HOLOGIC INC
Form DEF 14A
January 16, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

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

Exchange Act of 1934

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement.
¨ **Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2)).**
x Definitive Proxy Statement.
¨ Definitive Additional Materials.
¨ Soliciting Material Pursuant to §240.14a-12.

HOLOGIC, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

x No fee required.

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

(1) Title of each class of securities to which transaction applies:
(2) Aggregate number of securities to which transaction applies:
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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¨ Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:
(2) Form, Schedule or Registration Statement No.:
(3) Filing Party:
(4) Date Filed:

HOLOGIC, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

MARCH 5, 2013

TO THE STOCKHOLDERS OF HOLOGIC, INC.:

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of Hologic, Inc., a Delaware corporation (the Company), will be held on March 5, 2013 at 8:30 a.m., local time, at the offices of the Company, 35 Crosby Drive, Bedford, Massachusetts 01730 for the following purposes:

1. To consider and act upon the election of the nine (9) nominees identified in the accompanying proxy statement to serve as directors for the ensuing year.

2. To consider and act upon the approval of the Hologic, Inc. Amended and Restated 2008 Equity Incentive Plan.

3. To vote on a non-binding advisory resolution to approve executive compensation.

4. To ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm.

5. To transact such other business as may properly come before the meeting or any adjournment thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this Notice.

The Board of Directors has fixed the close of business on January 11, 2013 as the record date. Only stockholders of record at the close of business on the record date are entitled to notice of, and to vote at, the meeting and any adjournment or postponement thereof. All stockholders are cordially invited to attend the meeting.

We are pleased to take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their stockholders on the Internet. We believe this e-proxy process, also known as notice and access, expedites stockholders receipt of proxy materials, lowers our printing and mailing costs and reduces the environmental impact of producing the materials for our annual meeting. On or about January 18, 2013, we will mail to our stockholders of record as of January 11, 2013 a notice containing instructions on how to access our proxy statement and annual report on the Internet and also how to vote their shares via the Internet. If you received a notice by mail you will not receive a printed copy of the proxy materials unless you specifically request them. Both the notice and this proxy statement contain instructions on how you can request a paper copy of the proxy statement and annual report.

The Board of Directors appreciates and encourages stockholder participation in the Company s affairs. Whether or not you plan to attend the meeting, it is important that your shares be represented. Accordingly, we request that as soon as possible, you either:

(a) vote via the Internet pursuant to the instructions provided in the Notice; or

(b) request printed copies of the proxy materials by mail pursuant to the instructions provided in the Notice, and either:

(i) complete, sign, date and return the proxy card you will receive in response to your request; or

(ii) vote via telephone (toll-free) in the United States or Canada, in accordance with the instructions on your proxy card.

By order of the Board of Directors

Mark J. Casey, *Secretary*

Bedford, Massachusetts

January 16, 2013

IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MARCH 5, 2013: The Proxy Statement, the Hologic Annual Report for the fiscal year ended September 29, 2012 and the Proxy Card are available at *www.proxyvote.com*.

HOLOGIC, INC.

PROXY STATEMENT

2013 ANNUAL MEETING OF STOCKHOLDERS

March 5, 2013

INFORMATION CONCERNING SOLICITATION AND VOTING

This proxy statement is being furnished in connection with the solicitation of proxies by the Board of Directors of Hologic, Inc., a Delaware corporation, for use at the annual meeting of stockholders to be held on March 5, 2013 at 8:30 a.m., local time, at our offices, 35 Crosby Drive, Bedford, Massachusetts 01730, or at any adjournments or postponements thereof.

Record Date

The Board of Directors has fixed the close of business on January 11, 2013 as the record date (the Record Date). Accordingly, only holders of record of our common stock, $.01 par value per share (Common Stock), as of the close of business on the Record Date will be entitled to notice of, and to vote at, the annual meeting or any adjournment or postponement thereof. As of the Record Date, an aggregate of 267,781,596 shares of our Common Stock were issued, 218,881 of which are held in treasury, and an aggregate of 267,562,715 shares of our Common Stock were outstanding. The holders of our Common Stock are entitled to one vote per share on any proposal presented at the annual meeting.

Business to be Transacted

At the annual meeting, stockholders will act upon the following proposals:

1. To consider and act upon the election of the nine (9) nominees identified in the accompanying proxy statement to serve as directors for the ensuing year.

2. To consider and act upon the approval of the Hologic, Inc. Amended and Restated 2008 Equity Incentive Plan.

3. To vote on a non-binding advisory resolution to approve executive compensation.

4. To ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm.

5. To transact such other business as may properly come before the meeting or any adjournment thereof.

Board of Directors Recommendation for Voting on the Proposals

The Board of Directors recommends a vote FOR each of the nominees for director, a vote FOR approving the Hologic, Inc. Amended and Restated 2008 Equity Incentive Plan, a vote FOR approving, on an advisory basis, the compensation of the named executive officers, and a vote FOR ratifying the appointment of Ernst & Young LLP (Ernst & Young) as the Company s independent registered public accounting firm.

Voting of Shares by Proxy

Stockholders may vote in person or by proxy. Execution of a proxy will not in any way affect a stockholder s right to attend the annual meeting and vote in person. Any proxy given pursuant to this solicitation may be revoked by the person giving it any time before it is voted. Proxies may be revoked by (1) filing with our Secretary, before the taking of the vote at the annual meeting, a written notice of revocation bearing a date later than the date of such proxy, (2) duly executing a later dated proxy relating to the same shares and delivering it to our Secretary before the taking of the vote at the annual meeting or (3) attending the annual meeting and voting in person (although attendance at the annual meeting will not in and of itself constitute a revocation of a proxy). If your shares are held in street name, that is, you hold your shares in an account with a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from your broker or other holder of record, to be able to vote at the annual meeting. Any written notice of revocation or subsequent proxy should be sent so as to be delivered to Hologic, Inc., 35 Crosby Drive, Bedford, MA 01730, Attention: Secretary, at or before the taking of the vote at the annual meeting.

Quorum and Votes Required

The representation in person or by proxy of at least a majority of the outstanding shares of Common Stock entitled to vote at the annual meeting is necessary to establish a quorum for the transaction of business at the annual meeting. Votes withheld, abstentions and broker non-votes are counted as present or represented for purposes of determining the presence or absence of a quorum. A non-vote occurs when a broker holding shares for a beneficial owner votes on one proposal, but does not vote on another proposal because, in respect of such other proposal, the broker does not have discretionary voting power and has not received instructions from the beneficial owner.

Election of directors will be determined by a plurality of the votes cast by stockholders entitled to vote at the annual meeting. On all other matters being submitted to stockholders, the affirmative vote of a majority of shares present, in person or represented by proxy, and voting on each such matter at the annual meeting is required for approval.

An automated system tabulates the votes. The vote on each matter submitted to stockholders is tabulated separately. Abstentions and broker non-votes are included in the number of shares present or represented for purposes of quorum, but are not considered as shares voting or as votes cast with respect to any matter presented at the annual meeting. As a result, abstentions and broker non-votes will not have any effect on any of the matters being submitted to stockholders.

The persons named as the proxies, Robert A. Cascella and Glenn P. Muir, were selected by the Board of Directors and are officers and directors of Hologic. All properly executed proxies returned in time to be counted at the annual meeting will be voted. Any stockholder giving a proxy has the right to withhold authority to vote for any individual nominee to the Board of Directors by writing that nominee s name in the space provided on the proxy. In addition to the election of Directors, the stockholders will consider and vote upon proposals to approve the Hologic, Inc. Amended and Restated 2008 Equity Incentive Plan and to ratify the appointment of Ernst & Young as the Company s independent registered public accounting firm. Further, the stockholders will vote on a non-binding advisory resolution to approve executive compensation. **All proxies will be voted in accordance with the stockholders instructions, and if no choice is specified, the accompanying proxy card (or any properly signed and dated copy thereof) will be voted as recommended by the board as set forth in the accompanying notice of annual meeting of stockholders.**

Other Business

The Board of Directors knows of no other matter to be presented at the annual meeting. If any other matter should be presented at the annual meeting upon which a vote may properly be taken, shares represented by all proxies received by our Secretary will be voted with respect thereto in accordance with the judgment of the persons named as the proxies.

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Requesting Proxy Materials by Mail

If you prefer to receive paper copies of the proxy materials, you can still do so. You may request a paper copy of the proxy materials by (i) calling 1-800-579-1639; (ii) sending an email to *sendmaterial@proxyvote.com*; or (iii) logging onto *www.proxyvote.com*. The Notice also provides you with these instructions on how to request printed copies of the proxy materials. There is no charge to receive the materials by mail. You may request printed copies of the materials until one year after the date of the annual meeting.

INTERNET AVAILABILITY OF PROXY MATERIALS

Under rules adopted by the SEC, we are furnishing proxy materials to our stockholders primarily via the Internet, instead of mailing printed copies of those materials to each stockholder. On or about January 18, 2013, we will mail to our stockholders (other than those who previously requested electronic or paper delivery) a Notice of Meeting and Important Notice Regarding the Availability of Proxy Materials containing instructions on how to access our proxy materials, including our proxy statement and our annual report. The Notice also instructs you on how to access your proxy card to vote through the Internet or by telephone.

This process is designed to expedite stockholders   receipt of proxy materials, lower the cost of the annual meeting and help conserve natural resources. However, if you would prefer to receive printed proxy materials, please follow the instructions included in the Notice and this proxy statement. If you have previously elected to receive our proxy materials electronically, you will continue to receive these materials via e-mail until you elect otherwise. If you have previously elected to receive printed proxy materials, you will continue to receive these materials in paper format until you elect otherwise.

Trademark Notice

Hologic is a trademark of Hologic, Inc. Other trademarks, logos, and slogans registered or used by Hologic and its divisions and subsidiaries in the United States and other countries include, but are not limited to, the following:

Adiana, Aquilex, C-View, Cervista, Cytyc, Dimensions, Gen-Probe, MyoSure, Serenity, TCT, and ThinPrep.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

Nine (9) directors are to be elected at the annual meeting. Our Board of Directors (referred to herein as the Board), upon the recommendation of the Nominating and Corporate Governance Committee, has nominated the persons listed below for election as directors. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the Board s nominees named below. All nominees are currently our directors. In the event that any nominee is unable or declines to serve as a director at the time of the annual meeting, the proxies will be voted for the nominee, if any, who shall be designated by the present Board to fill the vacancy. Each nominee has consented to serving as a director if elected. The proposed nominees are being nominated in accordance with the provisions of our bylaws, and not pursuant to any other arrangement or understanding with any person. The term of office of each person elected as a director will continue until the next annual meeting of stockholders or until a successor has been elected and qualified.

Vote Required

Directors are elected by a plurality of the votes cast by stockholders entitled to vote at the annual meeting. Abstentions and broker non-votes will not have any effect on this proposal.

Recommendation of the Board

Our Board of Directors unanimously recommends that you vote *FOR* the nominees listed below.

Set forth below is certain biographical information regarding the nominees as of January 11, 2013, as well as the experiences, qualifications, attributes or skills that caused the Nominating and Corporate Governance Committee and the Board to determine that the person should serve as a director.

Name	Age	Position	Director Since
David R. LaVance, Jr. (1)(2)(3)(4)	58	Chairman of the Board	2002
Robert A. Cascella	58	President, Chief Executive Officer and Director	2008
Glenn P. Muir	53	Executive Vice President, Finance and Administration, Chief Financial Officer and Director	2001
Sally W. Crawford (4)	59	Director	2007
Nancy L. Leaming (3)(4)	65	Director	2003
Lawrence M. Levy (1)(2)(3)	74	Director	2005
Christiana Stamoulis (2)	42	Director	2011
Elaine S. Ullian (1)(4)	65	Director	2007
Wayne Wilson (2)(3)(4)	63	Director	2007

(1) Member of our Nominating and Corporate Governance Committee
(2) Member of our Corporate Development Committee

(3) Member of our Audit Committee
(4) Member of our Compensation Committee

Mr. LaVance has been one of our directors since December 2002 and served as our Lead Independent Director from June 2008 until July 28, 2011 when he was appointed Chairman of the Board. Since June 2011, Mr. LaVance has served as the Chairman of the Board of Directors, CEO and President of Integrated Environmental Technologies, Ltd., a producer of antibacterial solutions and equipment that manufactures such solutions. Since 2003, Mr. LaVance has served as the Chairman of the Board of Directors, CEO and President of Scivanta Medical Corporation, a developer of specialized medical products with a focus on cardiac technologies. Since 1997, Mr. LaVance has served as President of Century Capital Associates LLC, an investment banking firm that he founded specializing in biosciences fields. Mr. LaVance s mix of leadership, management, strategic and finance skills and experience, together with his focus on medical device and life sciences companies, enable him to provide important experience and insights to the Board.

Mr. Cascella has been one of our directors since June 2008. He has served as our Chief Executive Officer since November 2009. He joined us in February 2003 as Chief Operating Officer and was promoted to President in September 2003. Prior to joining us, from 1998 to 2003, Mr. Cascella was a managing partner of CFG Capital LLC, an investment banking firm specializing in healthcare. Prior to joining CFG Capital, from 1995 to 1998, Mr. Cascella was Chief Operating Officer and Vice President of Finance for NeoVision Corporation, a developer of 3D ultrasound technology used for real-time guidance of interventional breast procedures. Mr. Cascella received a B.S. in Finance from Fairfield University in 1978. As our Chief Executive Officer, Mr. Cascella has direct responsibility for the Company s strategy and operations. This position, together with his many years of experience in the healthcare industry, make him an invaluable contributor to the Board.

Mr. Muir, a certified public accountant, was appointed to our Board in July 2001, and has held the position of Executive Vice President, Finance and Administration since September 2000. Mr. Muir has been our Chief Financial Officer since 1992. Mr. Muir served as the Company s Controller from the time he joined us in October 1988 through 1992. Mr. Muir received an M.B.A. from the Harvard Graduate School of Business Administration in 1986. As our Executive Vice President and Chief Financial Officer, Mr. Muir is an integral member of our senior management team, with extensive experience in finance and financial reporting. In addition to serving as Chief Financial Officer, Mr. Muir is an active participant in the oversight of our operations and formulation and implementation of our strategic initiatives. His mix of finance, operational and strategic expertise provides important contributions to the Board.

Ms. Crawford became one of our directors effective upon our merger with Cytyc Corporation (Cytyc) in October 2007, having previously served as a director of Cytyc since January 1998. From April 1985 until January 1997, Ms. Crawford served as Chief Operating Officer of Healthsource, Inc., a publicly held managed care organization headquartered in New Hampshire. During her tenure at Healthsource, Inc., Ms. Crawford held a variety of positions and responsibilities, including leading that company s Northern Region operations and marketing efforts. Since January 1997, Ms. Crawford has been a health care consultant in New Hampshire. Ms. Crawford serves as a director of Universal American Corporation, Exact Sciences Corporation, Zalicus, Inc. and Insulet Corporation. Ms. Crawford served as a director of Chittenden Corporation from 1998 to 2008. Ms. Crawford s service in various senior executive positions in the managed care sector and her continuing healthcare consulting practice contribute to her significant management and leadership experience and expertise in operational, regulatory and related disciplines applicable to our business and operations.

Ms. Leaming has been one of our directors since September 2003. Ms. Leaming, an independent consultant, was the Chief Executive Officer and President of Tufts Health Plan, a provider of healthcare insurance, from 2003 to 2005. Prior to that, Ms. Leaming served as Tufts Health Plan s President and Chief Operating Officer from 1998 to 2003, the Chief Operating Officer from 1995 to 1998 and the Chief Operating Officer/Chief Financial Officer from 1986 to 1995. Ms. Leaming currently serves as a director of the Board of Edgewater Technology, Inc. and Biogen Idec, Inc. Ms. Leaming has well-developed leadership skills and financial acumen and provides insights into the healthcare reimbursement and payor market, where she spent 20 years in senior operational, financial and managerial roles.

Mr. Levy has been one of our directors since December 2005. Mr. Levy retired from the position of Senior Counsel at Brown Rudnick LLP, an international law firm, in January 2011. Mr. Levy had been Senior Counsel at Brown Rudnick since February 2005 and, for more than 30 years before that had been a Partner at the firm, specializing in Corporate and Securities Law. Mr. Levy served as our Secretary from our formation in 1985 until December 2005. Mr. Levy is also a director of Option N.V. of Belgium, Scivanta Medical Corporation and the Facing History and Ourselves National Foundation. Mr. Levy received a B.A. from Yale University and a LLB from Harvard Law School. Mr. Levy is a seasoned corporate attorney with extensive experience in representing public and private companies in the United States and abroad. Mr. Levy chaired Brown Rudnick s International

Practice Group and, in 1997, opened Brown Rudnick s London office, dividing his time between the firm s London and Boston offices for more than 13 years. Mr. Levy s broad legal and cross-border transactional experience enables him to provide valuable insights and perspectives to the Board.

Ms. Stamoulis has been one of our directors since November 1, 2011. Ms. Stamoulis currently serves as Senior Vice President of Corporate Strategy and Business Development at Vertex Pharmaceuticals Incorporated. Ms. Stamoulis joined Vertex in 2009 with approximately 15 years of experience in the financial services and management consulting industries where she advised global pharmaceutical and biotechnology companies on strategic and corporate finance decisions. Prior to joining Vertex, she was a Managing Director in the Investment Banking division of Citigroup from 2006 to 2009 where she led the building of the firm s U.S. Life Sciences investment banking practice. Prior to her role at Citigroup, she was at Goldman, Sachs & Co. where she spent the majority of her investment banking career. Ms. Stamoulis started her career as a strategy consultant at The Boston Consulting Group. Ms. Stamoulis holds a Bachelor of Science degree in Economics and a Bachelor of Science degree in Architecture from the Massachusetts Institute of Technology (MIT). Additionally, she holds a Master of Business Administration from the MIT Sloan School of Management where she focused on Applied Economics and Finance. Ms. Stamoulis s solid foundation in strategic development coupled with extensive experience in executing initiatives for growth in the medical products field and related industries enable her to provide valuable insights to the Board.

Ms. Ullian has been one of our directors since October 2007. Ms. Ullian served as President and Chief Executive Officer of Boston Medical Center, the successor of Boston University Medical Center Hospital from 1996 until her retirement in January 2010. In April 1994, Ms. Ullian was appointed President and Chief Executive Officer of Boston University Medical Center Hospital. From January 1987 to March 1994, Ms. Ullian held the position of President and Chief Executive Officer of Faulkner Corporation/Faulkner Hospital. She holds two academic appointments: Associate Professor at Boston University School of Medicine and lecturer at Harvard University School of Public Health. Ms. Ullian also serves as a director of Vertex Pharmaceuticals Incorporated and Thermo Fisher Scientific Inc. Ms. Ullian previously served as one of our directors from 1996 to 2003 and served as a director of Valeant Pharmaceuticals International, Inc. from 2004 to 2008. In her professional capacity as former Chief Executive Officer/President of three hospitals, including two major academic medical centers, Mrs. Ullian brings knowledge and understanding of Hologic s customer base, their priorities and challenges especially under Health Care Reform. All three institutions led by Mrs. Ullian over a 25 year period had a strong commitment to accessible health care, and a particular focus on women s health services. As a person whose career had been dedicated to the provision of clinical care services to patients, she brings an important perspective to the Board.

Mr. Wilson became one of our directors effective upon our merger with Cytyc in October 2007, having previously served as a director of Cytyc since 2003. Mr. Wilson has been an independent business advisor since 2002. From 1995 to 2002, Mr. Wilson served in various roles, including as President, Chief Operating Officer, and Chief Financial Officer, at PC Connection, Inc., a Fortune 1000, direct marketer of information technology products and services. From 1986 to 1995, he was a partner in the assurance and advisory services practice of Deloitte & Touche LLP. Mr. Wilson also serves as a director of ARIAD Pharmaceuticals, Inc., Edgewater Technology, Inc. and FairPoint Communications, Inc. Mr. Wilson s qualifications to serve on the Board include his extensive experience in financial accounting and reporting and his ability to evaluate financial results and generally oversee the financial reporting process of a publicly traded corporation.

EXECUTIVE OFFICERS

The names of our executive officers, who are not directors, along with certain biographical information furnished by them, are set forth below:

Name	Age	Title
David J. Brady	53	Senior Vice President, Human Resources
Mark J. Casey	49	Chief Administrative Officer, Senior Vice President, General Counsel and Secretary
David P. Harding	47	Senior Vice President and General Manager, International
Carl W. Hull	55	Senior Vice President and General Manager, Diagnostics Line of Business
Peter K. Soltani	52	Senior Vice President and General Manager, Breast Health Line of Business
Jay A. Stein	70	Chairman Emeritus, Senior Vice President and Chief Technical Officer

Executive officers are chosen by and serve at the discretion of the Board.

Mr. Brady joined us in May 1995 as Manager, Human Resources and served as such until January 1998 when he was promoted to Director, Human Resources. Following this promotion in September 2000 he was promoted to Vice President, Human Resources & Facilities Administration. In February, 2003, Mr. Brady was appointed Senior Vice President, Human Resources. Prior to joining us Mr. Brady served as Manager of Human Resources at IPL Systems.

Mr. Casey joined us in October 2007 in connection with our merger with Cytyc. In March 2012, Mr. Casey was appointed to the role of Chief Administrative Officer and now serves as our Senior Vice President, Chief Administrative Officer, General Counsel and Secretary. Prior to this, he was Senior Vice President and General Counsel. While at Cytyc, Mr. Casey was Vice President, Deputy General Counsel and Chief Patent Counsel. Prior to joining Cytyc in 2002, Mr. Casey served as an attorney for Boston Scientific from 1998-2002 and EMC Corporation from 1996-1998. Mr. Casey joined Digital Equipment Corporation s (DEC) law department in 1992, where he served until 1996. Prior to this, Mr. Casey held various engineering positions with DEC and AT&T Network Systems from 1985 through 1992. Mr. Casey received a B.S. in Electrical Engineering from Syracuse University and a J.D. from Suffolk University.

Mr. Harding joined us in October 2007 in connection with our merger with Cytyc. Mr. Harding is our Senior Vice President and General Manager, International, a role he assumed in early 2010. Prior to this, he was Senior Vice President and General Manager of our Interventional Breast Solutions business. At the time of our merger with Cytyc, Mr. Harding was Senior Vice President and President, Cytyc International. From 1993 to 2004, Mr. Harding was an Associate and then Principal at McKinsey & Company, where he served as a strategy consultant in a variety of industries with a focus on sales and marketing management. Prior to McKinsey, Mr. Harding was in a variety of engineering roles at JAE Oregon and Rockwell International. Mr. Harding earned his MBA from the Wharton School of the University of Pennsylvania and his Bachelor of Science degree in Aerospace Engineering from the University of Southern California.

Mr. Hull joined us in August 2012 in connection with our acquisition of Gen-Probe. Mr. Hull is our Senior Vice President and General Manager, Diagnostics Line of Business. Prior to joining us, Mr. Hull served as Chairman and Chief Executive Officer of Gen-Probe, which he joined in February 2007 as Executive Vice President and Chief Operating Officer. While at Gen-Probe he was promoted to President in February 2008, Chief Executive Officer in May 2009 and Chairman of the Board and Chief Executive Officer in January 2012. Mr. Hull previously served as Vice President and General Manager of the SDS/Arrays Business Unit of Applied Biosystems, which develops and sells genomic research systems and reagents, from January 2005 to January 2007. Prior to joining Applied Biosystems, Mr. Hull held a number of positions with Applied Imaging Corp.,

which makes automated imaging and imaging analysis systems, most recently serving as its Chief Executive Office from January 2001 to December 2004. Mr. Hull received a B.A. in political science and international relations from The Johns Hopkins University and an M.B.A. from the University of Chicago.

Dr. Soltani joined us in November 2000 as Vice President and General Manager of Direct Radiography Corp. and served as such until September 30, 2007, when he was appointed to manage our Breast Health line of business. He currently serves as Senior Vice President and General Manger, Breast Health Line of Business. Prior to joining us, Dr. Soltani served as General Manager, NDT Business Group, Digital Systems at AGFA Corporation from 1999 to November 2000. From 1994 to 1999, Dr. Soltani served as General Manager, Imaging Systems Division of Liberty Technologies, a division of Crane Nuclear, Inc. Prior to joining Liberty Technologies, Dr. Soltani was with Quantex Corporation, serving as Vice President, Technology from 1992 to 1994, Director, Product Development from 1990 to 1992 and as a Senior Staff Scientist from 1986 to 1990. Dr. Soltani is the principal author or co-author of numerous patents related to digital imaging technologies and has published numerous articles on digital imaging. Dr. Soltani received a Ph.D. in Materials Engineering from the University of Maryland in 1994.

Dr. Stein, a co-founder, Chairman Emeritus, Senior Vice President and the Chief Technical Officer of the Company, has served as Executive or Senior Vice President and Chief Technical Officer of the Company since its organization in October 1985. Since October 2007, Dr. Stein has served as Chairman Emeritus pursuant to which he continues to participate in meetings of the Board. He served as a director of the Company from October 1985 through October 2007, including as Chairman of the Company s Board from June 2001 to November 2002. Dr. Stein received a Ph.D. in Physics from The Massachusetts Institute of Technology. He is the principal author of numerous patents involving X-ray technology.

GOVERNANCE OF THE COMPANY

The Board has a standing Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and Corporate Development Committee. The Board is composed of a majority of independent directors, and all of the committees are composed entirely of independent directors, as such term is defined in the listing standards of The Nasdaq Stock Market. The Board has determined that the following directors are independent, according to the above definition: Sally Crawford, David LaVance, Nancy Leaming, Lawrence Levy, Christiana Stamoulis, Elaine Ullian, and Wayne Wilson. In addition, both the Audit Committee and Compensation Committee are composed entirely of independent directors as such term is defined in Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended.

The Board has adopted a charter for each of the four standing committees that addresses the make-up and functioning of such committee. The Board has also adopted corporate governance guidelines, a code of business conduct that applies to all of our employees, officers and directors and a code of ethics (included in the code of business conduct) that applies specifically to senior financial officers. The charters for each of the four standing committees, the corporate governance guidelines, and the code of business conduct, including the code of ethics for senior financial officers, are all publicly available on the Company s website at *investors.hologic.com*.

Board Leadership Structure

We separate the role of Chief Executive Officer from the leadership of our Board in recognition of the different roles of each position and to foster independent leadership of our Board. David R. LaVance, Jr. serves as the independent Chairman of the Board.

The Company s Chairman of the Board chairs and presides over meetings of the Board and serves as a liaison between the independent directors and management. The authority and responsibilities of the Chairman of the Board further include the following:

advise and consult with the Chief Executive Officer, senior management and the Chairperson of each committee of the Board as to the appropriate information, agendas and schedules of Board and committee meetings;

advise and consult with the Chief Executive Officer and senior management as to the quality, quantity and timeliness of the information submitted by management to the independent directors;

recommend to the Chief Executive Officer and the Board the retention of advisers and consultants to report directly to the Board;

call meetings of the Board or executive sessions of the independent directors;

develop the agendas for and preside over executive sessions of the Board s independent directors; and

coordinate with the independent directors in respect of each of the foregoing.

Risk Oversight

Our Board is responsible for risk oversight. A fundamental part of risk oversight is to understand the risks the Company faces, the steps management is taking to manage those risks and to assess our appetite for risk. Risk management systems, including our internal auditing procedures, internal controls over financial reporting and corporate compliance programs, are designed in part to inform management about our material risks. It is management s responsibility to manage risk and bring to the Board s attention material risks facing the Company. Our Board receives regular reports from management on matters relating to strategic and operational initiatives, financial performance and legal developments, including the enterprise-risk exposures related thereto. The involvement of the Board in the oversight of our strategic planning process is a key part of its assessment of the risks inherent in our corporate strategy. While the Board has overall responsibility for risk oversight, the Board delegates to its committees responsibility for oversight of risks associated with each committee s respective areas of responsibility.

At the Compensation Committee s direction, our Senior Vice President, Human Resources, Vice President of Human Resources and other members of the human resources and finance department, in conjunction with the Compensation Committee s independent compensation consultant and the Company s outside legal counsel, assisted in the conduct of a risk assessment of our compensation programs, including our executive compensation programs. The Compensation Committee and its independent compensation consultant reviewed and discussed the assessment, and the Compensation Committee concurred with management s assessment that the Company s compensation programs do not create risks that are reasonably likely to have a material adverse effect on the Company.

Meetings of the Board and its Committees

The Board met twenty seven (27) times during the fiscal year ended September 29, 2012 and each of our directors attended at least 75 percent of the total number of meetings of the Board and all committees of the Board on which he or she served. During fiscal 2012, the independent directors of the Board met in executive session during each of the Board s quarterly regular meetings and at such other Board and committee meetings as the independent directors elected.

Director Nomination Process

As provided in its charter, the Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to become directors. The Nominating and Corporate Governance Committee seeks to identify and evaluate director candidates and may rely on input provided by a number of sources, including the Nominating and Corporate Governance Committee members, our other directors or officers, our stockholders, and third parties such as professional search and screening firms.

In evaluating potential candidates for director, the Nominating and Corporate Governance Committee considers the entirety of each candidate s credentials including: character and integrity, business acumen, experience, commitment and diligence. The Nominating and Corporate Governance Committee considers diversity as one of a number of factors in identifying nominees for director. It does not, however, have a formal policy in this regard. The Nominating and Corporate Governance Committee views diversity broadly to include diversity of experience, skills and viewpoint. The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. The Nominating and Corporate Governance Committee believes that the backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities to assist the Board in fulfilling its responsibilities. Generally, directors should be individuals who have succeeded in their particular field and who demonstrate integrity, reliability, knowledge of corporate affairs and an ability to work well with others. The Nominating and Corporate Governance Committee also considers such other relevant factors as it deems appropriate, including the current composition of the Board.

The Nominating and Corporate Governance Committee will consider stockholder recommendations for candidates for the Board using the same criteria described in the preceding paragraph. The name of any recommended candidate for director, together with a brief biographical sketch, a document indicating the candidate s willingness to serve, if elected, and evidence of the nominating stockholder s ownership of the Company s stock should be sent to the attention of the Corporate Secretary, Hologic, Inc., 35 Crosby Drive, Bedford, MA 01730. If you wish to formally nominate a candidate you must follow the procedures described in Section 1.4 of our bylaws.

Audit Committee

The Audit Committee is responsible for assisting our Board in the oversight of (i) our financial reporting process, accounting functions, internal audit functions and internal controls over financial reporting, and (ii) the qualifications, independence, appointment, retention, compensation and performance of our independent registered public accounting firm. In addition, the Audit Committee, among other things, reviews and approves related-party transactions (unless such review and approval has been delegated to another committee consisting solely of independent directors).

None of the current members of the Audit Committee are employees of the Company and our Board has determined that each member of the Audit Committee is independent (as independence is defined in the current listing standards of the Nasdaq Stock Market and Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended). The Audit Committee met thirteen (13) times during fiscal 2012. Ms. Leaming and Messrs. Wilson, LaVance and Levy are the current members of the Audit Committee. Ms. Leaming serves as Chairperson.

Audit Committee Financial Expert. The Board has determined that each of Messrs. Wilson and LaVance and Ms. Leaming qualify as an audit committee financial expert, as that term is defined in Item 407(d) of Regulation S-K, and independent for purposes of current listing standards of The Nasdaq Stock Market and Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended.

Compensation Committee

The primary functions of the Compensation Committee include (i) reviewing and approving the compensation for each of our executive officers and such other of our senior officers as the Compensation Committee deems appropriate, (ii) evaluating the performance, as it relates to their compensation, of the Chief Executive Officer, the other executive officers and such other senior officers as the Compensation Committee deems appropriate, (iii) overseeing the administration and the approval of grants and terms of equity awards under our equity-based compensation plans, (iv) reviewing and approving other compensation plans as the Compensation Committee deems appropriate, (v) general oversight of risks associated with our compensation policies and practices, and (vi) approving and/or recommending compensation for members of the Board, and each committee thereof, for review and approval by the Board. The Board and Compensation Committee may

delegate limited authority to executive officers or other directors of the Company to grant equity awards to non-executive officers. Currently, David J. Brady, our Senior Vice President, Human Resources, has been delegated such authority, subject to terms, conditions and limitations previously approved by the Compensation Committee and the Board, with each of Messrs. Cascella and Muir authorized to serve as an alternate to Mr. Brady at times when Mr. Brady is not otherwise available.

The Compensation Committee met thirteen (13) times during fiscal 2012.

Compensation Committee Interlocks and Insider Participation. The current members of the Compensation Committee are Ms. Crawford, Ms. Ullian, Ms. Leaming and Messrs. LaVance and Wilson. Ms. Crawford serves as Chairperson. No member of the Compensation Committee is or has ever been an executive officer or employee of the Company (or any of its subsidiaries) and no compensation committee interlocks existed during fiscal 2012.

For further information about our processes and procedures for the consideration and determination of executive and director compensation, including the Compensation Committee s retention of an independent compensation consultant, please see Executive Compensation Compensation Discussion and Analysis, below.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for recommending to the Board potential candidates to be nominated for election or appointment as our directors as well as consideration of issues relating to the corporate governance of the Company, including evaluating the performance of the Board and its committees, developing and periodically reviewing our corporate governance guidelines, reviewing and recommending to the Board any changes to the committee charters, recommending the membership and chair of our Board committees and leading the succession planning process for our executive officers. The Nominating and Corporate Governance Committee also considers suggestions regarding possible candidates for director as described above under Director Nomination Process.

The Nominating and Corporate Governance Committee met five (5) times during fiscal 2012. Ms. Ullian and Messrs. Levy and LaVance are the current members of the Nominating and Corporate Governance Committee. Ms. Ullian serves as Chairperson.

Corporate Development Committee

The Corporate Development Committee was formed in September 2004 to assist the Board in its oversight of strategic and investment transactions, financing activities and such other matters of a strategic nature as may be delegated to it from time to time by the Board.

The Corporate Development Committee met nine (9) times during fiscal 2012. Ms. Stamoulis and Messrs. LaVance, Wilson and Levy are the members of the Company s Corporate Development Committee. Mr. Levy serves as Chairperson.

Code of Ethics

Pursuant to Section 406 of the Sarbanes-Oxley Act of 2002, we have adopted a Code of Ethics for Senior Financial Officers that applies to our principal executive officer and principal financial officer, principal accounting officer and controller, and other persons performing similar functions. Our Code of Ethics for Senior Financial Officers is publicly available on our website at *investors.hologic.com* as Appendix A to our Code of Conduct. We intend to satisfy the disclosure requirement under Item 5.05 of Current Report on Form 8-K regarding an amendment to, or waiver from, a provision of this code by posting such information on our website, at the address specified above.

Attendance by Directors at the Annual Meeting of Stockholders

Our Board has scheduled a Board meeting in conjunction with the annual meeting of stockholders. Our directors are encouraged to attend the annual meeting of stockholders on March 5, 2013. All directors then serving on our Board attended the annual meeting of stockholders held on March 6, 2012.

Stockholder Communications with the Directors

Stockholders may contact our Board and committees thereof by writing to them c/o Investor Relations, Hologic, Inc., 35 Crosby Drive, Bedford, MA 01730. In general, any stockholder communication directed to our Board or a committee thereof will be delivered to our Board or the appropriate committee. However, the Company reserves the right not to forward to our Board any abusive, threatening or otherwise inappropriate materials.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis provides an overview and analysis of our compensation programs, the compensation decisions we have made under those programs, and the factors we considered in making those decisions with respect to the compensation earned by the following individuals, who as determined under the rules of the SEC are collectively referred to herein as our named executive officers :

- Robert A. Cascella, President and Chief Executive Officer;
- Glenn P. Muir, Executive Vice President and Chief Financial Officer;
- Mark J. Casey, Senior Vice President, Chief Administrative Officer, General Counsel and Secretary;
- David P. Harding, Senior Vice President and General Manager, International; and
- Carl W. Hull, Senior Vice President and General Manager, Diagnostics Line of Business.

Executive Summary

We are a developer, manufacturer and supplier of premium diagnostic products, medical imaging systems, and surgical products. The healthcare industry in general, and the markets in which our products compete, are highly competitive and characterized by continual change and improvement in technology. Many of our competitors and potential competitors are larger and have greater financial resources than we do and offer a range of products broader than our products. We also compete for personnel with earlier stage companies that may offer attractive growth and potentially larger equity compensation opportunities. Our ability to compete effectively in the markets within which we operate depends to a large extent on our success in identifying, recruiting, developing and retaining key management personnel.

Our compensation programs for our executives are designed to align compensation objectives with our business strategies and to encourage our executives to focus on creating sustainable long-term growth and stockholder value. A key element of our human resource strategy is the design and implementation of compensation plans, programs and arrangements that:

- provide a comprehensive approach to executive compensation;
- provide competitive and differentiated levels of pay based on corporate and individual performance;
- help attract and retain superior executive talent; and
- reinforce the alignment of the interests of the members of our executive management team with those of our stockholders.

To that end, we believe that our compensation plans should motivate performance among our executive officers within an entrepreneurial, incentive-driven culture, and that compensation levels should reflect both our short- and long-term performance objectives.

2012 Business Performance and Accomplishments:

Fiscal 2012 was a year of significant achievement. Notwithstanding the ongoing challenges posed by macroeconomic conditions and the changing healthcare regulatory environment, we were able to both achieve record results and position ourselves for longer-term growth and success. Reflected in our fiscal 2012 financial achievements are the results of our first full year of sales in the United States of our innovative Dimensions 3D tomosynthesis mammography system, and our first full year of operations and continuing investment in China following our acquisitions of TCT International Co., Ltd. and Beijing Healthcome Technology Company, Ltd. In addition, on August 1, 2012, we completed our approximately $4.0 billion acquisition of Gen-Probe Incorporated (Gen-Probe), a leader in the development, manufacturing and marketing of molecular diagnostic products. We believe that this acquisition has greatly strengthened our position in the growing molecular diagnostic market, and expanded our platform for long-term sustained growth. These and other achievements in fiscal 2012 included the following:

Financial Results:

Our revenues increased by 11.9%, to $2.0 billion in fiscal 2012 from $1.79 billion in fiscal 2011, reflecting increases in revenues across all our business segments, led by our Diagnostics and Breast Health segments, and including $89.5 million of revenue resulting from our acquisition of Gen-Probe.

Our non-GAAP adjusted net income increased 9.6% to $367.8 million, or $1.38 per diluted share, in fiscal 2012 compared to $335.5 million, or $1.27 per diluted share, in fiscal 2011 (the definition of our non-GAAP adjusted net income and our reconciliation of our non-GAAP net income and adjusted earnings per share (EPS) to our GAAP net income and EPS is provided in *Appendix A* to this information statement).

We maintained strong cash flow, achieving cash flow from operations of $370.2 million.

Our stock price increased by 30%, from a closing price of $15.60, the last trading day of fiscal 2011, to $20.22, the last trading day of fiscal 2012.

Acquisition and Financing Accomplishments:

On August 1, 2012, we completed our approximately $4.0 billion acquisition of Gen-Probe, enhancing our product platform and capabilities in the growing molecular diagnostic market.

In connection with the Gen-Probe acquisition, we successfully obtained $3.5 billion of financing, including (i) a senior secured credit facility consisting of a $1.0 billion tranche A term loan, a $1.5 billion tranche B term loan, and a $300 million revolving credit facility, and (ii) the private placement of $1.0 billion aggregate principal amount of senior notes.

Regulatory Approval Success:

We obtained multiple domestic regulatory approvals and clearances for our products, including FDA approval of our Cervista HTA (High Throughput Automation) system, and FDA 510k clearance of the Aquilex Fluid Control system.

Internationally, we received multiple approvals and clearances, including our new Serenity digital mammography system in China, our C-View synthesized 2D image reconstruction algorithm in the European Union, various ThinPrep instrumentation in China and Russia, our ThinPrep pap test in Russia, our Cervista HPV HR test in the Netherlands and Japan, our Aquilex fluid management system in the European Union, and our MyoSure and Aquilex systems in Australia and New Zealand.

The following graphs highlight our year-over-year achievements relative to our recent and historical performance for revenue and non-GAAP adjusted EPS (the reconciliation of our non-GAAP adjusted EPS to our GAAP EPS is provided in *Appendix A* to this information statement). These measures, adjusted to exclude the effects of the Gen-Probe acquisition, represent the corporate financial measures in our short-term incentive plan.

Resulting Compensation Actions. As a result of these accomplishments, and reflecting on the rigor of our internal financial targets, our fiscal 2012 corporate financial targets under our short-term incentive plan were met at a combined 76% of target (which excluded any contributions from Gen-Probe), with bonus payouts to our named executive officers under that plan reflecting those achievements. Additional fiscal 2012 bonuses were also paid to certain members of our management team (excluding the Chief Executive Officer and Chief Financial Officer), primarily for their efforts in supporting our acquisition of Gen-Probe and achieving initial synergies in connection with that transaction.

Fiscal 2012 also saw a continuation of our use of long-term equity awards as a large portion of our annual compensation to our named executive officers. These awards continued to be heavily weighted to stock options, with 75% of the total value of our long-term equity awards for our named executive officers in the form of stock options with a five-year vesting schedule and a seven-year term, and 25% in the form of restricted stock units with a four year vesting schedule. We believe weighting our long-term equity awards in favor of stock options aligns the incentives of our executives with the interests of our stockholders and our long-term performance by directly tying a large portion of the value that may be realized from our equity compensation to an increase in our stock price.

The following graph reflects Mr. Cascella s total direct compensation, as set forth in the Summary Compensation Table provided immediately following our Compensation Committee Report included herein, during his three years as the Company s Chief Executive Officer.

The decrease in Mr. Cascella s total compensation from fiscal 2011 to fiscal 2012 was primarily attributable to the $1.0 million retention payment in fiscal 2011, partially offset by the increased value of equity awards granted in fiscal 2012. Mr. Cascella s compensation in fiscal 2011 includes a $1.0 million retention payment made to Mr. Cascella at the beginning of that year under his retention agreement with the Company entered into in connection with the Company s acquisition of Cytyc Corporation in October 2007. The decrease in Mr. Cascella s total compensation from fiscal 2010 to fiscal 2011 was primarily attributable to a decrease in the value of equity awards granted in fiscal 2011, partially offset by the $1.0 million retention payment made to Mr. Cascella in fiscal 2011. In fiscal 2011, we significantly scaled back the value of the annual long-term equity incentive grants made to Mr. Cascella, reflecting both a modification to our peer group in response to our then current performance and a reduction of the benchmarking percentile as compared to this revised peer group.

Other Compensation Changes and Actions. We continually review our compensation practices to reflect the changing economic and competitive environment and to further align the pay of our executive officers with our performance, business strategies and our developing operations. The following reflect recent changes and actions related to our compensation programs in addition to those referenced above:

In connection with our acquisition of Gen-Probe, we adjusted our peer group to reflect our larger revenue base and enterprise value. This new peer group is described in further detail below and has primarily been used by the Compensation Committee for compensation decisions related to fiscal 2013.

Based on the new peer group data and the increased size and complexity of our company following the Gen-Probe acquisition, we increased the target bonus for Mr. Cascella under our 2013 Short-Term Incentive Plan to 120% of salary, from 105% of salary under our 2012 Short-Term Incentive Plan.

In recognition of their extraordinary efforts in support of our fiscal 2012 achievements and the continuing work that will be required to support our acquisition and integration of Gen-Probe, in November 2012, we approved Market Stock Unit (MSU) awards as equity compensation for Messrs. Cascella and Muir. Pursuant to the terms of the MSU award agreement, the number of MSU s that will vest for each MSU granted will be determined at the time of vesting, the last day of fiscal 2015 (subject to acceleration in certain limited circumstances), based on the Company s Common Stock price performance (measured as the then-current 30-calendar day average) at that time. In the event the Company s Common Stock price performance, as determined at the vesting date, is below the defined target, the MSUs shall be forfeited.

Following the acquisition of Gen-Probe, we introduced the 2013 Synergy Bonus Plan (the Synergy Plan). The Synergy Plan provides for performance-based awards for eligible employees based upon the achievement of cost synergy goals established by the Compensation Committee. Initial bonuses were paid under this plan for synergies achieved during fiscal 2012. The balance of the awards under this plan, if any, will be paid for fiscal 2013 achievements. Of our named executive officers, only Messrs. Casey and Harding are eligible to receive bonuses under the Synergy Plan.

In connection with our acquisition of Gen-Probe, we entered into a retention and severance agreement with Mr. Hull, the former President and Chief Executive Officer of Gen-Probe, pursuant to which Mr. Hull waived certain rights under his previous employment agreement with Gen-Probe and agreed to serve as Senior Vice President and General Manager, Diagnostics Line of Business through November 1, 2013.

Additional Compensation and Related Policies and Practices. The following reflect certain of our current compensation and related policies and practices that the Company has adopted, which we believe promote good corporate governance and further align the interests of our named executive officers with those of our stockholders:

Independent Compensation Committee**.** Our Compensation Committee is composed entirely of independent directors that meet the more stringent independence requirements for directors who serve on public company audit committees, as well as the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended, as in effect on the date hereof (the Code).

Independent Compensation Consultant. Our Compensation Committee is advised by an independent compensation consultant who does not provide any services to the Company other than at the direction of the Compensation Committee.

Risk Assessment. The Company conducts an annual risk assessment of our compensation and related policies and practices, the results of which are reviewed by the Compensation Committee.

Change of Control Agreements. All of our change of control agreements with executive officers contain a double trigger mechanism, requiring the termination of such officer s employment by the Company, or by the employee in defined circumstances, before any change of control benefits will be paid to the executive or any equity awards granted after the date of those agreements accelerate.

No Tax Gross-Ups. Effective December 31, 2011, we eliminated Section 280G excise tax gross-up provisions in all our employment and change of control agreements, and none of our change of control agreements provide for change of control payments of more than three times salary and bonus, as defined.

Share Ownership Guidelines. In November 2011, we adopted share ownership guidelines for our Chief Executive Officer and all independent directors.

No Hedging. Our insider trading policies do not permit hedging of our securities by our executive officers or directors.

No Option Repricing. Our 2008 Equity Incentive Plan does not permit repricing of stock options or other equity awards without the consent of our stockholders.

Equity Award Dilution. It is the Compensation Committee s informal policy to limit the number of shares we grant as long-term incentive awards to between 1.5% and 2% of our outstanding Common Stock during any fiscal year. In fiscal 2012, awards granted under our equity incentive plan represented approximately 1.5% of our outstanding Common Stock.

Limited Perquisites. We provide limited supplemental benefits and perquisites to our executive officers, consisting primarily of matching 401(k) contributions and health care insurance premiums (benefits available to all employees), and an automobile allowance.

Annual Advisory Vote to Approve Executive Compensation. We have recommended and seek to obtain an advisory approval of our executive compensation at each Annual Meeting of Stockholders.

Stockholder Advisory Vote on Fiscal 2011 Executive Compensation. Following our Annual Meeting of Stockholders in March 2012, we considered the advisory vote of our stockholders on executive compensation when reviewing our compensation decisions and policies. Of those stockholders voting for or against the proposal, approximately 215.2 million shares (96%) voted to approve our executive compensation and approximately 8.0 million shares (4%) voted against approval. We believe this affirms stockholders support of our approach to executive compensation, however, we continually review and monitor our compensation programs and practices as more fully described herein.

<u>Compensation Philosophy and Objectives</u>

Set forth below is a more complete description of our compensation philosophy and objectives, and how each has been reflected in the implementation of our compensation programs and decisions.

Who oversees our executive compensation plans, programs and arrangements?

The compensation and benefit programs for our senior executives and our incentive compensation plans are overseen by the Compensation Committee (the Committee) of our Board. Committee membership is determined by our Board and, consistent with the listing requirements of the Nasdaq Global Select Market as well as Section 162(m) of the Code, the Committee is composed entirely of independent, non-employee members of the Board who receive no compensation from the Company other than in connection with their service on the Board. During fiscal 2012, the Committee was comprised of Sally W. Crawford, David R. LaVance, Jr., Nancy L. Leaming, Elaine S. Ullian and Wayne Wilson. Ms. Crawford is the Chairperson of the Committee.

The Committee s authority and responsibilities are specified in the Committee s charter. The Committee meets regularly throughout the year. At Committee meetings, non-Committee independent members of the Board and others such as the Chief Executive Officer, the Chief Financial Officer, the Senior Vice President, Human Resources and other senior human resource employees, legal officers or external consultants or counsel, may be invited to provide information, respond to inquiries of the Committee and generally provide support to the Committee. The Committee also works directly with senior employees in our human resources department, and with one or more independent compensation consulting firms that do not otherwise provide services to us.

During fiscal 2012, Mr. Cascella reviewed the performance and compensation of the named executive officers, other than himself, and made recommendations as to their compensation to the Committee. Neither Mr. Cascella nor our other executive officers participated in the deliberations of the Committee regarding such officer s own compensation.

Mr. Muir provided input relating to the financial targets to be established for our short-term incentive plan described below, and provided data and analysis regarding the impact of the executive compensation programs on our financial performance.

Messrs. Cascella and Muir further assisted the Committee by providing their collective input on:

- the financial impact of the bonus pool under our short-term incentive plans and the awards under our long-term incentive plans;
- the establishment of the short-term financial and non-financial performance goals that are used as benchmarks in many of our compensation plans;
- current financial performance updates regarding achievement for our short-term incentive plans; and
- the compensation program s ability to attract, retain and motivate the level of executive talent necessary for our continued success.

What are our compensation principles?

Our ability to compete effectively in the markets within which we operate depends to a large extent on our success in identifying, recruiting, developing and retaining key management personnel. A key element of our human resource strategy is the design and implementation of compensation plans, programs and arrangements that:

- provide a comprehensive approach to executive compensation;
- provide competitive and differentiated levels of pay based on corporate and individual performance;

- help attract and retain superior executive talent; and
- reinforce the alignment of the interests of the members of our executive management team with those of our stockholders.

Committee decisions are guided by the following basic principles:

Pay for performance We believe that our compensation plans should motivate high performance among our executive officers within an entrepreneurial, incentive-driven culture. We believe that compensation levels should reflect both our short- and long-term performance objectives. With respect to our short-term performance, we believe that our compensation plans should provide the flexibility to reflect the extent to which goals are met, missed or exceeded, while taking into account external factors as well as an individual s ability to directly influence the Company s results. We believe that with respect to our long-term performance, rewards realized under our long-term equity compensation plans should be driven largely by increasing stockholder returns, which also increases stockholder value;

Support our business strategy We aim to design compensation plans that align compensation objectives with our business strategies and that enable a focus on creating sustainable, long-term growth and stockholder value;

Pay competitively We aim to establish overall target compensation (compensation received when achieving expected results) that is competitive with that being offered to individuals holding comparable positions at other public companies with which we compete for business and talent; and

Focus on total compensation We seek to use a mix of all available compensation components including base salary, annual incentives, long-term incentives, and benefits and perquisites in designing competitive compensation packages.

Over time, we believe these principles will help us to successfully identify, recruit, develop and retain talented employees who are committed to our success.

What are our executive compensation objectives?

Consistent with the basic principles of our compensation philosophy, the Committee s compensation decisions with respect to our executive officers are guided by the following objectives, each of which are designed to facilitate our long-term success:

Drive superior performance Our compensation plans for executive officers are designed to encourage our leaders to achieve and exceed established performance targets;

Focus on long-term success Our compensation plans for executive officers include a variety of long-term incentive plans designed to encourage executives to focus on our long-term success and the creation of lasting stockholder value; and

Retain key executives Our compensation plans for executive officers are focused on enabling the retention of those executives who have demonstrated superior talent and performance and whose continued employment is important to our future success.

What components comprise our executive compensation programs?

The Committee determines the elements of our executive compensation program and has selected the following compensation elements (discussed in detail below) as the core components of our compensation program designed to promote our pay-for-performance philosophy and achieve our compensation program goals and objectives:

Short-Term Compensation Elements

Element	**Role and Purpose**
Base Salary	Attract and retain executives and reward their skills and contributions to the day-to-day management of the Company.
Short-Term Incentive Plans (Cash Bonus)	Motivate the attainment of annual financial, strategic, operational and individual goals by paying bonuses determined by the achievement of specified performance targets and objectives, as well as providing a smaller discretionary pool to reward extraordinary achievements or achievements not otherwise reflected in the specified targets or objectives.

Long-Term Compensation Elements

Element	**Role and Purpose**
Equity Awards and our Nonqualified Deferred Compensation Plan	Motivate the attainment of long-term value creation, align executive interests with the interests of our stockholders, create accountability for executives to enhance stockholder value and promote long-term retention by providing for multi-year vesting schedules applicable to these awards.
Change of Control and Severance Agreements	Promote long-term retention and align the interests of executives with stockholders during the negotiation of a potential change of control transaction.

Benefits

Element	**Role and Purpose**
Employee Benefit Plans and Perquisites	Promote financial security and provide other benefits commensurate with those offered by peer group companies.

The Committee has in special and limited circumstances entered into retention agreements with its senior executive officers, typically in the context of a significant corporate event such as an acquisition or an important transition in the leadership of the Company. In connection with the Gen-Probe acquisition, we entered into a number of agreements with executives of Gen-Probe including a Retention and Severance Agreement with Mr. Hull, which is described in further detail below under Extraordinary Elements of our Compensation Program .

The Committee seeks to allocate the compensation of our named executive officers in a manner designed to achieve total compensation in line with the Committee s subjective assessment of an individual s performance and value, as well as the benchmarks established by reference to the compensation practices of companies in our peer group and where appropriate, survey data from a broader index of comparable public companies.

The following charts illustrate the allocation of fiscal 2012 compensation among base salary, target bonus and long-term incentive awards for the Company s Chief Executive Officer and our other named executive officers as a group.

* Excludes Mr. Hull, who became an employee on August 1, 2012 in connection with our acquisition of Gen-Probe.

How does the Committee determine the forms and amounts of compensation?

The Committee annually determines the compensation levels for our executive officers by considering several factors, including each executive officer s roles and responsibilities, how the executive officer is performing those responsibilities, our historical and anticipated future financial performance and the compensation practices of companies in our peer group and where appropriate, survey data from a broader index of comparable public companies.

The Committee retains an independent compensation consultant. During fiscal 2012, the Committee engaged an independent compensation consulting firm, Pearl Meyer & Partners (the Compensation Consultant), in order to assist the Committee in the discharge of its duties. The Compensation Consultant did not perform any services for us other than as directed by the Committee. Neither the Company nor the Committee believe that the work of the Compensation Consultant raised any conflict of interest. The Committee has the authority to terminate or replace the Compensation Consultant at any time.

During fiscal 2012, the Compensation Consultant provided the Committee, among other things, with:

- a comprehensive review of our executive compensation philosophy and strategy, including revisiting the peer group companies and the criteria for selecting peers;
- a review of general compensation practices using survey and peer group data;
- advice regarding competitive levels of executive base salaries, annual performance incentive awards, equity awards, executive benefits and perquisites;
- advice regarding structuring of short- and long-term executive plans and awards;
- a review of short-term incentive financial performance objectives;
- updates regarding trends in executive compensation;
- executive retention strategies;
- a review of the Company s risk assessment relating to its compensation programs and practices; and
- support for the preparation of our disclosure in this proxy statement.

The Committee compares our compensation plans to those provided by the competitors in our peer group. A key task undertaken by the Compensation Consultant is to assist the Committee in constructing a tailored group of peer companies to enable the Committee to benchmark the elements of the total direct compensation (base salary, bonus and all long-term incentive plan benefits) paid to our named executive officers and other pay practices. The Committee seeks to maintain a peer group representing a broad, but reasonable, range of companies for comparison based on the following factors:

similarities in revenue levels and size of market capitalization;

similarities to the industries within which we operate (i.e. medical devices, medical equipment, technology and supplies, and diagnostic products);

the generally overlapping labor market for top management talent; and

our status as a publicly-traded, U.S.-based, non-subsidiary firm.

At the beginning of fiscal 2012, our peer group consisted of the following 17 companies:

Alere Inc. (formerly Inverness Medical, Inc.)	C.R. Bard, Inc.	PerkinElmer, Inc.
Bio-Rad Laboratories, Inc.	DENTSLPLY International Inc.	Perrigo Company
CareFusion Corporation	Edwards Lifesciences Corporation	ResMed Inc.
Cephalon, Inc.	IDEXX Laboratories, Inc.	Varian Medical Systems, Inc.
Charles River Laboratories International, Inc.	Intuitive Surgical, Inc.	Waters Corporation
The Cooper Companies, Inc.	Kinetic Concepts, Inc.	

During fiscal 2012, the Committee, with the assistance of its Compensation Consultant, reviewed the companies included within our peer group in order to monitor potential additions and subtractions to the group. As a result of this review, in May 2012, the Committee elected to adjust the peer group by removing Cephalon, Inc. and Kinetic Concepts, Inc. (due to both companies being acquired, decreasing the Company s overall peer group by two to 15 companies). This peer group was used as a benchmark to assist the Committee in making compensation decisions after May 2012 and prior to the acquisition of Gen-Probe. At the time of selection, pre-acquisition peer group revenues ranged from $1.1 billion to $3.6 billion and market capitalization ranged from $1.7 billion to $23.0 billion. Hologic s revenue and market capitalization approximated the median of the peer group.

Also in May 2012, the Committee, with the assistance of its Compensation Consultant, recommended revisions to the peer group should the Gen-Probe acquisition (at that time pending) be successfully completed. In consideration of the Company s larger diagnostic presence post-acquisition, Charles River Laboratories International, Inc. and The Cooper Companies, Inc. were replaced with Hospira, Inc. and Life Technologies Corporation. This peer group was used as a benchmark to assist the Committee in making compensation decisions after the consummation of the Gen-Probe acquisition on August 1, 2012. At the time of selection, post-acquisition peer group revenues ranged from $1.3 billion to $4.1 billion and market capitalization ranged from $1.9 billion to $23.0 billion. Hologic s pro-forma revenue, including the expected full-year revenue from Gen-Probe, approximated the median of the peer group.

The Committee determines target levels for executive base pay, short-term incentive pay, and long-term incentive pay by reference to benchmark data gathered from publicly available information regarding the compensation practices of the peer group companies listed above, and where appropriate, survey data from a broader index of comparable public companies. While the Committee attempts to base compensation decisions on the most recent market data available, it also recognizes that it must be flexible in its approach to the compensation of our executives in order to react to marketplace trends and Company-specific situations as they arise.

A comparison of each element of the compensation paid to our named executive officers to the compensation received by executives serving in similar positions at peer group companies, or where appropriate at companies comprising a broader index of public companies is presented below.

The Committee uses tally sheets. In order to assess compensation information relative to each of our named executive officers, the Committee reviews individualized tally sheets, which set forth the total direct compensation payable to executives. These tally sheets provide a breakdown of each of the various elements comprising a named executive officer s compensation, including cash compensation (base salary and bonus), long-term incentive compensation (equity grants), and benefits payable under our Nonqualified Deferred Compensation Plan. The tally sheets also provide detailed information regarding outstanding equity awards (vested and unvested with realizable gains), as well as detailed retirement plan holdings/earnings and compensation in various termination scenarios (i.e., voluntary, involuntary, death, disability, retirement and as a result of a change of control).

Compensation Programs and Decisions

What specific decisions did the Committee make regarding the various components of our executive compensation programs for fiscal 2012 and why did the Committee make these decisions?

Short-Term Compensation Elements

Base Salary

An executive s base salary represents annual fixed compensation and is a standard element of compensation necessary to attract and retain talent. Base salary represents the minimum payment for a satisfactory level of individual performance as long as the executive remains employed with us. Base salary is set at the Committee s discretion after taking into account the competitive landscape including the compensation practices of the companies in our selected peer group (and where appropriate, survey data from a broader index of comparable public companies), our business strategy, our short-term and long-term performance goals and individual factors such as position, salary history, individual performance and contribution, an individual s length of service with us and placement within the general base salary range offered to our executive officers.

The salaries established by the Committee for our named executive officers for fiscal 2012 are set forth below.

Fiscal Year 2012 Base Salaries of Named Executive Officers

Name	FY2011 Salary	FY2012 Annual Salary	Percentage Increase	Approximate Percentile of FY2012 Salary Against Peer Group
Robert A. Cascella	$ 885,800	$ 900,000	1.6%	50%
Glenn P. Muir	$ 566,500	$ 575,000	1.5%	>75%(1)
Mark J. Casey	$ 350,000	$ 425,000(2)	21.4%	50%
David P. Harding	$ 375,000	$ 385,000	2.7%	50%
Carl W. Hull	$	$ 750,000(3)		(4)

(1) Represents comparison to other Chief Financial Officers. The Committee determined that Mr. Muir, as Executive Vice President, also served in capacities beyond that of a Chief Financial Officer.
(2) Mr. Casey s salary increased from $380,000 at the start of fiscal 2012 to $425,000 effective March 6, 2012, the date he was promoted to the position of Chief Administrative Officer.
(3) Mr. Hull s salary was established pursuant to the Retention and Severance Agreement executed on July 10, 2012 in connection with the Company s acquisition of Gen-Probe.
(4) The competitive analysis of executive compensation took place prior to the acquisition of Gen-Probe. Therefore Mr. Hull s salary was not benchmarked against the peer group.

2012 Short-Term Incentive Plan

In November 2011, the Committee approved the 2012 Short-Term Incentive Plan (the STIP) which provided most of our key employees, including each of the named executive officers, with the opportunity to earn a performance-based cash bonus. Target bonus amounts for each of our named executive officers under the STIP, as measured as a percentage of base salary were established. The goals under the 2012 STIP included, among other things, consolidated corporate adjusted revenue and adjusted earnings per share goals.

The STIP provides that 100% of targeted payout levels will be achieved based on a combination of corporate, divisional and/or individual goals established for each participant. An individual s bonus components and the weighting of those components are determined by such individual s role. The maximum bonus amounts payable under the STIP were fixed at 200% of target (e.g., an individual with a target bonus equal to 75% of such individual s base salary would be eligible to receive a bonus payment in an amount up to a 150% of such individual s salary). The minimum bonus amounts payable under the STIP is 0% of target. Even if performance targets were achieved, the Committee reserved the right, in its sole and absolute discretion, to reduce the amount of any bonus payout to any STIP participant to reflect the Committee s assessment of the participant s individual performance or for any other reason.

The following table outlines the target bonus award opportunities of the named executive officers in fiscal 2012, expressed as a percent of base salary.

Name	**2012 STIP Opportunity Range (Threshold-Target-Max)**
Robert A. Cascella	0% - 105% - 210%
Glenn P. Muir	0% - 85% - 170%
Mark J. Casey	0% - 60% - 120%
David P. Harding	0% - 50% - 100%
Carl W. Hull	0% - 60% - 120%(1)

(1) Mr. Hull s Retention and Severance Agreement states that the 2012 bonus payment will be pro-rated for the number of days employed by the Company during fiscal 2012.

In establishing the STIP and the related performance goals triggering payments under the STIP, the Committee sought to directly tie incentive compensation to key financial and non-financial performance measures in order to align our strategic and financial plans with our short-term compensation policies. In setting these goals, the Committee considered our 2012 budget and investor guidance, current market conditions for our products and services, historical performance, competitor and peer performance, and the unique nature of our various operating divisions and individualized objectives sufficient to encourage each named executive officer to contribute to our overall success.

Separate from the STIP, we also established a modest discretionary bonus pool to be administered by the Committee to reward special contributions by key employees. This discretionary bonus pool is available to all employees, not just executive officers of the Company. Messrs. Cascella and Muir did not participate in this discretionary bonus pool.

In keeping with our pay for performance philosophy, payments under the STIP potentially make up a significant portion of an executive s annual compensation thereby linking a significant component of annual compensation to both individual and Company performance.

How were 2012 bonuses determined under the STIP?

When the Committee adopted the STIP, the Committee established the various components (including Company and individual performance targets) to be measured in awarding bonuses under the STIP and the relative weighting of each component.

The components of the STIP and the relative weighting ascribed to each component for fiscal 2012 for each of our named executive officers were as follows:

2012 Short-Term Incentive Plan Components and Weighting

Executive	Corporate Adjusted Revenue(1)	Corporate Adjusted EPS(2)	Divisional Revenue(3)	Divisional Operating Income(3)	Personal Management Bonus Objectives(4)	Total
Robert A. Cascella	48%	32%			20%	100%
Glenn P. Muir	48%	32%			20%	100%
Mark J. Casey	48%	32%			20%	100%
David P. Harding	24%	16%	30%	10%	20%	100%
Carl W. Hull(5)	60%	40%				100%

(1) Adjusted revenue means our consolidated revenue determined in accordance with GAAP, adjusted to remove the effect of acquisitions or dispositions that are completed during the reporting period, and therefore excludes all revenues attributable to our acquisition of Gen-Probe.

(2) Adjusted EPS means our consolidated net income (loss) per share (on a fully diluted basis) determined in accordance with GAAP, adjusted to exclude:(i) the non-cash amortization of intangible assets and impairment of goodwill and intangible assets; (ii) acquisition-related charges, including compensation charges for contingent consideration, transaction costs, charges associated with the write-off of acquired in-process research and development, equity award costs related to the accelerated vesting of equity incentives, stay bonuses and other retention payments, the write-up of acquired inventory to fair value, fair value adjustments for contingent consideration required to be recorded as a liability under ASC 805 (Business Combinations); (iii) non-cash interest expense from the amortization of the debt discount related to convertible debt instruments with cash settlement features; (iv) closure, restructuring and divestiture charges and gains; (v) gains/charges associated with settlement of litigation; (vi) gains or losses from the extinguishment of debt (vii) one-time, nonrecurring, unusual or unanticipated charges, expenses or gains, including associated expenses, and (vii) changes in GAAP or the interpretation or application thereof. Furthermore, adjusted EPS shall be adjusted, without duplication, to eliminate other material effects of acquisitions that are completed during the reporting period, including associated revenue, and operating costs and expenses, to the extent material. Adjusted EPS excludes all revenues, gains, costs and expenses associated with our acquisition of Gen-Probe.

(3) The performance of Mr. Harding with respect to divisional revenue and operating income was measured against targets established by the Committee.

(4) Personal management bonus objectives were established by the Committee for Mr. Cascella and by Mr. Cascella and the Committee for the other named executive officers as outlined below.

Mr. Cascella: personal management bonus objectives were designed to reward the achievement of goals relating to the implementation of the Company s strategic plan, growth through acquisition and integration of complementary businesses, and senior executive talent management and development.

Mr. Muir: personal management bonus objectives were designed to reward the achievement of goals relating to identification, completion and integration of acquisitions, and finance and internal control talent management and development.

Mr. Casey: personal management bonus objectives were designed to reward the achievement of goals relating to litigation resolution, acquisition and integration of complementary businesses, regulatory compliance and reimbursement, and legal talent management and development.

Mr. Harding: personal management bonus objectives were designed to reward the achievement of divisional goals relating to the completion and integration of international acquisitions, and international business unit talent management and development.

Mr. Hull did not have personal management bonus objectives as he joined the Company on August 1, 2012 upon the completion of the Gen-Probe acquisition.

(5) Because Mr. Hull did not join the Company until August 1, 2012, his STIP award was calculated 60% based on adjusted revenue and 40% based on adjusted EPS, multiplied by the applicable performance factor.

2012 Short-Term Incentive Plan Financial Performance Objectives

The following table outlines the threshold, target and maximum financial performance objectives for the 2012 short-term incentive plan:

Financial Performance Objectives	Threshold Performance (0%)	Target Performance (100%)	Maximum Performance (200%)
Corporate Adjusted Revenue	< $1.87 billion	$1.95 billion (1)	$2.16 billion
Corporate Adjusted EPS	< $1.31 per share	$1.40 per share (2)	$1.65 per share
Divisional Revenue (3)	Varies by division- < 70% of target	Varies by division	Varies by division- 125% of target
Divisional Operating Income (4)	Varies by division- < 70% of target	Varies by division	Varies by division- 125% of target

(1) This revenue target represented an increase of approximately 9.0% from the Company s adjusted revenue of $1.79 billion in fiscal 2011.
(2) This EPS target represented an increase of approximately 10.2% from the Company s adjusted earnings per share of $1.27 in fiscal 2011.
(3) Mr. Harding s divisional revenue target applicable to the Company s international performance was $413.0 million.
(4) Mr. Harding s divisional operating income target applicable to the Company s international performance was $125.0 million.

The Committee believed the performance targets underlying the Revenue and Adjusted EPS components of the STIP were achievable based on internal budgeting and forecasting. The Committee further believed that due to the difficult economic environment within which we would be operating throughout fiscal 2012, achievement of these performance targets would continue to represent a significant achievement.

Bonus awards for named executive officers are calculated by:

- first determining the overall funding level of the STIP pool based upon the Company s performance against the established Company adjusted revenue and adjusted EPS thresholds;
- assuming the Company achieved at least one of the minimum thresholds, determining the funding level of the divisional performance and personal management bonus objectives components of the STIP;
- multiplying the relative weight of each STIP component by the percentage of the bonus amount payable with respect to the achievement of each STIP component, ranging from 0% to a maximum of 200% (with 100% at target) and as shown on the tables below;
- adding the sum of each of the foregoing percentages;
- multiplying this sum by the bonus target as a percentage of the base salary of the applicable named executive officer and then multiplying the resulting percentage by the base salary of the applicable named executive officer; and
- adding the dollar amount of any additional bonus awarded by the Committee from the discretionary bonus pool separately administered by the Committee to reward special contributions by key employees.

During fiscal 2012, we achieved adjusted revenues of approximately $1.91 billion and adjusted earnings per share of $1.37. Our fiscal 2012 adjusted revenue was below our STIP adjusted revenue of $1.95 billion target, and corresponded to a 70% payout on our performance grid established by the Committee for that component. Our adjusted earnings per share was below our STIP adjusted earnings per share target of $1.40 and corresponded to an 85% payout with respect to that component. Based upon these results, the Committee calculated a 76% overall payout level for the STIP.

During fiscal 2012, Mr. Harding achieved 98% of his divisional revenue target and 82% of his divisional operating income target. As a result, the Committee determined to award an 89% payout for the divisional performance components of the STIP to Mr. Harding.

In reviewing the personal management bonus objectives of Messrs. Cascella, Muir, Casey and Harding and their respective performances against these objectives, the Committee awarded payouts ranging from 76% to 100% for the personal management bonus objectives component of the STIP to each of these named executive officers.

The charts below show the relative weight of each component of the STIP with respect to the named executive officers and the percentage of the bonus amount payable to each named executive officer with respect to the applicable component of the STIP.

Company Adjusted Revenue Component of Total STIP Award

	Column A	**Column B**	**Column C**
Name	**Relative Weight of Company Adjusted Revenue Component as % of Total STIP Award**	**Percentage of Bonus Amount Payable Relative to Company Adjusted Revenue Component of STIP**	**Product of Column A and Column B**
Robert A. Cascella	48%	70%	33.6%
Glenn P. Muir	48%	70%	33.6%
Mark J. Casey	48%	70%	33.6%
David P. Harding	24%	70%	16.8%
Carl W. Hull(1)	60%	70%	42.0%

(1) Because Mr. Hull did not join the Company until August 1, 2012, his STIP award was calculated 100% based on Company adjusted revenue and adjusted EPS multiplied by the applicable performance factor.

Company Adjusted EPS Component of Total STIP Award

	Column A	**Column B**	**Column C**
Name	**Relative Weight of Company Adjusted EPS Component as % of Total STIP Award**	**Percentage of Bonus Amount Payable Relative to Company Adjusted EPS Component of STIP**	**Product of Column A and Column B**
Robert A. Cascella	32%	85%	27.2%
Glenn P. Muir	32%	85%	27.2%
Mark J. Casey	32%	85%	27.2%
David P. Harding	16%	85%	13.6%
Carl W. Hull(1)	40%	85%	34.0%

(1)

Because Mr. Hull did not join the Company until August 1, 2012, his STIP award was calculated 100% based on Company adjusted revenue and adjusted EPS multiplied by the applicable performance factor.

Divisional Revenue and Divisional Operating Income Components of Total STIP Award

	Column A	Column B	Column C
Name	**Relative Weight of Divisional Revenue and Divisional Operating Income Components as % of Total STIP Award**	**Percentage of Bonus Amount Payable Relative to Divisional Revenue and Divisional Operating Income Component of STIP**	**Product of Column A and Column B**
David P. Harding	40%	67.9%	27.1%

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Personal Management Bonus Objectives Component of Total STIP Award

Name	Column A Relative Weight of Personal Management Bonus Objectives Component as % of Total STIP Award	Column B Percentage of Bonus Amount Payable Relative to Personal Management Bonus Objectives Component of STIP	Column C Product of Column A and Column B
Robert A. Cascella	20%	100%	20.0%
Glenn P. Muir	20%	100%	20.0%
Mark J. Casey	20%	76%	15.2%
David P. Harding	20%	76%	15.2%
Carl W. Hull(1)			

(1) Because Mr. Hull did not join the Company until August 1, 2012, personal management bonus objectives were not a component of his STIP award for fiscal 2012.

The chart below shows the total payments made under the STIP for fiscal 2012 to our named executive officers. The amounts represented in Column Z below represent additional discretionary cash bonus amounts awarded by the Committee upon the recommendation of Mr. Cascella to Messrs. Casey and Harding.

Total Fiscal Year 2012 STIP Payments to Named Executive Officers

Name	Column U Sum of Column C %s	Column V Bonus Target as % of Base Salary	Column W Product of Column V and Column U	Column X FY2012 Base Salary	Column Y Product of Column W and Column X (1)	Column Z Dollar Amount of Additional Discretionary Bonus	Total Bonus Amount
Robert A. Cascella	80.8%	105%	84.8%	$ 900,000	$ 763,560		$ 763,560
Glenn P. Muir	80.8%	85%	68.7%	$ 575,000	$ 394,910		$ 394,910
Mark J. Casey	76.0%	60%	45.6%	$ 425,000	$ 193,800	$ 1,200	$ 195,000
David P. Harding	72.7%	50%	36.4%	$ 385,000	$ 140,009	$ 49,991	$ 190,000
Carl W. Hull	76.0%	60%	45.6%	$ 750,000	$ 55,282(2)	$	$ 55,282

(1) Reflects the actual calculation and not as if calculated using the percentages in the tables, which have been rounded.
(2) Mr. Hull s STIP award for fiscal 2012 has been pro-rated to reflect his employment period with the Company.

2013 Synergy Bonus Plan

In November 2012, the Committee approved the Synergy Plan. The Synergy Plan provides performance-based awards for eligible employees, subject to a maximum limit. Targeted payout levels are based upon the achievement of cost synergy goals established by the Committee. The Committee believes that the targets established for fiscal 2013 are achievable and consistent with the Company s internal budgeting for the year.

The maximum bonus payouts are 170% of targeted payout levels (e.g., an individual with a targeted payout level of 50% of annual base salary target would be eligible for an 85% payout). The Committee reserves the right, in its sole discretion, to decrease any bonus payouts to any participant under the Synergy Plan regardless of the level of cost synergy goals that have been achieved. The Synergy Plan also contains a feature that permits payments for fiscal 2012 achievements. Fiscal 2013 bonuses under the Synergy Plan will be reduced by any amounts awarded in November 2012. In recognition of their integration efforts and accomplishments during fiscal 2012 Messrs. Casey and Harding received bonus payments under the Synergy Plan in November 2012 of $50,000 and $40,000, respectively. Targeted payout levels for Messrs. Casey and Harding for integration accomplishments achieved during fiscal year 2013 are $200,000 and $125,000, respectively, before taking into effect the payouts made in fiscal 2012. Messrs. Cascella, Muir and Hull are not eligible to receive awards under the Synergy Plan.

Long-Term Compensation Elements

The Committee considers total cash and equity compensation when setting compensation levels for our named executive officers and attempts to balance short-term and long-term components of its compensation plans and programs. Our long-term compensation programs currently consist of equity grants (typically awarded in November of each fiscal year in respect of the then current fiscal year) in the form of stock options and restricted stock units, each of which are subject to five- and four-year annual vesting, respectively, and contributions to our executives made under our nonqualified deferred compensation plan (typically made in November of each fiscal year in respect of the recently completed fiscal year), which vest in equal installments over a three-year period. The Company adopted stock ownership guidelines for our Chief Executive Officer and independent directors in December 2011. Details regarding this program are set forth under the heading titled Stock Ownership Guidelines in this Compensation Discussion and Analysis.

Fiscal 2012 Annual Equity Grants

As part of the annual review of our equity compensation program, the Committee considered a variety of long-term equity incentive structures. For fiscal 2012, we continued our practice of allocating 75% of the total value of our long-term annual equity awards to senior executives in stock options and 25% in restricted stock units. The Committee believes weighting our long-term equity awards in favor of stock options aligns the incentives of our executives with the interests of our stockholders and our long-term performance by directly tying a large portion of the value that may be realized from our equity compensation to an increase in our stock price.

Stock options granted as part of our annual equity grant vest 20% annually until they become fully vested on the fifth anniversary of the grant date, have a seven-year term, and are subject to the terms and conditions set forth in our form of employee Stock Option Agreement. Any vested stock options may only be exercised by an executive upon payment of the underlying option exercise price (whether in cash or in kind through the forfeiture of a portion of the option grant as permitted pursuant to the underlying Stock Option Agreement). Stock options granted as part of our annual equity grants made in November 2011 in respect of fiscal 2012 were granted at an exercise price of $17.09, the fair market value of shares of our Common Stock as of the date these options were granted.

Restricted stock units granted as part of our annual equity grant vest 25% annually until they become fully vested on the fourth anniversary of the grant date and are subject to the terms and conditions set forth in our form of employee restricted stock unit agreement. Only vested restricted stock units can be exchanged for shares of our Common Stock.

The annual equity awards granted to our named executive officers in November 2011, and a benchmark of these awards against the annual long-term incentive awards granted to executives in our peer group (and where appropriate, survey data from a broader index of comparable public companies), are set forth below:

FY2012 Annual Long-Term Compensation Grants made in November 2011

Name	Stock Options Awarded as a Component of FY2012 Annual Equity Grants (1)	Restricted Stock Units Awarded as a Component of FY2012 Annual Equity	Grant Date Fair Value of FY2012 Annual Equity Grants (2)	Approximate Percentile of Total FY2012 Annual Long-Term Compensation Grants Against Peer

		Grants		Group
Robert A. Cascella	402,112	51,336	$ 3,466,934	49%
Glenn P. Muir	117,895	15,051	$ 1,016,465	49%
Mark J. Casey	42,968	5,485	$ 370,453	43%(3)
David P. Harding	43,541	5,558	$ 375,390	45%(3)
Carl W. Hull(4)				

(1) These stock options have an exercise price of $17.09 per share, the fair market value of shares of our Common Stock as of the date these options were granted.

(2) This column shows the full grant date fair value of restricted stock units and stock options under U.S. generally accepted accounting principles as of the date of grant. For restricted stock units, fair value is calculated using the closing price of our Common Stock, $17.09, on the grant date. The assumptions used to calculate the fair value of stock options are set forth in Note 9 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended September 29, 2012.

(3) The long-term incentive awards granted to Messrs. Casey and Harding were not benchmarked against the peer group as a result of the lack of publicly available compensation information pertaining to executives serving in similar roles to Messrs. Casey and Harding at peer group companies. The Committee compared the long-term incentive awards granted to Messrs. Casey and Harding against a broader index of survey data gathered from comparable public companies.

(4) Mr. Hull did not receive a FY2012 annual long-term compensation grant as he became an employee on August 1, 2012 in connection with our acquisition of Gen-Probe where he had served as president and chief executive officer. However, under his Retention and Severance Agreement, Mr. Hull received a grant of 133,333 restricted stock units, with a fair market value of $18.75 per share, on the date of acquisition, and this award fully vests on November 1, 2013.

The total equity awards we granted to all employees in fiscal 2012, including those granted to our named executive officers set forth above, consisted of an aggregate of 3,950,130 stock options and restricted stock units. These grants were consistent with the Committee s intent to limit the number of shares we grant as long-term incentive awards to between 1.5% and 2% of our outstanding Common Stock during any fiscal year. For these grants, the actual percentage of our outstanding Common Stock was approximately 1.5%.

Promotion Restricted Stock Units

In connection with our promotion of Mr. Casey to Chief Administrative Officer on August 6, 2012, we granted Mr. Casey an additional 5,089 restricted stock units, with a grant date fair value of $99,999, based upon the $19.65 per share closing price of our Common Stock on that date. These restricted stock units vest 25% annually until they become fully vested on the fourth anniversary of the grant date.

Nonqualified Deferred Compensation Plan (DCP) Contributions

Our DCP is a non-qualified retirement plan that provides our executives with benefits in excess of what may be provided under our 401(k) Savings and Investment Plan. As an element of our long-term incentive compensation program, the DCP is intended to assist in the retention of eligible executives by providing them with additional compensation in the form of retirement benefits.

Our DCP permits executives to contribute up to 75% of their base salary and 100% of their annual bonus to a supplemental retirement account. In addition, we retain the ability to make annual discretionary contributions to the DCP. Each DCP contribution we make for an executive is subject to a three-year vesting schedule, such that 1/3rd of each contribution vests annually and each contribution is fully vested three years after the contribution is made. Our contributions become fully vested upon death, disability or a change of control. Elective contributions made by the participant are 100% vested.

The annual equity awards and DCP contributions granted to our named executive officers in November 2011 are set forth below:

FY2012 DCP Contributions made in November 2011

Name

	Discretionary DCP Contributions in respect of FY 2012
Robert A. Cascella	$ 225,000
Glenn P. Muir	$ 125,000
Mark J. Casey	$ 75,000
David P. Harding	$ 75,000
Carl W. Hull	$ (1)

(1) Mr. Hull did not receive a FY2012 DCP contribution as he was not employed by us in November 2011. Mr. Hull became an employee on August 1, 2012 in connection with our acquisition of Gen-Probe.

Fiscal 2013 Annual Equity Grants

In November 2012, after the conclusion of fiscal 2012, the Committee awarded annual fiscal 2013 long-term incentive equity grants to our key employees, including our named executive officers as set forth below.

FY2013 Annual Long-Term Compensation Grants Made in November 2012

Name	Stock Options Awarded as a Component of FY2013 Annual Equity Grants (1)	Restricted Stock Units Awarded as a Component of FY2013 Annual Equity Grants	Grant Date Fair Value of FY2013 Annual Equity Grants (2)	Approximate Percentile of Total Annual FY2013 Annual Long-Term Compensation Grants Against Peer Group
Robert A. Cascella	404,978	48,464	$ 3,821,640	52%
Glenn P. Muir	126,227	15,105	$ 1,191,148	55%
Mark J. Casey	73,632	8,811	$ 694,828	41%
David P. Harding	33,309	11,958	$ 472,647	52%(3)
Carl W. Hull	28,050	10,070	$ 398,023	44%

(1) These stock options have an exercise price of $19.86 per share, the fair market value of shares of our Common Stock as of the date these options were granted.
(2) This column shows the full grant date fair value of restricted stock units and stock options under U.S. generally accepted accounting principles as of the date of grant. For restricted stock units, fair value is calculated using the closing price of our Common Stock, $19.86, on the grant date.
(3) The long-term incentive award granted to Mr. Harding was not benchmarked against the peer group as a result of the lack of publicly available compensation information pertaining to executives serving in a similar role to Mr. Harding at peer group companies. The Committee compared the long-term incentive award granted to Mr. Harding against a broader index of survey data gathered from comparable public companies.

Fiscal 2013 Market Stock Unit Grants

In November 2012, in recognition of their extraordinary efforts in support of our fiscal 2012 achievements and the continuing work that will be required to support our acquisition and integration of Gen-Probe, the Committee awarded MSU grants to Messrs. Cascella and Muir in the amounts of 51,733 shares and 25,866 shares, respectively. The fair value of these units was estimated to be $18.49 per unit as of the date of grant using a lattice model with a Monte Carlo simulation, for a total value of the awards to Messrs. Cascella and Muir of $956,543 and $478,262, respectively. These MSUs are restricted stock units with the number of units earned based on the Company s Common Stock price performance from September 29, 2012, the last day of fiscal 2012, to the vesting date. The vesting date of the MSUs is September 26, 2015, the last day of fiscal 2015, subject to acceleration in certain limited circumstances. If the Common Stock price target is achieved (measured as 30-calendar day average as of the vesting date), 100% of the MSUs will vest. If the Common Stock price performance on the vesting date is below the defined target all of the MSUs will be forfeited. The maximum payout for MSUs is set at 200% of the shares granted, and is earned when performance is at or above 200% of the original 30-calendar day average. The plan provides for interpolation between the target and maximum based on the actual outcome. At the vesting date, the earned awards are settled in shares of our stock.

Stock Ownership Guidelines

To further align our interests with those of our stockholders, in December 2011, the Board, upon the recommendation of the Committee, approved the implementation of stock ownership guidelines for our Chief

Executive Officer, Mr. Cascella, and our independent directors. Under the guidelines, Mr. Cascella is expected to have equity ownership in the Company in the range of three times his then current base salary. Mr. Cascella is expected to achieve this equity ownership level within five years of the adoption of these guidelines. Information regarding ownership guidelines for our independent directors can be found in the Directors Compensation section of this proxy statement.

Employee Benefits

401(k) Savings and Investment Plan

We sponsor a 401(k) Savings and Investment Plan, which is a qualified retirement plan offered to all qualifying employees, including our named executive officers, that permits eligible employees to elect to defer a portion of their compensation on a pre-tax basis. In fiscal 2012, we matched 100% of the first 3% and 50% of the next 2% of each participant s deferrals to the 401(k) Savings and Investment Plan up to an amount equal to 4% of the first $250,000 earned by a named executive officer.

Perquisites

During fiscal 2012, we provided each of the named executive officers with an automobile allowance in the following amounts, a portion of which are related to business use:

Automobile Allowances in FY2012

Name	Automobile Allowance in FY2012	
Robert A. Cascella	$	10,787
Glenn P. Muir	$	11,302
Mark J. Casey	$	7,998
David P. Harding	$	7,200
Carl W. Hull	$	

Our named executive officers also participate in our other benefit plans on the same terms as our other employees. These plans include medical and dental insurance, life insurance, short- and long-term disability insurance programs as well as customary vacation, leave of absence and other similar policies. Relocation benefits are also reimbursed but are individually negotiated when they occur.

Change of Control and Severance Agreements

The Committee believes that it is in our best interests as well as the best interests of our stockholders to offer change of control and severance benefits to our executive officers. We compete for executive talent in a highly competitive market in which companies routinely offer similar benefits to senior executives. The Committee believes that providing change of control and severance benefits to senior executives eliminates or at least reduces, any reluctance of senior management to pursue potential change of control transactions that may be in the best interests of stockholders. In addition, the income security provided by competitive change of control and severance arrangements helps eliminate any distraction caused by uncertain personal financial circumstances during the negotiations of a potential change of control transaction, a period during which we will require focused and thoughtful leadership to ensure a successful outcome.

Senior Executive Officer Change of Control Agreements

In connection with our succession planning, on November 11, 2009, the Committee approved new change of control agreements for each of Messrs. Cascella and Muir (the Senior Executive Change of Control Agreements). These agreements superseded and replaced long standing prior change of control agreements entered into with these executives.

The Senior Executive Change of Control Agreements provide that if a change of control occurs during the term of the agreement, and within the three-year period following the consummation of such change of control (the Employment Period), we terminate the employment of the executive for reasons other than death, disability (as defined) or cause (as defined), or the executive resigns for good reason (as defined), then (i) the executive shall have the right to receive a lump sum cash payment equal to the executive s accrued compensation through the date of such executive s termination, (ii) the executive shall be entitled to receive, within 30 days of the date of such executive s termination, a lump sum cash payment equal to the product of 2.99 times the sum of the executive s annual base salary and highest annual bonus, and (iii) all of the executive s stock options, restricted stock units and other equity awards will become immediately and fully vested, and any options (or other similar awards) shall remain exercisable for the shorter of the remaining term of the award or a period of one year following the executive s termination. The term highest annual bonus is defined as the greater of (i) the average of annual bonuses paid to the executive over the three fiscal years preceding the fiscal year in which the change of control occurs, (ii) the annual bonus paid to the executive in the fiscal year preceding the fiscal year in which the change of control occurs or (iii) the maximum bonus award opportunity determined in accordance with our bonus plan for the fiscal year preceding the fiscal year in which the change of control occurs. We also continue to provide health and dental benefits to the executive for the remaining term of the Employment Period. The Senior Executive Change of Control Agreements do not provide for any change of control benefits, including the acceleration of equity awards, if the Senior Executive remains employed by the Company or otherwise voluntarily terminates his employment other than for death, disability or cause (as defined).

If the executive dies during the Employment Period, then his heirs or estate is entitled to be paid an amount equal to all accrued and unpaid compensation through date of termination, pro-rata highest annual bonus (as defined) based on the number of days elapsed during the fiscal year through the date of executive s death, continuation of certain welfare benefits for the remaining term of the Employment Period and a cash payment equal to the sum of his annual base salary and the highest annual bonus. If the executive is disabled during the Employment Period, he is entitled to all of the payments and benefits described in the preceding sentence.

If the executive is entitled to a payment or benefit under the Senior Executive Change of Control Agreements that is subject to the 280G excise tax, there will be no excise tax gross-up and the change of control payments and benefits shall be limited to the following, whichever yields the highest net after-tax amount: (i) the amount of any payments, benefits or other compensation (collectively the Company Payments) provided by the Senior Executive Change of Control Agreements or (ii) one dollar less than the amount of the Company Payments that would subject the executive to the excise tax imposed by Section 280G.

The initial term of each Senior Executive Change of Control Agreement extends until December 31, 2012; provided, that, commencing on December 31, 2010 and each December 31st thereafter, the term of each agreement will automatically be extended for an additional three years unless, not later than thirty (30) days prior to each December 31, we provide notice that we do not wish to extend the Senior Executive Change of Control Agreement. If we provide such notice, then the agreement will continue in effect for a period of two years from the applicable December 31.

Senior Vice President Change of Control Agreements

On November 10, 2008, the Committee approved our entry into change of control agreements for each of our senior vice presidents who was not as of such time already party to a change of control agreement (the SVP Change of Control Agreements).

The SVP Change of Control Agreements provide that if we consummate a change of control and during the two-year period following the consummation of such change of control we terminate the employment of the senior vice president for reasons other than death, disability or cause (a double trigger arrangement), the senior vice president shall be entitled to receive, within 30 days of the date of such senior vice president s termination:

all accrued obligations then owed to the senior vice president (including any portion of the senior vice president s base salary earned but not yet paid through the date of termination, the product of (x) the senior vice president s average annual bonus and (y) a fraction, the numerator of which is the number of days in the current fiscal year through the date of termination, and the denominator of which is 365 and any other accrued and unpaid compensation, expense reimbursements and any accrued and vested pension, welfare and fringe benefits subject to and in accordance with the terms of the applicable plan or policy);

a lump sum in cash equal to the product of one times the sum of such senior vice president s annual base salary and average annual bonus in respect of each of the three fiscal years immediately preceding the fiscal year in which the change of control occurs (annualized for any period of less than twelve full months of employment); and

continued health and dental benefits (on the same basis as for other similarly situated employees) for the twelve month period following termination.

The SVP Change of Control Agreements further provide that all unvested stock options, restricted stock units or stock appreciation rights held by the senior vice president shall become immediately exercisable following the senior vice president s termination date, and any options (or other similar awards) shall remain exercisable for the shorter of the remaining term of the award or a period of one year following the executive s termination.

If the senior vice president is entitled to a payment or benefit under an SVP Change of Control Agreement that is subject to the Section 280G excise tax, then a calculation will be completed to determine which of the following yields the highest net after-tax amount: (i) the amount of any payments, benefits or other compensation (collectively the SVP Company Payments) provided by the SVP Change of Control Agreements or (ii) one dollar less than the amount of the SVP Company Payments that would subject the executive to the excise tax imposed by Section 280G.

The initial term of each SVP Change of Control Agreement extends until December 31, 2011; provided, that, commencing on January 1, 2011 and each January 1st thereafter, the term of each SVP Change of Control Agreement will automatically be extended for an additional year unless, not later than thirty (30) days prior to each January 1, we provide notice that we do not wish to extend the SVP Change of Control Agreement. Each SVP Change of Control Agreement will continue in effect for a period of two years beyond the term provided therein if a change of control occurs during such term.

Messrs. Casey and Harding are each party to an SVP Change of Control Agreement with the Company. In connection with the acquisition of Gen-Probe, we entered into a Change of Control Agreement with Mr. Hull effective August 1, 2012. The terms of Mr. Hull s Change of Control Agreement are consistent with the terms of the SVP Change of Control Agreement described above.

The amount of the estimated payments and benefits payable to each of our named executive officers, assuming a change of control of Company as of the last day of fiscal 2012, is shown in the table on page 41 under the heading Potential Payments Upon Change of Control.

Severance Agreements

In October 2007 and May 2006, we entered into severance agreements with each of Messrs. Cascella and Muir, respectively. These severance agreements provide that if the executive is terminated by us without cause or resigns for good reason, then he is entitled to receive certain benefits, including (i) a lump sum cash payment equal to the executive s accrued compensation through the termination date, which includes base salary, reimbursement for reasonable and necessary business expenses and vacation pay, (ii) a pro- rated bonus for the year in which the executive was terminated, (iii) a one-year continuation of the executive s previous year s salary and payment of an amount equal to the executive s previous year s bonus divided by the number of payroll periods during such one-year severance period and (iv) a one-year continuation of the executive s medical and dental benefits. In the event any payments and benefits provided under the agreement are subject to excise taxes under Section 280G of the Code, then the payment shall be reduced so that no payment to be made or benefit to be provided to the executive shall be subject to the excise tax.

The severance pay and benefits provided under these severance agreements are in lieu of any other severance or termination pay to which the executive may be entitled under any of our other severance or termination plans, programs or arrangements. In the event that the executive remains a party to a change of control agreement with us and such agreement results in the payment of benefits to the executive as the result of a change of control, then he will not receive any compensation under his severance agreement.

Beyond our agreements with Messrs. Muir and Cascella, our Retention and Severance Agreement with Mr. Hull, as described below, contains severance benefits.

Retention and Severance Agreement with Mr. Hull

In connection with the acquisition of Gen-Probe, we entered into a Retention and Severance Agreement (Retention Agreement), dated July 10, 2012, with Mr. Hull, the then president and chief executive officer of Gen-Probe. The Retention Agreement became effective upon the consummation of the Gen-Probe acquisition on August 1, 2012.

The Retention Agreement provided that, upon the consummation of the Gen-Probe acquisition (the Effective Date), Mr. Hull would become Senior Vice President and General Manager of our Diagnostics line of business, and an executive officer, reporting to our President and Chief Executive Officer. Upon the effective date of the Retention Agreement, and in connection with the Gen-Probe acquisition, Mr. Hull s employment agreement, as amended and restated, with Gen-Probe was terminated and Mr. Hull relinquished all rights under that agreement. If Mr. Hull s employment agreement with Gen-Probe was not terminated, then pursuant to its terms and the terms of the Gen-Probe acquisition, upon the closing of the Gen-Probe acquisition, Mr. Hull s employment as president and chief executive officer would have been terminated and Mr. Hull would have become entitled to receive as a matter of right: (i) an amount equal to three times his current annual base salary of $780,000 (or $2,340,000); (ii) an additional amount equal to three times the highest annual bonus paid to Mr. Hull during the three-year period prior to termination, which was $690,000 (or $2,070,000); and (iii) an additional amount equal to the highest annual bonus paid to Mr. Hull during the three-year period prior to termination, pro-rated to the date of termination (or $402,500). Mr. Hull would also have been entitled under his Gen-Probe employment agreement to receive, at Gen-Probe s expense, the continuation of health care coverage for up to one year and life insurance for two years. Mr. Hull relinquished all rights to the foregoing benefits under his Gen-Probe employment agreement upon the Effective Date.

Under the Retention Agreement, Mr. Hull will receive an annual salary of $750,000 and be eligible to participate in our annual Short-Term Incentive Plan, with a 2012 bonus target amount of 60% of his base salary, subject to the terms and conditions of such plan, pro-rated for the number of days he will have been employed by us during fiscal 2012.

The Retention Agreement further provides that Mr. Hull will be paid a retention bonus of $3.2 million if he remains continuously employed by us through November 1, 2013 (the Retention Date), subject to earlier payment in certain circumstances. In addition, we issued Mr. Hull restricted stock units with a value of $2.5 million on the Effective Date based upon the then trading price of our Common Stock. These restricted stock units vest on the Retention Date unless previously accelerated.

Either Mr. Hull or Hologic may terminate Mr. Hull s employment at any time, subject to the terms of the Retention Agreement. If Mr. Hull s employment is terminated by us prior to November 1, 2013 for cause (as defined in the Retention Agreement) or as a result of Mr. Hull s disability or death, then we will pay Mr. Hull his then-accrued compensation only. If Mr. Hull s employment is terminated by us on or prior to November 1, 2013 without cause or is terminated by Mr. Hull for good reason (as defined in the Retention Agreement), then we will pay Mr. Hull all accrued compensation, the Retention Bonus (as defined in the Retention Agreement), a lump sum cash amount equal to two times Mr. Hull s base salary and target annual bonus, and all restricted stock units granted pursuant to the Retention Agreement will immediately vest. If Mr. Hull terminates his employment with us prior to November 1, 2013 without good reason, then we will pay Mr. Hull, in addition to all accrued compensation, a lump sum cash amount equal to two times Mr. Hull s base salary and target annual bonus.

If Mr. Hull s employment is terminated after November 1, 2013 by us without cause or by Mr. Hull for any reason, then we will pay Mr. Hull any unpaid accrued compensation (including the Retention Bonus) and a lump sum cash amount equal to two times Mr. Hull s base salary and target annual bonus. If Mr. Hull s employment is terminated after November 1, 2013 by us for cause or as a result of Mr. Hull s disability or death, then we will pay Mr. Hull any unpaid accrued compensation (including the Retention Bonus) and a lump sum cash amount equal to two times Mr. Hull s base salary and target annual bonus.

In the event that any payment or benefits to Mr. Hull under the Retention Agreement would be subject to the excise tax imposed upon certain change of control payments under federal tax laws, Mr. Hull will receive the greater of: (i) the amount of any payments, benefits or other compensation that would otherwise have been due under the Retention Agreement or (ii) one dollar less than the amount of such payments, benefits, and other compensation that would subject Mr. Hull to the excise tax.

Tax and Accounting Considerations

The Committee considers tax and accounting implications in determining all elements of our compensation plans, programs and arrangements. Section 162(m) of the Code generally denies a deduction to any publicly held corporation for compensation paid in a taxable year to its named executive officers (other than the Chief Financial Officer) exceeding $1 million, unless such compensation qualifies as performance-based compensation under that Section. Base salaries, time vested restricted stock, time vested retention and transition payments, and discretionary or subjectively determined bonus awards generally do not qualify as performance-based compensation. In March 2008, our stockholders approved our 2008 Equity Incentive Plan that permits us to satisfy the performance-based requirements under Section 162(m). We have structured certain of the awards under our short-term incentive plans, those relating to the achievement of targets based on our consolidated revenue and adjusted earnings per share, generally to qualify as performance-based compensation under our 2008 Equity Incentive Plan and Section 162(m). However, to the extent that we adopt a plan, or otherwise make adjustments to such benefits more than 90 days after the commencement of a fiscal year, such payments in excess of the Section 162(m) threshold will not qualify.

COMPENSATION COMMITTEE REPORT

We, the Compensation Committee of the Board of Directors of Hologic, Inc. (the Company), have reviewed and discussed the Compensation Discussion and Analysis set forth above with management of the Company, and based on such review and discussion, the Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this report.

Compensation Committee:

Sally W. Crawford

David R. LaVance, Jr.

Nancy L. Leaming

Elaine S. Ullian

Wayne Wilson

COMPENSATION AND OTHER INFORMATION CONCERNING OFFICERS AND DIRECTORS

Executive Compensation Summary

The following table presents information regarding compensation of each of the named executive officers for services rendered during 2012, 2011 and 2010. A description of our compensation policies and practices as well as a description of the components of compensation payable to our named executive officers is included above under Compensation Disclosure and Analysis.

SUMMARY COMPENSATION TABLE

Name and Principal Position (1)	Year	Salary ($)	Bonus ($) (2)	Stock Awards ($) (3)	Option Awards ($) (4)	Non-Equity Incentive Plan Compensation ($) (5)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($) (6)	Total ($)
Robert A. Cascella	2012	899,727		877,332	2,589,602	763,560		256,883	5,387,104
President and Chief	2011	885,403		749,987	2,246,615	902,187		1,254,107(7)	6,038,299
Executive Officer	2010	845,462		1,212,498	3,634,963	325,080		300,944	6,318,947
Glenn P. Muir	2012	574,837		257,221	759,244	394,910		163,409	2,149,621
Executive Vice President, Finance and	2011	566,246		293,745	879,921	467,079		165,761	2,372,752
Administration and Chief Financial Officer	2010	544,615		662,492	1,986,115	168,300		211,708	3,573,230
Mark J. Casey	2012	404,346	1,200	193,737	276,714	243,800		105,049	1,224,846
Senior Vice President, General Counsel and Secretary	2011	350,000	85,000	87,498	262,101	169,500		101,035	1,055,134
David P. Harding	2012	384,808	49,991	94,986	280,404	180,009		160,892(8)	1,151,090
Senior Vice President	2011	375,000	45,000	92,493	277,083	196,125		135,367	1,121,068
	2010	366,692	7,000	549,916	356,781	108,000		130,082	1,518,471
and General Manager, International									
Carl W. Hull	2012	109,615		2,499,994		55,282		75,264(9)	2,740,155
Senior Vice President and General Manager, Diagnostics									

(1) Reflects position as of September 29, 2012. Mr. Casey was not a named executive officer in 2010. Mr. Hull became an employee on August 1, 2012 in connection with our acquisition of Gen-Probe.

(2) Represents discretionary bonuses allocated under our discretionary bonus pool.

(3) The amount included in the Stock Awards column represents the grant date fair value of restricted stock units, or RSUs, granted during the respective fiscal year. These RSUs vest over time and the values have been determined under U.S. generally accepted accounting principles, which are the values used for purposes of our consolidated financial statements. The fair value of RSUs is calculated using the closing price of our Common Stock on the grant date.

(4) The amount included in the Options Awards column represents the grant date fair value of all stock options granted during the respective fiscal year. These stock options vest over time and have a seven-year term. The values have been determined under U.S. generally accepted accounting principles, which are the values used for purposes of our consolidated financial statements. For stock option valuations, we use a binomial lattice model to determine the grant date fair value. The valuation model requires the use of certain underlying assumptions, which are based on management s best estimates. The key assumptions used in the valuation of stock options

include: expected stock price volatility, expected life of the stock option, the risk-free interest rate and dividend yield. For a detailed description of the assumptions used to calculate the grant date fair value, see Note 9 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended September 29, 2012.

(5) Represents performance-based cash payments under our short-term incentive plans.

(6) All other compensation includes contributions made by us under our Nonqualified Deferred Compensation Plan (as detailed under Nonqualified Deferred Compensation below), matching contributions made by us to our 401(k) Savings and Investment Plan, automobile allowance, financial planning, and the portion of health care insurance premiums paid by the Company.
(7) Includes a retention payment of $1.0 million that became payable as a result of the executive remaining employed by us until October 22, 2010 pursuant to the terms of a Retention and Severance Agreement executed in October 2007.
(8) Includes international family travel accommodations in the amount of $50,121.
(9) Includes reimbursement of attorney s fees paid by Mr. Hull in connection with the execution of his Retention and Severance Agreement in the amount of $69,868.

GRANTS OF PLAN-BASED AWARDS

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options	Exercise Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($) (1)
Name	**Grant Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**				
Robert A. Cascella		0	945,000	1,890,000				
	11/9/2011				51,336			877,332
	11/9/2011					402,112	17.09	2,589,602
Glenn P. Muir		0	488,750	977,500				
	11/9/2011				15,051			257,221
	11/9/2011					117,895	17.09	759,244
Mark J. Casey		0	255,000	510,000				
	11/9/2011				5,485			93,738
	11/9/2011					42,968	17.09	276,714
	8/6/2012				5,089			99,999
David P. Harding		0	192,500	385,000				
	11/9/2011				5,558			94,986
	11/9/2011					43,541	17.09	280,404
Carl W. Hull		0	72,776(2)	145,552(2)				
	8/1/2012				133,333			2,499,994

(1) This column shows the full grant date fair value of RSUs and stock options under U.S. generally accepted accounting principles granted to our named executive officers. For RSUs, fair value is calculated using the closing price of our Common Stock on the grant date. The assumptions used to calculate the fair value of stock options are set forth in Note 9 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended September 29, 2012.
(2) Calculated on a pro-rata basis for the time period employed by Hologic.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

	Option Awards				Stock Awards	
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($) (1)**
Robert A. Cascella	87,500		1.92	2/17/2013		
	120,000		3.56	11/06/2013		
	144,000	36,000(2)	33.31	1/16/2015		
	168,600	112,400(4)	14.50	11/13/2015		
	246,020	369,033(5)	15.75	11/11/2016		
	73,418	293,676(7)	16.82	11/10/2017		
		402,112(8)	17.09	11/09/2018		
					22,750(9)	460,005
					38,492(10)	778,308
					33,442(12)	676,197
					51,336(13)	1,038,014
Glenn P. Muir	280,000		3.56	11/6/2013		
	60,000		11.73	9/15/2015		
	112,000	28,000(2)	33.31	1/16/2015		
	117,600	78,400(4)	14.50	11/13/2015		
	134,424	201,636(5)	15.75	11/11/2016		
	28,755	115,023(7)	16.82	11/10/2017		
		117,895(8)	17.09	11/09/2018		
					15,750(9)	318,465
					21,031(10)	425,247
					13,098(12)	264,842
					15,051(13)	304,331
Mark J. Casey	23,064		18.30	1/26/2013		
	8,208		13.89	5/25/2014		
	10,878	3,628(3)	14.87	1/16/2015		
	24,000	16,000(4)	14.50	11/13/2015		
	16,486	24,729(5)	15.75	11/11/2016		