Named Executive Officers as of December 31, 2010 (market value for stock awards is determined by multiplying the num closing price of Life Technologies common stock on the last trading day of the fiscal year).

Name (a)	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) (d)	Option Exercise Price ($) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (g)	Market Value of Shares or Units of Stock That Have Not Vested ($) (h)	I A N u
Gregory T. Lucier	507,352			19.01	05/30/2013			
Chairman & Chief	105,000			32.69	05/14/2014			
Executive Officer	70,000			31.26	11/12/2014			
	85,000			38.43	05/13/2015			
	85,000			32.26	11/14/2015			
	210,000			37.33	03/01/2016			
		485,829(1)		22.23	11/21/2018			
		243,407(1)		52.00	03/01/2020			
						232,531(2)	12,905,471	
	1,062,352	**729,236**				**232,531**	**12,905,471**	
Mark P. Stevenson	69,584			39.81	01/30/2017			
President & Chief	80,972	80,971(1)		22.23	11/21/2018			
Operating Officer		84,516(1)		52.00	03/01/2020			

					69,493[3]	3,856,862
	150,556	**165,487**			**69,493**	**3,856,862**
David F. Hoffmeister	207,272		27.50	10/13/2014		
Chief Financial Officer	30,000		38.43	05/13/2015		
	30,000		32.26	11/14/2015		
	58,000		32.94	05/12/2016		
	36,000	12,000[1]	35.87	05/15/2017		
	14,408	14,406[1]	46.85	05/15/2018		
	62,416	62,415[1]	22.23	11/21/2018		
		67,613[1]	52.00	03/01/2020		
					64,417[3]	3,575,144
	438,096	**156,434**			**64,417**	**3,575,144**
Bernd Brust	6,252		38.12	02/17/2014		
President, Molecular Medicine	2,336		32.09	06/15/2014		
	5,000		38.43	05/13/2015		
	120		32.26	11/14/2015		
	7,500		32.94	05/12/2016		
		11,750[1]	28.30	01/01/2017		
	14,000	14,000[1]	35.87	05/15/2017		
	16,328	16,328[1]	46.85	05/15/2018		
		62,415[1]	22.23	11/21/2018		
		74,374[1]	52.00	03/01/2020		
					66,806[3]	3,707,733
	51,536	**178,867**			**66,806**	**3,707,733**
Peter M. Dansky	46,416	62,415[1]	22.23	11/21/2018		
President, Molecular & Cell Biology		50,709[1]	52.00	03/01/2020		
					56,315[3]	3,125,483
	46,416	**113,124**			**56,315**	**3,125,483**

(1) Options are exercisable in 25% annual increments beginning one year from the grant date.

(2) Mr. Lucier vests 161,943 RSUs in full four years from the grant date and 70,588 in full three years from the grant date

(3) RSUs vest in full three years from the grant date.

Employment and Severance Arrangements

Employment Agreements

On February 24, 2011, the Company entered into an amended and restated employment agreement with Gregory T. Lucier, th
and Chief Executive Officer, modifying his existing employment agreement entered into in 2003. Under the terms of this agre
intends to grant Mr. Lucier at least 150,000 time-based vesting restricted stock units each year in 2012 and 2013 but the econ

of each award will not exceed $12,000,000 on the date of grant. Grants made in 2012 and 2013 will require approval by the C Board at the time of award.

If the Company terminates his employment not for cause (or he voluntarily terminates for Good Reason as defined in his agre cash severance equal to 1.5X his annual salary plus target ICP opportunity, 18 months of health care benefits, and accelerated equity-based incentives (excluding stock options that have an exercise price above the closing price of the Company s comm termination date). Any vested stock options will remain exercisable until the earlier to occur of the first anniversary of his ter final stated expiration date. At any time on or after September 1, 2013, he can provide the Company written notice of his volu than six months prior to the effective date of the resignation. If this were to occur, all of his outstanding equity-based incentiv (excluding stock options that have an exercise price above the closing price of the Company s common stock on his terminat fully vested on his termination date (accelerated vesting does not apply to any equity-based incentives granted on or after Jan stock options will remain exercisable until their final stated expiration date. If Mr. Lucier continues to have superior performa expects to amend this agreement prior to September 1, 2013 to retain Mr. Lucier for an appropriate future period of time. The Agreement, 2011 equity grant agreement, and amended equity grant agreements were filed as Exhibit 10.10 to the Company Form 10-K for the year ended December 31, 2010, filed with the SEC on February 25, 2011.

The Company entered into an Employment Agreement, effective on October 13, 2004, with David F. Hoffmeister, for Mr. Ho Company s Chief Financial Officer. Under the terms of this Employment Agreement, Mr. Hoffmeister received his target bo Compensation Plan for his first year of employment. Mr. Hoffmeister received a one time signing bonus of $375,000. Mr. Ho $225,000 employment bonus which was paid on or before each of the first three anniversary dates of Mr. Hoffmeister s initia Employment Agreement also provides Mr. Hoffmeister with severance benefits in the event of his termination for certain reas Agreement was filed as Exhibit 10.1 to an 8-K filed with the SEC on October 18, 2004.

The Company entered into an Employment Agreement, effective on November 20, 2008, with Mark P. Stevenson, for Mr. Ste Company s President and Chief Operating Officer. Under the terms of the Agreement, Mr. Stevenson was to receive a cash l amount of $3.744 million, plus reimbursement and gross up for excise taxes. The Agreement also provides that Mr. Stevenson Equity Incentive Award by way of (i) an option to purchase a number of shares of Company common stock that have a grant $3.6 million, vesting ratably over four years, and (ii) a grant of restricted stock units of Company common stock that have a g $1.0 million, vesting 100% on the third anniversary of the date of grant. In addition, Mr. Stevenson is eligible for certain seve event of his termination for certain reasons. The Employment Agreement was filed as Exhibit 99.4 to an 8-K filed with the SE 2008.

The Company has entered into letter agreements with each of our other executive officers outlining the terms of their employ their compensation. Each of these letter agreements follows our standard employment offer template, and provides for emplo

Compensation of Directors

During 2010, certain directors who are not executive officers received compensation as described below:

Director Compensation Table

Name (a)	Fees Earned Paid in Cash ($) (b)	Stock Awards ($)[2][3] (c)	Option Awards ($)[3] (d)	Non-Equity Incentive Plan Compensation ($) (e)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (f)	Al Com
George F. Adam, Jr	100,000	225,048				
Raymond V. Dittamore	112,500	225,048				
Donald W. Grimm	100,000	225,048				
Balakrishnan S. Iyer	112,500	225,048				
Arnold J. Levine, Ph.D.	100,000	225,048				
William H. Longfield	100,000	225,048				
Bradley G. Lorimier	100,000	225,048				
Ronald A. Matricaria	112,500	225,048				
Per A. Peterson, Ph.D.	112,500	225,048				
W. Ann Reynolds, Ph.D.	112,500	225,048				
William S. Shanahan[1]	50,000	225,048				
David C. U Prichard, Ph.D	100,000	225,048				

(1) Mr. Shanahan retired from the Board effective June 30, 2010.

(2) The amounts reported in Columns (c) and (d) of the table above reflect the aggregate grant date fair value of stock awa awards, respectively, granted to Non-Employee Directors during 2010 and computed in accordance with Financial Ac Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718 (Stock Compensation).

(3) The following table presents the number of outstanding and unexercised option awards and the number of outstanding each of the Non-Employee Directors as of December 31, 2010:

Director	Number of Shares Subject to Outstanding Options as of 12/31/2010	S
George F. Adam, Jr	7,828	
Raymond V. Dittamore	88,000	
Donald W. Grimm	48,000	
Balakrishnan S. Iyer	48,000	

Arnold J. Levine, Ph.D.	51,925
William H. Longfield	38,009
Bradley G. Lorimier	88,000
Ronald A. Matricaria	48,000
Per A. Peterson, Ph.D.	1,918
W. Ann Reynolds, Ph.D.	30,686
William S. Shanahan	
David C. U Prichard, Ph.D	5,000

Effective April 1, 2009, the Board adopted annual compensation guidelines as follows. Each Director receives a fixed annual
$325,000 with $100,000 payable in cash, and $225,000 payable in restricted stock units. Cash payments are made in advance
calendar quarter, and the Board, at its first meeting following the Annual Meeting of stockholders, determines the amount of

payment for the subsequent four quarters. The Presiding Director and each Committee Chairman receive an additional $12,50
Directors are reimbursed for the reasonable out-of-pocket expenses that they incur in attending meetings of the Board, commi
Company, and director-related education seminars.

Restricted stock units (RSUs) are granted at the first Board meeting following the Annual Meeting. The Board anticipates tha
will receive RSUs with a Fair Market Value on the date of grant of $225,000 for each year. Each RSU grant completely vests
anniversary of its grant date, or the date of the next annual meeting. Each Director may elect to have the company settle his o
time after the vesting period has lapsed. If no election is made, the RSUs will be settled at termination of such Director s serv

Cash and equity compensation for newly appointed directors are pro-rated to the date of the next annual meeting.

On February 24, 2011 the Board adopted a policy regarding the compensation of directors that provides that if a non-employe
accept the compensation as described above due to restrictions imposed on such director by his or her employer, then the com
amount may be amended for such director by the Compensation & Organizational Development Committee to comply with s
that in no event shall the annual compensation for a director exceed the aggregate value of compensation then in effect for a n
established by the annual compensation guidelines adopted by the Board. The Board adopted this rule to address any internal
employers of director nominees, as may arise from time to time, including Class I director nominee Ora H. Pescovitz, M.D.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation & Organizational Development Committee are or have been an officer or employe
During 2010, no member of the Compensation & Organizational Development Committee had any relationship with the Com
disclosure under Item 404 of Regulation S-K. During 2010, none of the Company s executive officers served on the compens
of directors of another entity any of whose executive officers served on the Company s Compensation & Organizational Dev
Board.

Director Stock Ownership Guidelines Table

In April 2010, the Board amended the stock ownership guidelines for the directors and required each director to own at least 5
retainer. The chart below indicates each director is in compliance with these guidelines.

Name	**Value of Shares Owned[(1)]**	**Ownership Guideline ($)**
(a)	**(b)**	**(c)**
George F. Adam, Jr.	$ 680,042	$ 500,000
Raymond V. Dittamore	$ 1,343,933	$ 500,000
Donald W. Grimm	$ 1,498,667	$ 500,000
Balakrishnan S. Iyer	$ 1,276,667	$ 500,000
Arnold J. Levine, Ph.D.	$ 1,945,275	$ 500,000
William H. Longfield	$ 2,088,798	$ 500,000
Bradley G. Lorimier	$ 1,509,767	$ 500,000
Ronald A. Matricaria	$ 4,384,667	$ 500,000
Per A. Peterson, Ph.D.	$ 847,874	$ 500,000
W. Ann Reynolds, Ph.D.	$ 1,387,667	$ 500,000
David C. U Prichard, Ph.D.	$ 1,082,417	$ 500,000

(1) Consists of Direct Stock Ownership, vested Restricted Stock Units, and deferred stock units as of December 31, 2010, market value of $55.50 per share.

Potential Payments upon Termination or Change in Control

The Company has entered into certain agreements and maintains certain plans that will require us to provide compensation to Officers of Life Technologies in the event of a termination of employment or a change in control of Life Technologies. The a payable to each Named Executive Officer in each situation is set forth in the tables below.

The following table describes the potential payments upon termination or a change in control of Life Technologies for Gregor Technologies Chairman & Chief Executive Officer:

Executive Benefits and Payments Upon Termination[1]	**Voluntary Termination For Good Reason**	**Involuntary Termination other than for Cause[2]**	**Termination for Cause**
Compensation			
Base salary		1,725,000	
Non-equity Incentive Plan		2,587,500	
Long-term incentives[4]	29,847,174	29,847,174	
Option acceleration			
Restricted stock acceleration			
Benefits and Perquisites			
Health care insurance			
Benefit Continuation		25,104	
Deferred Compensation Balance			
Accrued Vacation			
Outplacement Assistance		10,000	
280G gross-up			
Vesting of Employer 401(k) Contributions			
Total:	29,847,174	34,194,778	

(1) Assumes the executive s compensation is as follows: current base salary equal to $1,150,000, annual incentive oppor 150% of base salary.

(2) Assumes the executive s severance benefit under an involuntary termination other than for cause is equal to 1.5 times target annual bonus.

(3) Based on involuntary termination or termination for good reason within two years of a Change in Control.

(4) Assumes the executive s date of termination is December 31, 2010 (assuming a calendar fiscal year-end) and the pric Company s stock on the date of termination is $55.50 per share.

The following table describes the potential payments upon termination or a change in control of Life Technologies for Mark I
Technologies President & Chief Operating Officer:

Executive Benefits and Payments Upon Termination[1]	Voluntary Termination For Good Reason	Involuntary Termination other than for Cause[2]	Termination for Cause
Compensation			
Base salary		700,000	
Non-equity Incentive Plan		700,000	
Long-term incentives[4]	3,785,711	3,785,711	
Option acceleration			
Restricted stock acceleration			
Benefits and Perquisites			
Health care insurance			
Benefit Continuation		16,391	
Deferred Compensation Balance	9,068	9,068	
Accrued Vacation			
Outplacement Assistance		10,000	
280G gross-up			
Vesting of Employer 401(k) Contributions			
Total:	3,794,779	5,221,170	

(1) Assumes the executive s compensation is as follows: current base salary equal to $700,000, annual incentive opportu
100% of base salary.

(2) Assumes the executive s severance benefit under an involuntary termination other than for cause is equal to one time
target annual bonus.

(3) Based on involuntary termination or termination for good reason within two years of a Change in Control.

(4) Assumes the executive s date of termination is December 31, 2010 (assuming a calendar fiscal year-end) and the pric
Company s stock on the date of termination is $55.50 per share.

The following table describes the potential payments upon termination or a change in control of Life Technologies for David
Technologies Chief Financial Officer:

Executive Benefits and Payments Upon Termination[1]	**Voluntary Termination For Good Reason**	**Involuntary Termination other than for Cause[2]**	**Termination for Cause**
Compensation			
Base salary		862,500	
Non-equity Incentive Plan		646,875	
Long-term incentives[4]	11,229,286	11,229,286	
Option acceleration			
Restricted stock acceleration			
Benefits and Perquisites			
Health care insurance			
Benefit Continuation		16,922	
Accrued Vacation			
Deferred Compensation Balance			
Outplacement Assistance		10,000	
280G gross-up			
Vesting of Employer 401(k) Contributions			
Total:	11,229,286	12,765,583	

(1) Assumes the executive s compensation is as follows: current base salary equal to $575,000, annual incentive opportu
of base salary.

(2) Assumes the executive s severance benefit under an involuntary termination other than for cause is equal to 1.5 times
target annual bonus.

(3) Based on involuntary termination or termination for good reason within two years of a Change in Control.

(4) Assumes the executive s date of termination is December 31, 2010 (assuming a calendar fiscal year-end) and the pric
Company s stock on the date of termination is $55.50 per share.

The following table describes the potential payments upon termination or a change in control of Life Technologies for Bernd
President, Molecular Medicine:

Executive Benefits and Payments Upon Termination[1]	Voluntary Termination For Good Reason	Involuntary Termination other than for Cause[2]	Termination for Cause
Compensation			
Base salary		575,000	
Non-equity Incentive Plan		431,250	
Long-term incentives[4]	836,742	836,742	
Option acceleration			
Restricted stock acceleration			
Benefits and Perquisites			
Health care insurance			
Benefit Continuation		16,736	
Deferred Compensation Balance	77,379	77,379	
Accrued Vacation			
Outplacement Assistance		10,000	
280G gross-up			
Vesting of Employer 401(k) Contributions			
Total:	914,121	1,947,107	

(1) Assumes the executive s compensation is as follows: current base salary equal to $575,000, annual incentive opportu
of base salary.

(2) Assumes the executive s severance benefit under an involuntary termination other than for cause is equal to one time
target annual bonus.

(3) Based on involuntary termination or termination for good reason within two years of a Change in Control.

(4) Assumes the executive s date of termination is December 31, 2010 (assuming a calendar fiscal year-end) and the pric
Company s stock on the date of termination is $55.50 per share.

The following table describes the potential payments upon termination or a change in control of Life Technologies for Peter M
Technologies President, Molecular and Cell Biology:

Executive Benefits and Payments Upon Termination[1]	**Voluntary Termination For Good Reason**	**Involuntary Termination other than for Cause[2]**	**Termination for Cause**
Compensation			
Base salary		470,000	
Non-equity Incentive Plan		352,500	
Long-term incentives[4]	1,544,260	1,544,260	
Option acceleration			
Restricted stock acceleration			
Benefits and Perquisites			
Health care insurance			
Benefit Continuation		16,736	
Deferred Compensation Balance	3,507	3,507	
Accrued Vacation			
Outplacement Assistance		10,000	
280G gross-up			
Vesting of Employer 401(k) Contributions			
Total:	1,547,767	2,393,496	

(1) Assumes the executive s compensation is as follows: current base salary equal to $470,000, annual incentive opportu
of base salary.

(2) Assumes the executive s severance benefit under an involuntary termination other than for cause is equal to one time
target annual bonus.

(3) Based on involuntary termination or termination for good reason within two years of a Change in Control.

(4) Assumes the executive s date of termination is December 31, 2010 (assuming a calendar fiscal year-end) and the pric
Company s stock on the date of termination is $55.50 per share.

Nonqualified Deferred Compensation Table

Name of Executive	Type of Deferred Compensation Plan	Executive Contributions in Last Fiscal Year	Registrant Contributions in Last Fiscal Year[1]	Aggregate Earnings in the last Fiscal Year[2]	Aggr Withd Distri
Gregory T. Lucier	Deferred Compensation Plan		109,163		
Mark P. Stevenson	Deferred Compensation Plan		176,350	1	
David F. Hoffmeister	Deferred Compensation Plan		109,163		
Bernd Brust	Deferred Compensation Plan		109,163	1,492	
Peter M. Dansky	Deferred Compensation Plan		66,770		

(1) Figures in this column represent the value of the 25% company match on incentive contributions deferred to the Life T Stock Fund in 2010 to be credited in 2011 as well as company contributions under the 401(k) make-up match under th compensation earned in 2010 to be credited in 2011. These amounts are also reported in the Summary Compensation T

(2) Figures in the column represent the value of interest credited in addition to changes in market value of invested funds December 31, 2010.

(3) Figures in this column represent the vested value of participant s account as of December 31, 2010. The amounts set column include amounts reported in the Summary Compensation Table in the current year and prior years.

Pension Benefit Table[1]

Name of Executive	Year	Plan Name	Number of Years Credited Service (#)	Present V of Accumu Benefit
	2010	Applera Corporation Supplemental Executive Retirement Plan	5.33	1,33
Mark P. Stevenson	2009	Applera Corporation Supplemental Executive Retirement Plan	5.33	1,06
	2008	Applera Corporation Supplemental Executive Retirement Plan	4.33	81

(1) Calculations based on the following assumptions:

- Monthly benefit payable in the form of a single life annuity at normal retirement.
- Form of payment elected: 100% joint and survivor annuity.
- Actuarial equivalence factors based on 1994 GAM 50/50 mortality table and 6.00% interest.
- Present value factors based on a December 31, 2010 discount rate of 5.45% and the RP-2000 mortality table, proj white collar adjustment; no pre-retirement mortality.
- Applera Corporation Supplemental Executive Retirement Plan document effective December 31, 2005 and last ar effective as of January 1, 2010.

EQUITY COMPENSATION PLAN INFORMATION

Securities Authorized for Issuance Under Equity Compensation Plans

Information about Life Technologies equity compensation plans at December 31, 2010 is as follows (shares in thousands):

Plan Category	Number of Shares to be Issued Upon Exercise of Outstanding Options	Weighted Average Exercise Price of Outstanding Options	Numbe Share Remain Availab for Futu Issuan
Equity compensation plans approved by stockholders			12,
Stock Options	12,800	$ 35.75	
Restricted Stock Units	3,283	$	
Equity compensation plans not approved by stockholders[(1)]	537	$ 18.20	2,
Total	16,620	$ 28.12	14,

(1) Represents the Invitrogen Corporation 2001 and 2002 Stock Incentive Plans, options granted to Life Technologies C Officer (CEO), and the Life Technologies Deferred Compensation Plan. Stock options under the Invitrogen Corporati 2002 Stock Incentive Plans were assumed as part of the Molecular Probes acquisition in August 2003. At December 3 two assumed plans collectively total 29,474 shares to be issued upon exercise of outstanding options at a weighted ave price of $4.20, with none available for future issuance. Pursuant to an employment agreement with its CEO, an option 1,350,000 shares of Life Technologies Common Stock is included in this amount; of which 842,648 was exercised as 2010. The Life Technologies Deferred Compensation Plan has 2,000,000 shares available for future issuance.

(2) Includes 9,779,012 shares reserved for issuance under the Life Technologies Corporation 2009 Equity Incentive Plan 3,013,764 shares reserved for issuance under the Life Technologies Corporation 2010 Employee Stock Purchase Plan.

The material features of the 2001 and 2002 Stock Incentive Plans are identical to one another. Only employees, consultants or Company who were hired after the closing of the Molecular Probes acquisition in August of 2003, or any such individuals wh employed by Molecular Probes, were eligible to receive awards under the assumed plans. The assumed plans provide for the a options or restricted stock. These plans typically provide for 100% vesting after four years of service. The plans provide that incentive stock options, may be granted with exercise prices less than fair market value on the date of grant, although the Com any options with an exercise price lower than fair market value. Upon a change in control, the vesting and exercisability of all under the plans are 100% accelerated only to the extent an acquiring entity does not assume such outstanding awards.

The material terms of the CEO Option described in Footnote 1 to the table above are as follows: (i) the exercise price is $19.0 shares vested on the two-year anniversary of the option grant and the remaining half of the shares vest on the four-year annive date, (iii) upon a change in control the CEO Option fully vests, (iv) upon the CEO s death or disability the CEO Option shall amount which would reflect an additional twelve months of service by the CEO, and (v) upon the CEO s termination withou good reason, the CEO Option shall become vested in an amount which would reflect an additional eighteen months of service

STOCK OWNERSHIP

The following table sets forth information as of March 1, 2011, regarding the beneficial ownership of Common Stock by (i) e
to own beneficially more than five percent of our outstanding Common Stock, (ii) each director and nominee for election as a
Named Executive Officer, and (iv) all directors and executive officers as a group. Except as otherwise specified, the named b
voting and investment power over the shares listed. Except as otherwise indicated, the address for each beneficial owner is c/o
Corporation, 5791 Van Allen Way, Carlsbad, California 92008.

Stock Ownership Table

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership of Common Stock[1]
BlackRock, Inc.[2]	10,988,752
Gregory T. Lucier[3]	1,438,103
Mark P. Stevenson[4]	200,118
David F. Hoffmeister[5]	490,044
Bernd Brust[6]	94,191
Peter M. Dansky[7]	63,599
George F. Adam, Jr.[8] [19]	24,133
Raymond V. Dittamore[9] [19]	116,267
Donald W. Grimm[10] [19]	79,055
Balakrishnan S. Iyer[11] [19]	75,055
Arnold J. Levine, Ph.D.[12] [19]	91,027
William H. Longfield[13] [19]	79,697
Bradley G. Lorimier[14] [19]	119,255
Ronald A. Matricaria[15] [19]	131,055
Per A. Peterson, Ph.D. [16] [19]	21,247
W. Ann Reynolds, Ph.D.[17] [19]	59,741
David C. U Prichard, Ph.D.[18] [19]	28,055
All Directors and Section 16 Executive Officers as group (24 individuals) Total	4,490,413

* Less than 1%.

(1) We determined the number of shares of common stock beneficially owned by each person under rules promulgated by on information obtained from questionnaires, company records and filings with the SEC. The information is not neces of beneficial ownership for any other purpose. Beneficial ownership is determined in accordance with the rules of the factors including voting and investment power with respect to shares. Percentage of beneficial ownership is based on t shares of Common Stock outstanding as of March 1, 2010. Shares of Common Stock issuable upon conversion of con the exercise of options or warrants currently exercisable, or exercisable within 60 days after March 1, 2010, are deeme for the purpose of computing the percentage ownership of the person holding such options or warrants, but are not dee for computing the percentage ownership of any other persons.

(2) The address for BlackRock, Inc is 40 East 52nd Street, New York, New York 10022.

(3) Consists of 314,889 shares owned directly by family trust in which Mr. Lucier has beneficial interest and 1,123,204 sh
may acquire upon the exercise of stock options.

(4) Consists of 28,433 shares owned directly by Mr. Stevenson, and 171,685 shares Mr. Stevenson may acquire upon the
options.

(5) Consists of 35,044 shares owned directly by Mr. Hoffmeister and 455,000 shares Mr. Hoffmeister may acquire upon t
stock options.

(6) Consists of 24,061 shares owned directly by Mr. Brust and 70,130 shares Mr. Brust may acquire upon the exercise of

(7) Consists of 4,505 shares owned directly by Mr. Dansky and 59,094 shares Mr. Dansky may acquire upon the exercise

(8) Consists of 2,747 shares owned directly by Mr. Adam, 13,558 shares of restricted stock units, and 7,828 shares Mr. A upon the exercise of stock options.

(9) Consists of 4,000 shares owned directly by family trust in which Mr. Dittamore has a beneficial interest, 24,267 share stock units, and 88,000 shares that Mr. Dittamore may acquire upon the exercise of stock options.

(10) Consists of 8,000 shares owned by family trust in which Mr. Grimm has a beneficial interest, 23,055 shares of restrict and 48,000 shares Mr. Grimm may acquire upon the exercise of stock options.

(11) Consists of 4,000 shares owned directly by Mr. Iyer, 23,055 shares of restricted stock units, and 48,000 shares that M acquire upon the exercise of stock options.

(12) Consists of 1,081 shares owned directly by Dr. Levine, 13,558 shares of restricted stock units, 24,463 shares owned a units, and 51,925 shares Dr. Levine may acquire upon the exercise of stock options.

(13) Consists of 13,000 shares owned directly by Mr. Longfield, 13,558 shares of restricted stock units, 15,130 shares own stock units, and 38,009 shares Mr. Longfield may acquire upon the exercise of stock options.

(14) Consists of 8,200 shares owned directly by Mr. Lorimier, 23,055 shares of restricted stock units, and 88,000 shares M acquire upon the exercise of stock options.

(15) Consists of 60,000 shares owned directly by Mr. Matricaria, 23,055 shares of restricted stock units, and 48,000 shares Mr. Matricaria may acquire upon the exercise of stock options.

(16) Consists of 19,329 shares of restricted stock units and 1,918 shares that Dr. Peterson may acquire upon the exercise of

(17) Consists of 5,616 shares owned directly by Dr. Reynolds, 23,439 shares of restricted stock, and 30,686 shares that Dr. acquire upon the exercise of stock options.

(18) Consists of 23,055 shares of restricted stock units, and 5,000 shares that Dr. U Prichard may acquire upon the exercis

(19) Disclosures with respect to the stock ownership guidelines for each Director are set forth in the section titled Directo

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

In the last fiscal year, there has not been nor are there currently proposed any transactions or series of similar transactions to v
or is to be a party in which the amount involved exceeds $120,000 and in which any director, executive officer, holder of mor
common stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect m
the compensation arrangements agreements described in Executive Compensation Discussion and Analysis and the transac

Consulting Agreement

On June 30, 2010, in connection with his retirement from the Board of Directors, William S. Shanahan entered into a Consult
Company, effective as of June 30, 2010, under which he agreed to provide consulting services to the Company so that his kno
concerning the operations of the Company and his extensive experience in the consumer products business would continue to
management. In consideration of Mr. Shanahan s services, the Consulting Agreement provides that any of Mr. Shanahan s u
units as of the date of his resignation would continue to vest during the one-year term of his Consulting Agreement. At the tin
June 30, 2010, Mr. Shanahan had 5,562 unvested units of restricted stock, which had an approximate value of $262,824.50. A
Consulting Agreement was filed as Exhibit 10.1 on Form 8-K with the SEC on June 30, 2010.

Procedures for Approval of Related Party Transactions

Pursuant to the Life Technologies Protocol and the Audit Committee Charter, the executive officers, directors and principal st
their immediate family members and affiliates, are prohibited from entering into a related party transaction with the Company
the Audit Committee (or other independent committee of the Board in cases where it is inappropriate for the Audit Committee
transaction due to a conflict of interest). Any request for the Company to enter into a transaction with an executive officer, dir
stockholder or any of such persons immediate family members or affiliates in which the amount involved exceeds $120,000
Audit Committee for review, consideration and approval. In approving or rejecting the proposed transaction, the Audit Comm
relevant facts and circumstances available and deemed relevant, including, but not limited to, the risks, costs, and benefits to t
of the transactions, the availability of other sources for comparable services or products, and, if applicable, the impact on dire
Audit Committee shall only approve those transactions that, in light of known circumstances, are in or are not inconsistent wi
determined in good faith by the Audit Committee.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the executive officers, directors and persons who than 10% of the Company s Common Stock to file initial reports of beneficial ownership and reports of changes in beneficia SEC regulations require these individuals to give us copies of all Section 16(a) forms they file.

Based solely on a review of forms that were furnished to us and written representations from reporting persons, we believe th directors and more than 10% stockholders complied with all filing requirements related to Section 16(a).

THE LIFE TECHNOLOGIES PROTOCOL

The Company has adopted a code of ethics applicable to all of its employees, including the principal executive officer, princi principal accounting officer, its controller, and all of its directors. The code of ethics is called the Life Technologies Protocol, our internet site at www.lifetechnologies.com.

ITEMS FOR STOCKHOLDER CONSIDERATION

PROPOSAL 1

ELECTION OF DIRECTORS

At the Annual Meeting, the stockholders will be asked to elect four nominees as Class III directors and two nominees as Class nominees for election at the 2011 Annual Meeting of Stockholders to fill the four Class III positions on the Board are Balakri Lucier, Ronald A. Matricaria and David C. U Prichard, Ph.D. The nominees for election at the Annual Meeting to fill two Cl Board are William H. Longfield and Ora H. Pescovitz, M.D.

Our Board currently consists of five Class III directors (Balakrishnan S. Iyer, William H. Longfield, Ronald A. Matricaria, W and David C. U Prichard, Ph.D.) who will serve until the 2011 Annual Meeting of Stockholders, three Class I directors (Don Lucier and Per A. Peterson, Ph.D.) who will serve until the 2012 Annual Meeting of Stockholders, and four Class II directors Raymond V. Dittamore, Arnold J. Levine, Ph.D. and Bradley G. Lorimier) who will serve until the 2013 Annual Meeting of S case until their respective successors are duly elected and qualified.

Dr. Reynolds will be retiring as a Class III director immediately following the Annual Meeting in accordance with our Corpo Principles, which provide that the Board nominates only individuals who are 72 years of age or younger on the date of the ele To provide for an even distribution of directors across each class, our Board decided to reduce the number of directors allocat directors and increase the number of directors allocated to Class I to four directors, such that immediately following the Annu Classes I, II and III will have four members. As a result, the Board has chosen not to fill the Class III vacancy created by Dr. has instead re-allocated this vacancy to Class I. The Board has nominated Ora H. Pescovitz, M.D. for election as a new Class vacancy on the Board created by Dr. Reynolds retirement.

In addition, the Board is nominating current Class III director William H. Longfield for election as a Class I director at the An Board decided to nominate Mr. Longfield for election as a Class I director, with a term expiring at the 2012 annual meeting o Mr. Longfield will be older than 72 years of age at the time of the 2012 annual meeting of stockholders and it is therefore anti Mr. Longfield will retire from the Board upon the expiration of his term in 2012. Mr. Lucier, currently a Class I director, has current term by one year and stand for election as a Class III director, filling the Class III vacancy left by Mr. Longfield and b of Class III nominees for director to four. The Board has recommended these modifications to its current structure in the inter membership in light of the resignation of former director William S. Shanahan in June 2010, the retirement of Dr. Reynolds i anticipated retirement of Mr. Longfield in April 2012.

If elected, the nominees for the Class III positions will serve as directors until the Annual Meeting of Stockholders in 2014, a Class I positions will serve as directors until the annual meeting of stockholders in 2012, in each case until his or her successo qualified. If a quorum is present at the Annual Meeting, each of the four nominees for Class III director and each of the two n director receiving the majority of votes cast for such nominee will be elected. If any nominee declines to serve or becomes un or if a vacancy occurs before the election (although we know of no reason to anticipate that this will occur), your proxy may b substitute nominee as the proxy holders may designate.

Vote Required and Board of Directors Recommendation

If a quorum is present and voting, each of the six nominees that receive a majority of votes cast for such nominee will be e shares in your own name and abstain from voting on this matter, your abstention will have no effect on the vote. If you hold y broker and you do not instruct the broker on how to vote for the nominees, your broker will not have the authority to vote you broker non-votes will each be counted as present for purposes of determining the presence of a quorum but will not have any the vote. If a director nominee then serving on the Board does not receive the required majority, the director shall tender his o Board. Within ninety (90) days after the date of the certification of the election results, the Governance and Nominating Com committee that may be designated by the Board will make a recommendation to the Board on whether to accept or reject the r other action should be taken, and the Board will act on such Committee s recommendation and publicly disclose its decision

THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** EACH OF THE NOMINEES NAMED ABOVE.

PROPOSAL 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTIN

The Audit Committee of the Board of Directors has selected Ernst & Young LLP as the independent registered public accoun financial statements for the fiscal year ended December 31, 2011. Ernst & Young has acted in such capacity since its appointr Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting with the opportunity to make a state representatives desire to do so, and are expected to be available to respond to appropriate questions. With respect to broker no brokers have the discretion to ratify the appointment of the independent registered public accounting firm since the ratificatio matter.

Vote Required and Board of Directors Recommendation

The affirmative vote of the holders of a majority of the shares of Common Stock cast at the Annual Meeting is required for ra selection. Abstentions and broker non-votes will be counted for purposes of determining the presence or absence of a quorum broker non-votes will have any effect upon the outcome of voting with respect to the ratification of the independent registered

THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.

PROPOSAL 3

APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE COMPANY S RESTATED CERTIFICATE

At the Annual Meeting, stockholders will be asked to approve and adopt an amendment and restatement of the Company s cu of Incorporation (the Current Certificate). After careful consideration, on February 24, 2011, our Board voted unanimously to recommend to our stockholders that they approve, an amendment and restatement of our Current Certificate to: (i) phase out t Board, such that each director would be elected to a one year term beginning with the directors elected at our Annual Meeting obsolete provisions contained in the Current

Certificate; and (iii) add a new Article IX providing that, with certain exceptions, the sole and exclusive forum for certain acti
Chancery of the State of Delaware. Other than as described herein, the approval of the proposed Amended and Restated Certi
(the Proposed Certificate) will not have any effect on your rights as a stockholder.

The amendment and restatement of the Company s Current Certificate requires the approval of a majority of the voting powe
of capital stock entitled to vote in the election of directors at the Annual Meeting. Unless the stockholders approve this Propo
Certificate will remain unchanged and the classified Board of the Company will remain in place.

The full text of the Proposed Certificate is attached as Appendix A to this proxy statement. The summary below does not cont
that may be important to you and is qualified in its entirety by reference to the text of the Proposed Certificate. You are urged
Certificate in its entirety.

Proposed Amendments to the Restated Certificate of Incorporation

De-Classification of the Board of Directors

Article V, Section 1(b) of our Current Certificate currently requires that our Board be divided into three classes, with director
three year terms. Under normal circumstances, one class of directors, representing approximately one-third of our directors, s
annual meeting of stockholders. At the 2011 Annual Meeting, Class III directors are currently up for re-election, and followin
stockholders, will hold office until the 2014 annual meeting of stockholders.

Stockholders are being asked to approve the amendment and restatement of the Current Certificate to, among other things, de
phases and effect related changes to the Current Certificate. If the Proposed Certificate is approved by our stockholders, Artic
Proposed Certificate would provide that directors be elected for one year terms beginning with the 2012 annual meeting of sto
(i) the Class I directors elected in 2009 (or their successors) would be elected for annual terms beginning with the 2012 annua
stockholders, (ii) the Class II directors elected in 2010 (or their successors) would be elected for annual terms beginning with
of stockholders, and (iii) the Class III directors elected at this Annual Meeting (or their successors) would be elected for a ter
at the 2014 annual meeting of stockholders and would be up for election on an annual basis beginning with the 2014 annual m

The declassification of the Board requires that corresponding changes be made elsewhere in the Current Certificate. Article V
Proposed Certificate (formerly Article IV.D, Section 2(a) of the Current Certificate) provides that any directors elected to fill
following the filing of the Proposed Certificate would hold office for the remainder of the predecessor s term. Following the
phased-in declassification of the Board in 2014, each director elected to fill a vacancy on the Board would hold office until th
stockholders and until his or her successor is duly elected and qualified. The Board retains the ability to fill any vacancies on

In addition, under Delaware law, directors elected to a classified term may be removed only for cause, while directors elected
removed with or without cause by a vote of the holders of a majority of the outstanding shares entitled to vote. Accordingly, A
been removed in the Proposed Certificate.

The Board is submitting this Proposal 3 to our stockholders as part of its ongoing evaluation of its corporate governance pract
whether to propose declassifying the Board to our stockholders, the Board considered the arguments in favor of and against c
classified board structure. The Board recognizes that a classified structure may offer several advantages, such as promoting co
encouraging directors to take a long-term perspective and ensuring that a majority of the Board will always have prior experie
Additionally, classified boards are believed to reduce a company s vulnerability to coercive takeover tactics and encourage p
negotiate with the target s board of directors rather than pursue non-negotiated takeover attempts. The Board also gave signif
stockholder views concerning this matter, recognizing that a classified structure

may appear to reduce directors accountability to stockholders. Moreover, many investors believe that the election of directo stockholders to influence corporate governance policies and to hold management accountable for implementing those policies consideration, the Board has determined that it would be in the best interests of our stockholders to amend and restate the Cur declassify the Board.

Removal of Obsolete Provisions

The Current Certificate provides for the designation, preferences and rights related to certain series of preferred stock that had Board and our stockholders prior to our initial public offering in 1999 (the IPO), including 2,204,942 shares of preferred stock Convertible Redeemable Preferred Stock in Article IV.A. and 2,204,942 shares of preferred stock designated Redeemable Pre Article IV.B. No shares of Series A Convertible Redeemable Preferred Stock or Redeemable Preferred Stock are currently ou expect to issue such shares at any time in the future. Accordingly, we are proposing to amend and restate the Current Certifica provisions related to the designation, rights and preferences of these series of preferred stock.

In addition, in connection with the adoption of the Rights Agreement dated as of February 27, 2001 (the Rights Agreement), b and Fleet National Bank, Article IV.C. of the Current Certificate provide for the designation of 1,000,000 shares of preferred Preferred Stock and identifies the preferences and rights associated with such shares. The Rights Agreement expired on Febru Accordingly, we are proposing to amend and restate the Current Certificate to delete obsolete provisions related to the design preferences of this series of preferred stock.

Under the Proposed Certificate, the Board will retain its ability to issue preferred stock from time to time in one or more serie have the authority to fix the designations, preferences and rights of any new series of preferred stock. The number of authoriz stock will remain the same.

In addition to the removal of sections A, B and C of Article IV, the Proposed Certificate moves certain provisions of former A the rights of the common stockholders) to Article V and removes obsolete cross-references to these series of preferred stock. T also removes certain obsolete references to our pre-IPO practices.

Adoption of Forum Selection Clause

If Proposal 3 is approved by our stockholders, the Current Certificate would be amended and restated to include a new Article Proposed Certificate provides that, except for (i) actions in which the Court of Chancery in the State of Delaware concludes th is not subject to the jurisdiction of the Delaware courts, and (ii) actions in which a federal court has assumed exclusive jurisdi any derivative action brought by or on behalf of the Company, and any direct action brought by a stockholder against the Com directors or officers, alleging a violation of the Delaware General Corporation Law, the Company s Certificate of Incorporati fiduciary duties or other violation of Delaware decisional law relating to the internal affairs of the Company, shall be brought of Chancery in the State of Delaware, unless otherwise permitted by the Board.

The Board believes that our stockholders will benefit from having intra-company disputes litigated in the Delaware Chancery plaintiffs could prefer to litigate matters in a forum outside of Delaware because another court may be more convenient to the reasons), the Board believes that the benefits to the Company and its stockholders outweigh these concerns. Delaware offers a Chancery Courts to deal with corporate law questions, with streamlined procedures and processes which help provide relative accelerated schedule can limit the time, cost and uncertainty of litigation for all parties. These courts have developed consider with corporate law issues, as well as a substantial and influential body of case law construing Delaware s corporate law and l regarding corporate governance. This provides stockholders and the Company with more certainty with respect to the outcom disputes. In addition, adoption of the provision would reduce the risk that the Company could be involved in duplicative litiga

forum, as well as the risk that the outcome of cases in multiple forums could be inconsistent, even though each forum purport law. In addition, the provision gives the Board the flexibility to consent to an alternative forum.

Vote Required and Board of Directors Recommendation

The amendment and restatement of the Company s Restated Certificate of Incorporation requires the approval of a majority o outstanding shares of capital stock entitled to vote in the election of directors at the Annual Meeting. Abstentions and broker n for purposes of determining the presence or absence of a quorum. Abstentions will be treated as entitled to vote on this matter effect as a vote AGAINST the proposal. Broker non-votes will not be treated as entitled to vote on this matter, and will hav outcome of this proposal. If approved by our stockholders, the Proposed Certificate will become effective upon the filing of th with the Secretary of State of the State of Delaware. Stockholders are requested in this Proposal 3 to approve the Proposed Ce

THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** THE AMENDMENT AND RESTATEMENT O CERTIFICATE OF INCORPORATION.

PROPOSAL 4

APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE CO EXECUTIVE OFFICERS

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) requires that we provide our stockh opportunity to cast a non-binding advisory vote on the endorsement of executive compensation for our Named Executive Offi non-binding advisory resolution such as:

RESOLVED, that the Company s stockholders approve, on an advisory basis, the compensation of the Company s Named the Summary Compensation Table, as described in the Company s 2011 Proxy Statement pursuant to the compensation discl Securities and Exchange Commission, which disclosure includes the Compensation Discussion and Analysis, the compens disclosures and related footnotes describing Named Executive Officer compensation.

As discussed in the Compensation Discussion and Analysis section of this Proxy Statement, our compensation principles and designed to retain and reward leaders who create sustainable long-term value for stockholders. Executive compensation progr impacted our ability to attract and retain an experienced and successful leadership team and drive strength in financial results evolved in recent years.

We believe our executive compensation programs directly support our strategic objectives and performance-driven compensation directly to performance. Compensation decisions are directly linked to value created for stockholders achievement of both short and long-term strategic goals.

We require executives to maintain a significant level of equity ownership in Life Technologies, further driving the stockholder value and executive rewards.

We consistently monitor our executive compensation programs to ensure best practices against corporate governan as competitiveness against pay programs at companies in our industry of similar size and complexity.

Because your vote is advisory, it will not be binding on the Board and will not overrule any decision by the Board or require t action. In addition, your vote will not create or imply any additional fiduciary duty on the part of the Board and will not restri our stockholders

50

to make proposals for inclusion in proxy materials related to executive compensation. However, the Compensation and Organ Committee of the Board (the Compensation Committee) will take into account the outcome of the vote when considering futu compensation decisions for our Named Executive Officers, but the Board and Compensation Committee reserve the right to d compensation irrespective of whether the stockholders approved the compensation for our Named Executive Officers.

The Board recommends that stockholders vote FOR approval of, on an advisory basis, the compensation of the Company s N as disclosed in this Proxy Statement pursuant to the Securities and Exchange Commission s compensation disclosure rules, w the Executive Compensation Discussion and Analysis, the compensation tables, narrative disclosures and related footnotes Executive Officer compensation.

Required Vote and Board Recommendation

Because your vote is advisory, it will not be binding upon the Company, the Board or the Compensation Committee. Our Boa Compensation Committee value the opinions of our stockholders. To the extent that there is any significant vote against the c executive officers, we will consider our stockholders concerns, and the Compensation Committee will evaluate whether any address those concerns.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** APPROVAL OF THE COMPENSATION OF THE EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.

PROPOSAL 5

APPROVE A NON-BINDING ADVISORY VOTE REGARDING THE FREQUENCY OF STOCKHOLDER V COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS

The Dodd-Frank Act requires that we provide our stockholders with the opportunity to cast a non-binding advisory vote on th stockholder voting to approve compensation for our Named Executive Officers. You will have a choice on whether stockhold every other year, or every three years on compensation for our Named Executive Officers.

At least every six years, stockholders will be provided with an opportunity to cast a non-binding advisory vote on the frequen compensation for our Named Executive Officers. Stockholder voting on the frequency of approval of compensation for our N will occur only in a Proxy Statement solicited for an annual meeting of stockholders or other meeting of stockholders for whi Exchange Commission requires executive compensation disclosure.

The results of the vote under this Proposal 5 will not be binding on the Board, but the Board will take into consideration the re circumstances may result in the Board determining that stockholders should vote more or less frequently on the compensation Officers and the Board reserves the right to make this determination. The results of the vote for this proposal will not overrule Board or require the Board to take any action.

The Board believes the total compensation packages for executive officers are sound and commensurate with overall perform Specifically, the Board has incorporated the following principles when making decisions related to executive officer compens

Review and determine compensation levels annually based on an assessment of competitive market data, the Comp performance, and the contributions of individual executive officers;

Do not adopt or enter into severance and change-in-control (CIC) agreements that provide excessive benefits to exe

No tax gross-ups on employee benefits, perquisites, or new CIC agreements;

Approve stock ownership guidelines that are meaningful, only recognize true stock ownership, and do not include u
awards;

Annually review incentive plan designs and controls to assess their effectiveness and ensure they do not encourage
taking; and

Adopt a compensation recovery policy that allows the recoupment of incentive compensation from responsible exe
whose decisions resulted in a material restatement of the Company s financial reports.

In addition, the Board believes that biennial votes will provide the Company with the time to thoughtfully consider the results
respond to stockholders sentiments and implement changes. In contrast, the Board believes that annual votes would not allow
Company s compensation program to be in place long enough to evaluate whether the changes were effective and may undul
compensation strategies tied to Company performance.

Since the Board believes the Company s executive compensation program is sound and commensurate with overall performa
Board recommends that stockholders vote for the frequency of approval **EVERY TWO YEARS** of the compensation for the
Executive Officers as the Securities and Exchange Commission requires the Company to disclose under its executive compen

Required Vote and Board Recommendation

Because your vote is advisory, it will not be binding upon the Board of Directors. However, the Compensation Committee wi
outcome of the vote when considering the frequency of future advisory votes on executive compensation.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** A TWO YEAR FREQUENCY PERIOD FOR AN AD
COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS.

ADDITIONAL INFORMATION

Stockholders Sharing the Same Last Name and Address. In accordance with notices that we sent to certain stockholders, we a of the Company s Annual Report and Proxy Statement to stockholders who share the same last name and address, unless they Company that they want to continue receiving multiple copies. This practice, known as householding, is designed to reduc save significant printing and postage costs as well as natural resources.

If you received a householded mailing this year and you would like to have additional copies of the Company s Annual Repo mailed to you, or you would like to opt out of this practice for future mailings, please submit your request to Investor Relation ir@lifetech.com or by mail to Investor Relations, Life Technologies Corporation, 5791 Van Allen Way, Carlsbad, CA 92008, (760) 603-7208. We will promptly send additional copies of the Annual Report and/or Proxy Statement upon receipt of such r contact the Company if you received multiple copies of the Annual Meeting materials and would prefer to receive a single co

Householding for bank and brokerage accounts is limited to accounts within the same bank or brokerage firm. For example, if share the same last name and address, and you and your spouse each have two accounts containing Life Technologies stock a firms, your household will receive two copies of the Life Technologies Annual Meeting materials one from each brokerage

Stockholder Communications with Board of Directors. Any stockholder who wishes to communicate with the Board, any cor individual director (including our Presiding Director) or the independent directors as a group may do so by writing to the Com following address: 5791 Van Allen Way, Carlsbad, CA 92008. The name or title of any specific recipient or group should be communication. Communications from stockholders are distributed by the Secretary to the Board or to the committee or direc communication is addressed, however the Secretary will not distribute items that are unrelated to the duties and responsibilitie spam, junk mail and mass mailings, business solicitations and advertisements, and communications that advocate the Compar activities or that, under community standards, contain offensive, scurrilous or abusive content.

Stockholder Proposals for 2012 Annual Meeting. Stockholders interested in submitting a proposal for consideration at our 20 Stockholders must do so by sending such proposal to our Corporate Secretary at our principal executive offices at 5791 Van A California 92008, Attention: Corporate Secretary. Under the SEC s proxy rules, the deadline for submission of proposals to b materials for the 2012 Annual Meeting of Stockholders is November 19, 2011. Accordingly, in order for a stockholder propos inclusion in our proxy materials for the 2012 Annual Meeting of Stockholders, any such stockholder proposal must be receive Secretary on or before November 19, 2011, and comply with the procedures and requirements in Rule 14a-8 under the Securi 1934, as well as the applicable requirements of our Bylaws. Any stockholder proposal received after November 19, 2011 will and will not be included in our proxy materials. In addition, stockholders interested in submitting a proposal outside of Rule 1 submit such a proposal in accordance with our Bylaws.

Our Bylaws require advance notice of business to be brought before a stockholders meeting, including nominations of perso To be timely, notice to our Corporate Secretary must be received at our principal executive offices not less than 120 days or m to the anniversary date of the preceding year s annual meeting and must contain specified information concerning the matters meeting and concerning the stockholder proposing such matters, except if we did not hold an annual meeting the previous yea year s Annual Meeting has been changed by more than 30 days from the date of the previous year s meeting, then the deadli before we begin to print and mail our proxy materials, and not later than the close of business on the later of (i) the 90th day p annual meeting or (ii) the 15th day following the day on which public announcement of the date of annual meeting was first m 2012 Annual Meeting of Stockholders, proper notice of business that is intended for inclusion in the Company s proxy staten earlier than November 30, 2011, nor later than the close of business on December 30, 2011.

A copy of our Bylaws may be obtained by written request to the Corporate Secretary at the same address. Our Bylaws are also website at www.lifetechnologies.com.

53

TRANSACTION OF OTHER BUSINESS

At the date of this Proxy Statement, the only business the Board of Directors intends to present or knows that others will pres
Meeting is as set forth above. If any other matter or matters are properly brought before the meeting, or any adjournment ther
the persons named in the accompanying form of proxy to vote the proxy on such matters in accordance with their best judgm

By Order of the Board of Directors

John A. Cottingham
Chief Legal Officer & Secretary

March 18, 2011
Carlsbad, California

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
LIFE TECHNOLOGIES CORPORATION,
a Delaware Corporation

LIFE TECHNOLOGIES CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the certifies as follows:

ONE: The name of this Corporation is LIFE TECHNOLOGIES CORPORATION. Life Technologies Corporation was origi the name Invitrogen Inc., and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State 1997 under the name Invitrogen Inc. The Certificate of Incorporation was later amended and restated pursuant to the terms of of Merger filed with the Delaware Secretary of State on June 12, 1997. The Corporation filed an Amended and Restated Certi on September 16, 1997. The Amended and Restated Certificate of Incorporation was further amended pursuant to resolutions of Directors and Stockholders of the Corporation, and such amendments were filed with the Delaware Secretary of State on Ja September 14, 2000. The Corporation filed a Certificate of Correction to the September 14, 2000, Amendment to the Amende Certificate of Incorporation with the Delaware Secretary of State on February 21, 2001. The Corporation filed a Restated Cert with the Delaware Secretary of State on October 20, 2003 and filed a Certificate of Correction to the October 20, 2003 Restat Incorporation with the Delaware Secretary of State on February 18, 2004. The Corporation filed a Certificate of Amendment Restated Certificate of Incorporation with the Delaware Secretary of State on June 1, 2006. The Corporation filed a Restated Incorporation with the Delaware Secretary of State and a Certificate of Correction to the March 27, 2001 Statement of Design 2006. The Corporation filed a Restated Certificate of Incorporation with the Delaware Secretary of State on November 20, 20 Technologies Corporation, the Corporation filed a Restated Certificate of Incorporation with the Delaware Secretary of State Restated Certificate of Incorporation with the Delaware Secretary of State on May 3, 2010.

TWO: This Amended and Restated Certificate of Incorporation has been duly adopted by the directors and stockholders of th accordance with Sections 245 and 242 of the General Corporation Law of the State of Delaware. This Amended and Restated Incorporation amends and restates the provisions of the Restated Certificate of Incorporation of this Corporation as filed with the State of Delaware on May 3, 2010.

THREE: The text of the Restated Certificate of Incorporation as heretofore in effect is hereby amended and restated to read

ARTICLE I

The name of the Corporation is Life Technologies Corporation.

ARTICLE II

The address of the Corporation s registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activ
corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

The total number of shares of capital stock which the Corporation shall have authority to issue is 406,405,884, of which (a) 6,
preferred stock, par value $.01 per share (Preferred Stock), and (b) 400,000,000 shares shall be common stock, par value $
Stock).

The Corporation is authorized to issue, from time to time, all or any portion of the capital stock of the Corporation which may
but not issued, to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its ab
determine the terms and manner of any disposition of such authorized but unissued capital stock.

In addition, the Preferred Stock authorized by this Certificate of Incorporation may be issued from time to time in one or mor
limitations and restrictions in this Article IV set forth, the Board of Directors, by resolution or resolutions, is authorized to cre
such series, and to fix the designations, preferences and relative, participating, optional or other special rights, and qualificatio
restrictions thereof, including, without limitation, the authority to fix or alter the dividend rights, dividend rates, conversion ri
and terms of redemption (including sinking fund provisions), the redemption price or prices, the liquidation preferences and th
powers, rights, qualifications, limitations and restrictions of any wholly unissued class or series of Preferred Stock and the nu
constituting any such series, and the designation thereof, or any of them and to increase or decrease the number of shares of a
subsequent to the issue of that series but not below the number of shares of such series then outstanding. In case the number o
shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the
fixing the number of shares of such series.

There shall be no limitation or restriction on any variation between any of the different series of Preferred Stock as to the desi
privileges and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof;
Preferred Stock may, except as hereinafter in this Article IV otherwise expressly provided, vary in any and all respects as fixe
resolution or resolutions of the Board of Directors providing for the issuance of the various series; *provided*, *however*, that all
of Preferred Stock shall have the same designation, preferences and relative, participating, optional or other special rights and
limitations and restrictions.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares o
holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

Except as otherwise required by law, or as otherwise fixed by resolution or resolutions of the Board of Directors with respect
Preferred Stock, the entire voting power and all voting rights shall be vested exclusively in the Common Stock, and each stoc
Corporation who at the time possesses voting power for any purpose shall be entitled to one vote for each share of such stock
the books of the Corporation.

The Corporation may issue fractional shares (up to five decimal places) of Common Stock. Fractional shares shall be entitled
rata basis), and the holders of fractional shares shall be entitled to all rights as stockholders of the Corporation to the extent pr
applicable law in respect of such fractional shares. Shares of Common Stock, or fractions thereof, may, but need not be repres
certificates. Such shares, or fractions thereof, not represented by share certificates (the Uncertificated Common Shares) sha
records book of the Corporation. The

Corporation at any time at its sole option may deliver to any registered holder of such shares share certificates to represent Un Shares previously issued (or deemed issued) to such holder.

ARTICLE V

In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. ***Board of Directors***.

(a) Election of Directors need not be by written ballot unless the bylaws of the Corporation so provide.

(b) The number of Directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution ad the total number of authorized Directors (whether or not there exist any vacancies in previously authorized directorships at the resolution is presented to the Board for adoption). Commencing with the 2012 annual meeting of stockholders of the Corpora terms expire at that meeting and all subsequent annual meetings of the Corporation s stockholders shall be elected annually f next succeeding annual meeting of stockholders. Notwithstanding the foregoing, the Class II directors elected at the 2010 ann stockholders and the Class III directors elected at the 2011 annual meeting of stockholders shall continue to serve until their te expire.

(c) The election of directors shall occur at the annual meeting of holders of capital stock or at any special meeting called and h the bylaws of the Corporation. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly cre resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from de cause (other than the removal from office by a vote of the stockholders) may be filled only by a majority vote of the Directors less than a quorum. Directors so chosen shall hold office for a term expiring at the next succeeding annual meeting of stockho respective successors are elected and qualified; provided, however, that any director who is replacing a director who was in th three-year term shall serve for the remainder of the predecessor s term. No decrease in the number of directors constituting th shorten the term of any incumbent director.

2. ***Bylaws.*** The Board of Directors is expressly authorized to adopt, amend, or repeal the bylaws of the Corporation to the ex The bylaws of the Corporation may be amended or repealed, and new bylaws may be adopted, by the affirmative vote of the h majority of the outstanding voting power of all the then outstanding shares of the capital stock of the Corporation entitled to v election of directors, voting together as a single class, or by a vote of at least a majority of the number of directors of the Corp in the manner prescribed by the laws of the State of Delaware.

ARTICLE VI

Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. Stockholders may written consent and may act only at an annual or special meeting.

ARTICLE VII

To the extent permitted by law, the books of the Corporation may be kept outside the State of Delaware at such place or place in the bylaws of the Corporation or from time to time by its Board of Directors.

ARTICLE VIII

No person shall be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduc of the Corporation, except for liability (a) for any breach of the Director s duty of loyalty to the Corporation or its stockholde omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of t Law of the State of Delaware, or (d) for any transaction from which the Director derived an improper personal benefit. If the of the State of Delaware is amended after the effective date of this Restated Certificate of Incorporation to authorize corporate eliminating or limiting the personal liability of directors, then the liability of each past or present Director of the Corporation limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

Any repeal or modification of this Article VIII by (a) the stockholders of the Corporation or (b) an amendment to the General State of Delaware (unless such statutory amendment specifically provides to the contrary) shall not adversely affect any right the time of such repeal or modification with respect to any acts or omissions occurring either before or after such repeal or mo serving as a Director prior to or at the time of such repeal or modification.

ARTICLE IX

Except for (1) actions in which the Court of Chancery in the State of Delaware concludes that an indispensable party is not su of the Delaware courts, and (2) actions in which a Federal court has assumed exclusive jurisdiction of a proceeding, any deriv or on behalf of the corporation, and any direct action brought by a stockholder against the Corporation or any of its directors o violation of the Delaware General Corporation Law, the Corporation s certificate of incorporation or bylaws or breach of fidu violation of Delaware decisional law relating to the internal affairs of the Corporation, shall be brought in the Court of Chanc Delaware, which shall be the sole and exclusive forum for such proceedings; provided, however, that the Corporation may co forum for any such proceedings upon the approval of the Board of Directors of the Corporation.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporatio hereafter prescribed by statute; provided, however, that the affirmative vote of a majority of the voting power of all the then o capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be repeal Article V, Article VI, Article VIII, or this Article X. All rights conferred upon stockholders herein are granted subject t

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been executed by the undersigned duly authorized o on this th day of , 20 .

LIFE TECHNOLOGIES CORPORATION

By: