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HOLOGIC INC
Form 10-K405/A
December 18, 2001

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

FORM 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: SEPTEMBER 29, 2001

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 0-18281

Hologic, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

04-2902449

(State or Other Jurisdiction of
Incorporation or Organization)

(IRS Employer
Identification No.)

35 Crosby Drive, Bedford, Massachusetts 01730

(Address of Principal Executive Offices, Including Zip Code)

(781) 999-7300

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$.01
par value
Rights to Purchase
Common Stock

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this

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10-K. X

The aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant as of December 7, 2001 was \$166,348,970 based on the price of the last reported sale on the Nasdaq National Market System on that date.

As of December 7, 2001 there were 15,842,759 shares of the registrant's Common Stock, \$.01 par value, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Proxy Statement for the registrant's annual meeting of stockholders to be filed within 120 days of the end of its fiscal year ended September 29, 2001 (Part III: Items 10, 11, 12 and 13).

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K.

(a) The following documents are filed as part of this report:

- (1) Financial Statements
Report of Independent Public Accountants

Consolidated Balance Sheets as of September 30, 2000
and September 29, 2001

Consolidated Statements of Operations for the years
ended September 25, 1999, September 30, 2000 and September 29, 2001

Consolidated Statements of Stockholders' Equity for the years ended
September 25, 1999, September 30, 2000 and September 29, 2001

Consolidated Statements of Cash Flows for the years ended September
25, 1999, September 30, 2000 and September 29, 2001

Notes to Consolidated Financial Statements

- (2) Financial Statement Schedules

The following financial statement schedules are filed as part of this report and should be read in conjunction with the consolidated financial statements:

SCHEDULE

Report of Independent Public Accountants on Schedule II,
Valuation and Qualifying Accounts

All other schedules have been omitted because they are not required or because the required information is given in the Consolidated Financial Statements or Notes thereto.

- (3) Listing of Exhibits

Exhibit
Number

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- 2.01 Securities Purchase Agreement dated April 28, 1999, as amended on June 3, 1999, by and among Hologic, Sterling Diagnostic Imaging, Inc., and SDI Investments, L.L.C.
- 2.02 Contract of Sale dated April 28, 1999, as amended on June 3, 1999, by and between Hologic and Glasgow Land Company, L.L.C.
- 2.03 Asset Purchase and Sale Agreement Among Trex Medical Systems Corporation, Trex Medical Corporation, ThermoTrex Corporation and Thermo Electron Corporation and Hologic, Inc. dated August 13, 1999
- 3.01 Certificate of Incorporation of Hologic
- 3.02 Amendment to Certificate of Incorporation of Hologic
- 3.03 By-laws of Hologic
- 4.01 Specimen certificate for shares of Hologic's Common Stock

Exhibit
Number

-
- 4.02 Description of capital stock (contained in the Certificate of Incorporation of Hologic, as filed as Exhibits 3.01 and 3.02).
- 4.03 Rights Agreement dated December 22, 1992
- 4.04 Form of Rights Certificate
- 4.05 Amendment No. 1 to Rights Agreement, dated as of December 13, 1995
- 4.06 Amendment No. 2 to Rights Agreement, dated as of December 9, 1996
- 4.07 Amendment No. 3 to Rights Agreement, dated as of April 25, 1999
- 10.01 1986 Combination Stock Option Plan, as amended
- 10.02 Amended and Restated 1990 Non-Employee Director Stock Option Plan
- 10.03 1995 Combination Stock Option Plan
- 10.04 Amended and Restated 1999 Equity Incentive Plan
- 10.05 2000 Acquisition Equity Incentive Plan
- 10.06 Form of Indemnification Agreement for directors and certain officers of Hologic
- 10.07 Employment Agreement with an officer of Hologic
- 10.08 Severance Agreement with an officer of Hologic
- 10.09 Severance Agreement with an officer of Hologic
- 10.10 Severance Agreement with an officer of Hologic
- 10.11 Severance Agreement with an officer of Hologic
- 10.12 Employment Letter to an officer of Hologic
- 10.13 Promissory Note to an officer of Hologic
- 10.14 Form of Officer Separation Agreement including list of officers to whom provided
- 10.15 License Agreement by and between Hologic and Vivid Technologies, Inc.
- 10.16 Amendment No. 1 to the License Agreement by and between Hologic and Vivid Technologies, Inc.
- 10.17 Termination Agreement to the License Agreement by and between Hologic and Vivid Technologies, Inc.
- 10.18 Secured Promissory Note
- 10.19 Mortgage, Security Agreement and assignment of Leases and Rents (Danbury)
- 10.20 Mortgage, Security Agreement and assignment of Leases and Rents (Bedford)
- 10.21 Guaranty
- 10.22 Supply Agreement
- 10.23 Facility Lease (Littleton)
- 10.24 Facility Lease (Danbury)
- 10.25 Loan and Security Agreement
- 10.26 Parent Pledge Agreement
- 10.27 Guaranty and Security Agreement
- 10.28 Mortgage and Security Agreement
- 10.29 First Amendment to the Loan and Security Agreement
- 21.01 Subsidiaries of the Company
- 23.01 Consent of Arthur Andersen LLP

* Management compensation plan or arrangement

A We previously filed this exhibit on January 24, 1990 with the referenced

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- exhibit number as an exhibit to our Registration Statement on Form S-1 (Registration No. 33-33128), and the previously filed exhibit is incorporated herein by reference.
- B We previously filed this exhibit on January 31, 1990 with the referenced exhibit number as an exhibit to our Registration Statement on Form 8-A, and the previously filed exhibit is incorporated herein by reference.
- C We previously filed this exhibit on January 29, 1993 with the referenced exhibit number as an exhibit to our Registration Statement on Form 8-A, and the previously filed exhibit is incorporated herein by reference.
- D We previously filed this exhibit on December 22, 1993 with the referenced exhibit number as an exhibit to our 1993 Annual Report on Form 10-K (SEC File No. 000-18281) for the fiscal year ended September 25, 1993, and the previously filed exhibit is incorporated herein by reference.
- E We previously filed this exhibit on December 22, 1994 with the referenced exhibit number as an exhibit to our 1994 Annual Report on Form 10-K (SEC File No. 000-18281) for the fiscal year ended September 24, 1994, and the previously filed exhibit is incorporated herein by reference.
- F We previously filed this exhibit on December 26, 1995, with the referenced exhibit number as an exhibit to our 1995 Annual Report on Form 10-K (SEC File No. 000-18281) for the fiscal year ended September 30, 1995, and the previously filed exhibit is incorporated herein by reference.
- G We previously filed this exhibit on May 14, 1996, with the referenced exhibit number as an exhibit to our 1996 Second Quarter Report on Form 10-Q (SEC File No. 000-18281) for the quarter ended March 30, 1996, and the previously filed exhibit is incorporated herein by reference.
- H We previously filed this exhibit on December 27, 1996 with the referenced exhibit number as an exhibit to our 1996 Annual Report on Form 10-K (SEC File No. 000-18281) for the fiscal year ended September 28, 1996, and the previously filed exhibit is incorporated herein by reference.
- I We previously filed this exhibit on January 17, 1997 with the referenced exhibit number as an exhibit to our Registration Statement on Form 8-A/A, and the previously filed exhibit is incorporated herein by reference.
- J We previously filed this exhibit on August 7, 1998 with the referenced exhibit number as an exhibit to our 1998 Third Quarter Report on Form 10-Q (SEC File No. 000-18281) for the quarter ended June 27, 1998, and the previously filed exhibit is incorporated herein by reference.
- K We previously filed this exhibit on December 23, 1998 with the referenced exhibit number as an exhibit to our 1998 Annual Report on Form 10-K (SEC File No. 000-18281) for the fiscal year ended September 26, 1998, and the previously filed exhibit is incorporated herein by reference.
- L We previously filed this exhibit on May 11, 1999 with the referenced exhibit number as an exhibit to our 1999 Second Quarter Report on Form 10-Q (SEC File No. 000-18281) for the quarter ended March 27, 1999, and the previously filed exhibit is incorporated herein by reference.
- M We previously filed this exhibit on May 20, 1999 with the referenced exhibit number as an exhibit to our Registration Statement on Form 8-A/A, and the previously filed exhibit is incorporated herein by reference.
- N We previously filed this exhibit on June 18, 1999 with the referenced

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exhibit number as an exhibit to our Current Report on Form 8-K (SEC File No. 000-18281) dated as of June 3, 1999, and the previously filed exhibit is incorporated herein by reference.

O We previously filed this exhibit on October 1, 1999 with the referenced exhibit number as an exhibit to our Current Report on Form 8-K (SEC File No. 000-18281) dated as of September 29, 1999, and the previously filed exhibit is incorporated herein by reference.

P We previously filed this exhibit on October 2, 2000 with the referenced exhibit number as an exhibit to our Current Report on Form 8-K (SEC File No. 000-18281) dated as of September 15, 2000, and the previously filed exhibit is incorporated herein by reference.

Q We previously filed this exhibit on December 23, 1999 with the referenced exhibit number as an exhibit to our Annual Report on Form 10-K (SEC File No. 000-18281) for the fiscal year ended September 25, 1999, and the previously filed exhibit is incorporated by reference.

R Trex Medical Corporation previously filed this exhibit with the referenced exhibit number as an exhibit to its Registration Statement on Form S-1 (Reg. No. 333-2926), and the previously filed exhibit is incorporated by reference.

S We previously filed this exhibit on December 22, 2000 with the referenced exhibit number as an exhibit to our Annual Report on Form 10-K (SEC File No. 000-18281) for the fiscal year ended September 30, 2000, and the previously filed exhibit is incorporated by reference.

T We previously filed this exhibit on December 12, 2001 with the referenced exhibit number as an exhibit to our Annual Report on Form 10-K (SEC File No. 000-18281) for the fiscal year ended September 29, 2001, and the previously filed exhibit is incorporated by reference.

(b) Reports on Form 8-K.

The following Current Report on Form 8-K was filed by the registrant during the last quarter of the period covered by this report:

Current Report on Form 8-K filed on August 2, 2001 regarding management changes.

(d) Financial Statement Schedules:

The financial statement schedules required are included as part of Item (2) above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Hologic, Inc.

Dated: December 18, 2001

By: /s/ Glenn P. Muir

Glenn P. Muir, Executive Vice
President and Chief Financial Officer