

GEN PROBE INC  
Form 10-Q/A  
April 14, 2010

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q/A  
Amendment No. 1**

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2009**

**OR**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Commission File Number 000-49834  
GEN-PROBE INCORPORATED  
(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**33-0044608**  
(I.R.S. Employer  
Identification Number)

**10210 Genetic Center Drive  
San Diego, CA**  
(Address of Principal Executive  
Offices)

**92121**  
(Zip Code)

**(858) 410-8000**  
(Registrant's Telephone Number, Including Area Code)

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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller Reporting  
Company

(Do not check if a smaller  
reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

As of October 30, 2009, there were 49,086,544 shares of the registrant's common stock, par value \$0.0001 per share, outstanding.

**EXPLANATORY NOTE**

Gen-Probe Incorporated ( Gen-Probe or the Company ) is filing this amendment to its quarterly report on Form 10-Q (the Form 10-Q ), originally filed with the Securities and Exchange Commission (the SEC ) on November 5, 2009, as an exhibit-only filing solely for the purpose of amending Exhibit 10.103 filed with the Form 10-Q to reflect changes made to portions of Exhibit 10.103, for which confidential treatment has been requested. No other information included in the Form 10-Q is amended by this Form 10-Q/A. The Company has also included Exhibits 31.3 and 31.4 as required by the filing of this amendment to the Form 10-Q.

Except as described above, this amendment does not reflect events occurring after the filing of the original Form 10-Q and no revisions are being made pursuant to this amendment to the Company s financial statements or any other disclosure contained in the Form 10-Q.

**TABLE OF CONTENTS**

PART II

Item 6. Exhibits

SIGNATURES

EX-10.103

EX-31.3

EX-31.4

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**Table of Contents**

**PART II**

**Item 6. Exhibits**

**Exhibit**

| <b>Number</b> | <b>Description</b>                                                                                                                                                                      |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1(1)        | Recommended Cash Offer for Tepnel Life Sciences plc.                                                                                                                                    |
| 2.2(2)        | Implementation Agreement dated as of January 30, 2009 by and between Gen-Probe Incorporated and Tepnel Life Sciences plc.                                                               |
| 3.1(3)        | Form of Amended and Restated Certificate of Incorporation of Gen-Probe Incorporated.                                                                                                    |
| 3.2(4)        | Certificate of Amendment of Amended and Restated Certificate of Incorporation of Gen-Probe Incorporated.                                                                                |
| 3.3(5)        | Amended and Restated Bylaws of Gen-Probe Incorporated.                                                                                                                                  |
| 3.4(6)        | Certificate of Elimination of Series A Junior Participating Preferred Stock of Gen-Probe Incorporated.                                                                                  |
| 4.1(3)        | Specimen common stock certificate.                                                                                                                                                      |
| 10.103 *      | Restated Agreement dated as of July 24, 2009 by and between Gen-Probe Incorporated and Novartis Vaccines and Diagnostics, Inc.                                                          |
| 10.104**      | Nonexclusive License Agreement Under Vysis Collins Patents effective as of June 22, 1999 by and between Gen-Probe Incorporated and Vysis, Inc.                                          |
| 10.105**      | Development, License and Supply Agreement entered into as of October 16, 2000 by and between Gen-Probe Incorporated and KMC Systems, Inc.                                               |
| 31.1**        | Certification dated November 5, 2009, of Principal Executive Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2**        | Certification dated November 5, 2009, of Principal Financial Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.3          | Certification dated April 14, 2010, of Principal Executive Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 31.4          | Certification dated April 14, 2010, of Principal Financial Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32.1**        | Certification dated November 5, 2009, of Principal Executive Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2**        | Certification dated November 5, 2009, of Principal Financial Officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

Filed herewith.

- \* Gen-Probe has requested confidential treatment with respect to certain portions of this exhibit.
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**Table of Contents**

- \*\* Filed with the SEC as part of the original Form 10-Q on November 5, 2009.
  
- (1) Incorporated by reference to Gen-Probe's Current Report on Form 8-K filed with the SEC on January 30, 2009.
  
- (2) Incorporated by reference to Gen-Probe's Current Report on Form 8-K filed with the SEC on February 5, 2009.
  
- (3) Incorporated by reference to Gen-Probe's Amendment No. 2 to Registration Statement on Form 10 filed with the SEC on August 14, 2002.
  
- (4) Incorporated by reference to Gen-Probe's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004 filed with

the SEC on  
August 9, 2004.

(5) Incorporated by  
reference to  
Gen-Probe's  
Current Report  
on Form 8-K  
filed with the  
SEC on  
February 18,  
2009.

(6) Incorporated by  
reference to  
Gen-Probe's  
Annual Report  
on Form 10-K  
for the year  
ended  
December 31,  
2006 filed with  
the SEC on  
February 23,  
2007.

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**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GEN-PROBE INCORPORATED

DATE: April 14, 2010

By: /s/ Carl W. Hull  
Carl W. Hull  
President, Chief Executive Officer and  
Director (Principal Executive Officer)

DATE: April 14, 2010

By: /s/ Herm Rosenman  
Herm Rosenman  
Senior Vice President Finance and  
Chief  
Financial Officer (Principal Financial  
Officer and Principal Accounting  
Officer)