Edgar Filing: HOLOGIC INC - Form 3

HOLOGIC INC

Form 3

November 20, 2013

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

ICAHN CARL C

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

11/18/2013

HOLOGIC INC [HOLX]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O ICAHN ASSOCIATES HOLDINGS LLC, Â 767 FIFTH

AVE., SUITE 4700

1. Title of Security

(Instr. 4)

(Street)

__X__ 10% Owner Director

(Check all applicable)

Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10153

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Officer

Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

please see all footnotes (1) (2) (3) (4)Common Stock, par value \$0.01 ("Shares") 3,525,000 Ι (5) (6) (7) (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security 2. Date Exercisable and (Instr. 4)

Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security**

Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial

Ownership

Edgar Filing: HOLOGIC INC - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Call Option ("right to purchase")	10/29/2013	10/28/2015	Shares	24,506,381	\$ 14.5	I	please see all footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Put Option ("obligation to purchase")	10/29/2013	10/28/2015	please see footnote (8)	24,506,381	\$ 14.5	I	please see all footnotes (1) (2) (3) (4) (5) (6) (7) (8)

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

ICAHN CARL C C/O ICAHN ASSOCIATES HOLDINGS LLC 767 FIFTH AVE., SUITE 4700 NEW YORK, NYÂ 10153

Â X Â Â

Signatures

CARL C. 11/20/2013

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- High River Limited Partnership ("High River") directly beneficially owns 705,000 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 1,086,310 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 1,147,315 Shares, Icahn Partners Master Fund II LP ("Icahn Master III") directly beneficially owns 407,118 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 179,257 Shares.
- Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River.

 Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.
- Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

Reporting Owners 2

Edgar Filing: HOLOGIC INC - Form 3

- Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- High River directly beneficially owns 4,901,275 call options (the "Call Options"), Icahn Partners directly beneficially owns 7,541,620
 (6) Call Options, Icahn Master directly beneficially owns 7,966,561 Call Options, Icahn Master III directly beneficially owns 2,844,822 Call Options, and Icahn Master III directly beneficially owns 1,252,103 Call Options.
- High River directly wrote 4,901,275 European-style put options (the "Put Options"), Icahn Partners directly wrote 7,541,620 Put Options,
 Icahn Master directly wrote 7,966,561 Put Options, Icahn Master II directly wrote 2,844,822 Put Options, and Icahn Master III directly wrote 1,252,103 Put Options.
- The Call Options reference an aggregate of 24,506,381 Shares, have an exercise price of \$14.50, expire on October 28, 2015, and provide (8) for physical settlement. The Put Options reference an aggregate of 24,506,381 Shares, have an exercise price of \$14.50, expire on October 28, 2015, and provide that they settle in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.