

ALERE INC.
Form SC 13G/A
January 28, 2014

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

SCHEDULE 13G*

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED**

PURSUANT TO RULE 13d-2

(Amendment No. 1)*

Under the Securities Exchange Act of 1934

Alere, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

01449J105

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 01449J105

1	Name of Reporting Persons EdgePoint Investment Group Inc.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input type="radio"/>	
	(b) <input type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization Ontario	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0
	6	Shared Voting Power 7,319,009
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 7,319,009
9	Aggregate Amount Beneficially Owned by Each Reporting Person 7,319,009	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>	
11	Percent of Class Represented by Amount in Row (9) 8.9%(1)	
12	Type of Reporting Person (See Instructions) FI	

(1) The calculation of percentage of beneficial ownership in this filing was derived from the Issuer's Form 10-Q for the quarterly period ended September 30, 2013 filed with the Securities and Exchange Commission in which the Issuer stated that the number of shares of its common stock outstanding at September 30, 2013 was 81,881,428 shares. This percentage is rounded off to the nearest tenth. Similarly, the percentage reflecting the aggregate amount beneficially owned by each reporting person in this Schedule 13G is also rounded off to the nearest tenth.

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1	Name of Reporting Persons Cymbria Corporation		
2	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	<input type="radio"/>	
	(b)	<input type="radio"/>	
3	SEC Use Only		
4	Citizenship or Place of Organization Ontario		
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power	0
	6	Shared Voting Power	716,339
	7	Sole Dispositive Power	0
	8	Shared Dispositive Power	716,339
9	Aggregate Amount Beneficially Owned by Each Reporting Person 716,339		
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	<input type="radio"/>	
11	Percent of Class Represented by Amount in Row (9) 0.9%		
12	Type of Reporting Person (See Instructions) FI		

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CUSIP No. 01449J105

1	Name of Reporting Persons EdgePoint Canadian Growth & Income Portfolio	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization Ontario	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0
	6	Shared Voting Power 406,133
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 406,133
9	Aggregate Amount Beneficially Owned by Each Reporting Person 406,133	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>	
11	Percent of Class Represented by Amount in Row (9) 0.5%	
12	Type of Reporting Person (See Instructions) FI	

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CUSIP No. 01449J105

1	Name of Reporting Persons EdgePoint Canadian Portfolio		
2	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	<input type="radio"/>	
	(b)	<input type="radio"/>	
3	SEC Use Only		
4	Citizenship or Place of Organization Ontario		
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0	
	6	Shared Voting Power 396,195	
	7	Sole Dispositive Power 0	
	8	Shared Dispositive Power 396,195	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 396,195		
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	<input type="radio"/>	
11	Percent of Class Represented by Amount in Row (9) 0.5%		
12	Type of Reporting Person (See Instructions) FI		

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1	Name of Reporting Persons EdgePoint Global Growth & Income Portfolio	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization Ontario	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0
	6	Shared Voting Power 950,299
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 950,299
9	Aggregate Amount Beneficially Owned by Each Reporting Person 950,299	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>	
11	Percent of Class Represented by Amount in Row (9) 1.2%	
12	Type of Reporting Person (See Instructions) FI	

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CUSIP No. 01449J105

1	Name of Reporting Persons EdgePoint Global Portfolio		
2	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	<input type="radio"/>	
	(b)	<input type="radio"/>	
3	SEC Use Only		
4	Citizenship or Place of Organization Ontario		
	5	Sole Voting Power	0
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power	2,897,111
	7	Sole Dispositive Power	0
	8	Shared Dispositive Power	2,897,111
	9	Aggregate Amount Beneficially Owned by Each Reporting Person	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	<input type="radio"/>	
11	Percent of Class Represented by Amount in Row (9)		3.5%
12	Type of Reporting Person (See Instructions)		FI

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CUSIP No. 01449J105

1	Name of Reporting Persons St. James s Place Global Equity Unit Trust	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization United Kingdom	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0
	6	Shared Voting Power 1,952,932
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 1,952,932
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,952,932	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>	
11	Percent of Class Represented by Amount in Row (9) 2.4%	
12	Type of Reporting Person (See Instructions) FI	

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CUSIP No. 01449J105

Item 1.

- (a) Name of Issuer:
Alere, Inc.
- (b) Address of Issuer's Principal Executive Offices:
51 Sawyer Road, Suite 200, Waltham, Massachusetts 02453

Item 2.

- (a) Name of Person Filing:
The persons filing this Schedule 13G are (i) EdgePoint Investment Group Inc. (EIG), an advisor/portfolio manager (investment fund manager) registered with the Ontario Securities Commission; (ii) Cymbria Corporation (Cymbria), a closed end fund corporation; (iii) EdgePoint Canadian Growth & Income Portfolio (EPC G&I), a mutual fund trust; (iv) EdgePoint Canadian Portfolio (EPC), a mutual fund trust; (v) EdgePoint Global Growth & Income Portfolio (EPG G&I), a mutual fund trust; (vi) EdgePoint Global Portfolio (EPG), a mutual fund trust; and (vii) St James's Place Global Equity Unit Trust (SJPGEUT) and together with Cymbria, EPC G&I, EPC, EPG G&I and EPG, the Funds), a unit trust collective investment scheme. EIG is the advisor/portfolio manager to each of the Funds. EIG and each of the Funds are party to an investment management agreement pursuant to which all voting and dispositive power over securities held by each Fund is delegated to EIG. The investment management agreement can be terminated by any party on 60 days' prior notice with the exception of SJPGEUT where 90 days' prior notice is required by EIG and no notice by SJPGEUT. Attached as Exhibit 1 hereto, which is incorporated by reference herein, is an agreement between EIG and the Funds that this Schedule 13G is filed on behalf of each of them.
- (b) Address of Principal Business Office or, if none, Residence:
150 Bloor Street West, Suite 500, Toronto, Ontario M5S 2X9, Canada
- (c) Citizenship:
EIG is a corporation organized under the laws of Ontario

Cymbria is a corporation organized under the laws of Ontario

EPC G&I is a mutual fund trust established under the laws of Ontario

EPC is a mutual fund trust established under the laws of Ontario

EPG G&I is a mutual fund trust established under the laws of Ontario

EPG is a mutual fund trust established under the laws of Ontario

- (d) SJPGEUT is a unit trust collective investment scheme established under the laws of the United Kingdom
Title of Class of Securities:
Common Stock

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(e) CUSIP Number:
01449J105

Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- | | | |
|-----|----------------------------------|---|
| (a) | <input type="radio"/> | Broker or dealer registered under section 15 of the Exchange Act; |
| (b) | <input type="radio"/> | Bank as defined in section 3(a)(6) of the Exchange Act; |
| (c) | <input type="radio"/> | Insurance company as defined in section 3(a)(19) of the Exchange Act; |
| (d) | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act; |
| (e) | <input type="radio"/> | An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E); |
| (f) | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F); |
| (g) | <input type="radio"/> | A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G); |
| (h) | <input type="radio"/> | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act; |
| (i) | <input type="radio"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act; |
| (j) | <input checked="" type="radio"/> | A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J); |
| (k) | <input type="radio"/> | Group, in accordance with Rule 13d-1(b)(1)(ii)(K) If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: |

EIG is comparable to an IA and each of the Funds is comparable to an IV.

CUSIP No. 01449J105

Item 4.
EIG

Ownership.

- (a) Amount beneficially owned:
7,319,009
- (b) Percent of class:
8.9%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
0
 - (ii) Shared power to vote or to direct the vote:
7,319,009
 - (iii) Sole power to dispose or to direct the disposition of:
0
 - (iv) Shared power to dispose or to direct the disposition of:
7,319,009

Cymbria

- (a) Amount beneficially owned:
716,339
- (b) Percent of class:
0.9%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
0
 - (ii) Shared power to vote or to direct the vote:
716,339
 - (iii) Sole power to dispose or to direct the disposition of:
0
 - (iv) Shared power to dispose or to direct the disposition of:
716,339

EPC G&I

- (a) Amount beneficially owned:
406,133
- (b) Percent of class:

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- 0.5%
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote
 - 0
 - (ii) Shared power to vote or to direct the vote:
 - 406,133
 - (iii) Sole power to dispose or to direct the disposition of:
 - 0
 - (iv) Shared power to dispose or to direct the disposition of:
 - 406,133

EPC

- (a) Amount beneficially owned:
- 396,195
- (b) Percent of class:
- 0.5%
- (c) Number of shares as to which the person has:

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- (i) Sole power to vote or to direct the vote
- 0
- (ii) Shared power to vote or to direct the vote:
- 396,195
- (iii) Sole power to dispose or to direct the disposition of:
- 0
- (iv) Shared power to dispose or to direct the disposition of:
- 396,195

EPG G&I

- (a) Amount beneficially owned:
- 950,299
- (b) Percent of class:
- 1.2%
- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote
- 0
- (ii) Shared power to vote or to direct the vote:
- 950,299
- (iii) Sole power to dispose or to direct the disposition of:
- 0
- (iv) Shared power to dispose or to direct the disposition of:
- 950,299

EPG

- (a) Amount beneficially owned:
- 2,897,111
- (b) Percent of class:
- 3.5%
- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote
- 0
- (ii) Shared power to vote or to direct the vote:
- 2,897,111

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(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

2,897,111

SJPGEUT

(a) Amount beneficially owned:

1,952,932

(b) Percent of class:

2.4%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote:

1,952,932

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

1,952,932

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Item 5.
Not Applicable

Ownership of Five Percent or Less of a Class

Item 6
Not Applicable

Ownership of More than Five Percent on Behalf of Another Person.

Item 7.
Not Applicable

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Item 8.
Not Applicable

Identification and Classification of Members of the Group

Item 9.
Not Applicable

Notice of Dissolution of Group

CUSIP No. 01449J105

Item 10.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below I also certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to investment advisers and investment companies is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 28, 2014
Date

/s/ Patrick Farmer
Patrick Farmer/Chief Compliance Officer

CUSIP No. 01449J105

Exhibit 1

AGREEMENT

AGREEMENT, dated as of January 28, 2014, by and among EdgePoint Investment Group Inc. (**EIG**), an Ontario corporation; Cymbria Corporation (**Cymbria**), an Ontario corporation; EdgePoint Canadian Growth & Income Portfolio (**EPC G&I**), an Ontario mutual fund trust; EdgePoint Canadian Portfolio (**EPC**), an Ontario mutual fund trust; EdgePoint Global Growth & Income Portfolio (**EPG G&I**), an Ontario mutual fund trust; EdgePoint Global Portfolio (**EPG**), a mutual fund trust; and St James's Place Global Equity Unit Trust (**SJPGEUT**) and together with Cymbria, EPC G&I, EPC, EPG G&I and EPG, the **Funds**), a unit trust collective investment scheme.

WHEREAS, in accordance with Rule 13d-1(k) of the Securities Exchange Act of 1934 (the **Act**), only one such statement need be filed whenever two or more persons are required to file a statement pursuant to Section 13(d) of the Act with respect to the same securities, provided that said persons agree in writing that such statement is filed on behalf of each of them.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree as follows:

Each of the parties hereto hereby agree, in accordance with Rule 13d-1(k) under the Act, to file one statement on Schedule 13G relating to their ownership of the Common Stock of Alere, Inc. and hereby further agree that said statement shall be filed on behalf of EIG and each of the Funds. Nothing herein shall be deemed to be an admission that the parties hereto, or any of them, are members of a **group** (within the meaning of Section 13(d) of the Act and the rules promulgated thereunder) with respect to any securities of Alere, Inc.

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IN WITNESS WHEREOF, the parties have executed this agreement as of the date first written above.

EDGEPOINT INVESTMENT GROUP INC.

By: */s/ Patrick Farmer*

CYMBRIA CORPORATION

By: */s/ Patrick Farmer*

EDGEPOINT CANADIAN GROWTH & INCOME PORTFOLIO

By: EdgePoint Investment Group Inc., as manager

By: */s/ Patrick Farmer*

EDGEPOINT CANADIAN PORTFOLIO

By: EdgePoint Investment Group Inc., as manager

By: */s/ Patrick Farmer*

EDGEPOINT GLOBAL GROWTH & INCOME PORTFOLIO

By: EdgePoint Investment Group Inc., as manager

By: */s/ Patrick Farmer*

EDGEPOINT GLOBAL PORTFOLIO

By: EdgePoint Investment Group Inc., as manager

By: */s/ Patrick Farmer*

CUSIP No. 01449J105

ST. JAMES S PLACE GLOBAL EQUITY UNIT TRUST
By: EdgePoint Investment Group Inc., as manager

By: /s/ Patrick Farmer