

ALERE INC.  
Form S-8 POS  
November 03, 2017

**Registration Statement No. 333-209524**

**Registration Statement No. 333-203318**

**Registration Statement No. 333-199308**

**Registration Statement No. 333-199307**

**Registration Statement No. 333-191103**

**Registration Statement No. 333-191101**

**Registration Statement No. 333-183064**

**Registration Statement No. 333-183063**

**Registration Statement No. 333-170842**

**Registration Statement No. 333-161373**

**Registration Statement No. 333-160280**

**Registration Statement No. 333-160279**

**Registration Statement No. 333-152362**

**Registration Statement No. 333-150793**

**Registration Statement No. 333-149264**

**Registration Statement No. 333-148573**

**Registration Statement No. 333-147585**

**Registration Statement No. 333-147242**

**Registration Statement No. 333-145893**

**Registration Statement No. 333-144258**

**Registration Statement No. 333-139878**

**Registration Statement No. 333-128937**

**Registration Statement No. 333-106996**

**Registration Statement No. 333-106994**

**Registration Statement No. 333-90530**

Registration Statement No. 333-85402

Registration Statement No. 333-67392

Registration Statement No. 333-74032

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**Form S-8 Registration Statement No. 333-209524**  
**Form S-8 Registration Statement No. 333-203318**  
**Form S-8 Registration Statement No. 333-199308**  
**Form S-8 Registration Statement No. 333-199307**  
**Form S-8 Registration Statement No. 333-191103**  
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**Form S-8 Registration Statement No. 333-148573**

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Form S-8 Registration Statement No. 333-147585

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Form S-8 Registration Statement No. 333-85402

Form S-8 Registration Statement No. 333-74032

POST-EFFECTIVE AMENDMENT NO. 2 TO

Form S-8 Registration Statement No. 333-67392

UNDER

THE SECURITIES ACT OF 1933

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**ALERE INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State of Incorporation)

**04-3565120**  
(I.R.S. Employer Identification No.)

**51 Sawyer Road, Suite 200**

**Waltham, Massachusetts 02453**

**(781) 647-3900**

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(Address of Registrant's Principal Executive Offices)(Zip code)

**ALERE INC. 2010 STOCK OPTION AND INCENTIVE PLAN**

**ALERE INC. 2001 EMPLOYEE STOCK PURCHASE PLAN**

**LETTER AGREEMENT DATED AS OF MARCH 19, 2015 BETWEEN ALERE INC. AND JAMES F. HINRICHS**

**CONCATENO PLC ENTERPRISE MANAGEMENT INCENTIVES PLAN**

**CONCATENO PLC EMPLOYEE BENEFIT TRUST INCENTIVE PLAN**

**COZART PLC 2004 ENTERPRISE MANAGEMENT INCENTIVE PLAN**

**MANAGEMENT ARRANGEMENTS PURSUANT TO THAT CERTAIN FRAMEWORK AGREEMENT DATED JUNE 5, 2009 BY AND AMONG INVERNESS MEDICAL INNOVATIONS, INC., CONCATENO PLC, MARWYN NEPTUNE FUND L.P. (ACTING BY ITS GENERAL PARTNER MARWYN GENERAL PARTNER LIMITED) AND SG HAMBROS TRUST COMPANY (CHANNEL ISLANDS) LIMITED (AS TRUSTEE OF THE CONCATENO PLC EMPLOYEE BENEFIT TRUST)**

**INVERNESS MEDICAL INNOVATIONS, INC. 2001 STOCK OPTION AND INCENTIVE PLAN**

**INVERNESS MEDICAL INNOVATIONS, INC. 2001 EMPLOYEE STOCK PURCHASE PLAN**

**MATRIA HEALTHCARE, INC. LONG-TERM STOCK INCENTIVE PLAN**

**MATRIA HEALTHCARE, INC. 2002 STOCK INCENTIVE PLAN**

**MATRIA HEALTHCARE, INC. 2001 STOCK INCENTIVE PLAN**

**MATRIA HEALTHCARE, INC. 2000 STOCK INCENTIVE PLAN**

**MATRIA HEALTHCARE, INC. 1997 STOCK INCENTIVE PLAN**

**MATRIA HEALTHCARE, INC. 1996 STOCK INCENTIVE PLAN**

**MATRIA HEALTHCARE, INC. 2005 DIRECTORS NON-QUALIFIED STOCK OPTION PLAN**

**MATRIA HEALTHCARE, INC. 2000 DIRECTORS NON-QUALIFIED STOCK OPTION PLAN**

**MATRIA HEALTHCARE, INC. 1996 DIRECTORS NON-QUALIFIED STOCK OPTION PLAN**

**MARKETRING.COM, INC. 1999 STOCK OPTION AND STOCK APPRECIATION RIGHTS PLAN**

**BBI HOLDINGS PLC SAYE SHARE OPTION SCHEME**

**BBI HOLDINGS PLC UNAPPROVED SHARE OPTION SCHEME**

**BBI HOLDINGS PLC EMI SCHEME**

**OPTION DEEDS BETWEEN BBI HOLDINGS PLC AND DAVID EVANS DATED APRIL 28, 2004 AND DECEMBER 10, 2007**

**AGORA PARENT, INC. 2007 STOCK OPTION AND GRANT PLAN**

**AGORA PARENT, INC. PREFERRED STOCK OPTION AGREEMENTS DATED APRIL 2, 2007**

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**HEMOSENSE, INC. AMENDED AND RESTATED 1997 STOCK PLAN**

**HEMOSENSE, INC. 2005 EQUITY INCENTIVE PLAN**

**CHOLESTECH CORPORATION 1997 STOCK INCENTIVE PROGRAM**

**CHOLESTECH CORPORATION 1999 NONSTATUTORY STOCK OPTION PLAN**

**CHOLESTECH CORPORATION 2000 STOCK INCENTIVE PROGRAM**

**BIOSITE INCORPORATED AMENDED AND RESTATED 1996 STOCK INCENTIVE PLAN**

**BIOSITE INCORPORATED 2002 NONQUALIFIED STOCK INCENTIVE PLAN**

**OSTEX INTERNATIONAL, INC. AMENDED AND RESTATED STOCK OPTION PLAN**

**OSTEX INTERNATIONAL, INC. AMENDED AND RESTATED 1994 STOCK OPTION PLAN**

**OSTEX INTERNATIONAL, INC. AMENDED AND RESTATED DIRECTORS NONQUALIFIED STOCK OPTION PLAN**

**IVC INDUSTRIES, INC. 1995 STOCK OPTION PLAN**

**IVC INDUSTRIES, INC. NON-EMPLOYEE DIRECTORS STOCK OPTION PLAN**

**INVERNESS MEDICAL INNOVATIONS, INC. NON-QUALIFIED STOCK OPTION AGREEMENT FOR E. JOSEPH EDELL**

**STOCK OPTION AGREEMENTS OF INVERNESS MEDICAL TECHNOLOGY, INC.(AS ASSUMED BY INVERNESS MEDICAL INNOVATIONS, INC.): THE SELFCARE, INC. 1992 STOCK PLAN; THE SELFCARE, INC. 1994 INCENTIVE AND NON-QUALIFIED STOCK OPTION PLAN; THE SELFCARE, INC. AMENDED AND RESTATED 1996 STOCK OPTION AND GRANT PLAN, AS AMENDED; THE INVERNESS MEDICAL TECHNOLOGY, INC. AMENDED AND RESTATED 2000 STOCK OPTION AND GRANT PLAN; THE INTEG INCORPORATED (FORMERLY INOMET, INC.) 1991 INCENTIVE AND STOCK OPTION PLAN; THE INTEG INCORPORATED 1994 LONG-TERM INCENTIVE AND STOCK OPTION PLAN; AND THE INTEG INCORPORATED 1996 DIRECTOR S STOCK OPTION PLAN**

(Full Titles of the Plans)

**Karen M. Peterson**

**Vice President and Treasurer**

**Alere Inc.**

**51 Sawyer Road, Suite 200**

**Waltham, Massachusetts 02453**

**(781) 647-3900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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

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Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a  
smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment, filed by Alere Inc., a Delaware corporation (the Company), relates to the following Registration Statements (collectively, the Registration Statements), filed with the Securities and Exchange Commission (the SEC) by the Company pertaining to the described number of shares of common stock of the Company (including any predecessor company) issuable pursuant to the described plan:

<b>File Number</b>	<b>Date filed with SEC</b>	<b>Security registered</b>	<b>Number of shares</b>	<b>Plan</b>
333-209524	2/12/16	Common Stock (A)	7,000,000	(1)
333-203318	4/9/15	Common Stock (A)	300,000	(2)
333-199308	10/14/14	Common Stock (A)	2,000,000	(1)
333-199307	10/14/14	Common Stock (A)	1,000,000	(3)
333-191103	9/11/13	Common Stock (A)	2,000,000	(1)
333-191101	9/11/13	Common Stock (A)	1,000,000	(3)
333-183064	8/3/12	Common Stock (A)	3,500,000	(1)
333-183063	8/3/12	Common Stock (A)	1,000,000	(3)
333-170842	11/26/10	Common Stock (A)	1,653,663	(1)
333-161373	8/14/09	Common Stock (B)	446,227	(4)
333-160280	6/26/09	Common Stock (B)	1,000,000	(5)
333-160279	6/26/09	Common Stock (B)	1,000,000	(6)
333-152362	7/16/08	Common Stock (B)	500,000	(6)
333-150793	5/9/08	Common Stock (B)	1,490,819	(7)
333-149264	2/15/08	Common Stock (B)	358,489	(8)
333-148573	1/10/08	Common Stock (B)	3,000,000	(5)
333-147585	11/21/07	Common Stock (B)	380,894	(9)
333-147242	11/8/07	Common Stock (B)	380,839	(10)
333-145893	9/6/07	Common Stock (B)	744,538	(11)
333-144258	7/2/07	Common Stock (B)	2,111,570	(12)
333-139878	1/9/07	Common Stock (B)	2,000,000	(5)
333-128937	10/11/05	Common Stock (B)	750,000	(5)
333-106996	7/11/03	Common Stock (B)	500,000	(5)
333-106994	7/11/03	Common Stock (B)	292,610	(13)
333-90530	6/14/02	Common Stock (B)	1,000,000	(5)
333-85402	4/2/02	Common Stock (B)	115,744	(14)
333-67392	11/27/01	Common Stock (B)	929,456	(15)
333-74032	11/27/01	Common Stock (B)	3,155,890	(5), (6)

Notes

- (A) Alere Inc. s common stock, par value \$0.001 per share
- (B) Inverness Medical Innovations, Inc. s (predecessor company) common stock, \$0.001 par value per share

- (1) Alere Inc. 2010 Stock Option And Incentive Plan
- (2) Letter Agreement dated as of March 19, 2015 between Alere Inc. and James F. Hinrichs
- (3) Alere Inc. 2001 Employee Stock Purchase Plan
- (4) Concateno plc Enterprise Management Incentives Plan

Concateno plc Employee Benefit Trust Incentive Plan

Cozart plc 2004 Enterprise Management Incentive Plan

Management Arrangements pursuant to that certain Framework Agreement dated June 5, 2009 by and among Inverness Medical Innovations, Inc., Concateno plc, Marwyn Neptune Fund L.P. (acting by its general partner Marwyn General Partner Limited) and SG Hambros Trust Company (Channel Islands) Limited (as trustee of the Concateno plc Employee Benefit Trust)

- (5) Inverness Medical Innovations, Inc. 2001 Stock Option and Incentive Plan
- (6) Inverness Medical Innovations, Inc. 2001 Employee Stock Purchase Plan
- (7) Matria Healthcare, Inc. Long-Term Stock Incentive Plan

Matria Healthcare, Inc. 2002 Stock Incentive Plan

Matria Healthcare, Inc. 2001 Stock Incentive Plan

Matria Healthcare, Inc. 2000 Stock Incentive Plan

Matria Healthcare, Inc. 1997 Stock Incentive Plan

Matria Healthcare, Inc. 1996 Stock Incentive Plan

Matria Healthcare, Inc. 2005 Directors Non-Qualified Stock Option Plan

Matria Healthcare, Inc. 2000 Directors Non-Qualified Stock Option Plan

Matria Healthcare, Inc. 1996 Directors Non-Qualified Stock Option Plan

MarketRing.Com, Inc. 1999 Stock Option and Stock Appreciation Rights Plan

- (8) BBI Holdings Plc SAYE Share Option Scheme



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BBI Holdings Plc Unapproved Share Option Scheme

BBI Holdings Plc EMI Scheme

Option Deeds between BBI Holdings Plc and David Evans dated April 28, 2004 and December 10, 2007

(9) **Agora Parent, Inc. 2007 Stock Option and Grant Plan**

Agora Parent, Inc. Preferred Stock Option Agreements dated April 2, 2007

(10) **HemoSense, Inc. Amended and Restated 1997 Stock Plan**

HemoSense, Inc. 2005 Equity Incentive Plan

(11) **Cholestech Corporation 1997 Stock Incentive Program**

Cholestech Corporation 1999 Nonstatutory Stock Option Plan

Cholestech Corporation 2000 Stock Incentive Program

(12) **Biosite Incorporated Amended and Restated 1996 Stock Incentive Plan**

Biosite Incorporated 2002 Nonqualified Stock Incentive Plan

(13) **Ostex International, Inc. Amended and Restated Stock Option Plan**

Ostex International, Inc. Amended and Restated 1994 Stock Option Plan

Ostex International, Inc. Amended and Restated Directors Nonqualified Stock Option Plan

(14) **Ivc Industries, Inc. 1995 Stock Option Plan**

Ivc Industries, Inc. Non-Employee Directors Stock Option Plan

Inverness Medical Innovations, Inc. Non-Qualified Stock Option Agreement for E. Joseph Edell

(15) **Stock Option Agreements of Inverness Medical Technology, Inc.**

(as assumed by Inverness Medical Innovations, Inc.):

The Selfcare, Inc. 1992 Stock Plan; the Selfcare, Inc. 1994 Incentive and Non-Qualified Stock Option Plan; the Selfcare, Inc. Amended and Restated 1996 Stock Option and Grant Plan, as amended; the Inverness Medical Technology, Inc. Amended and Restated 2000 Stock Option and Grant Plan; the Integ Incorporated (formerly Inomet, Inc.) 1991 Incentive and Stock Option Plan; the Integ Incorporated 1994 Long-Term Incentive and Stock Option Plan; and the Integ Incorporated 1996 Director's Stock Option Plan

The Company is filing this Post-Effective Amendment to each of these Registration Statements to withdraw and remove from registration the registered but unissued securities issuable by the Company (including any predecessor company) pursuant to the above-referenced Registration Statements.

On October 3, 2017, pursuant to the Agreement and Plan of Merger, dated as of January 30, 2016, as amended on April 13, 2017, by and among Abbott Laboratories, an Illinois Corporation ( Abbott ), the Company and Angel Sub, Inc., a Delaware corporation and a wholly owned subsidiary

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of Abbott ( Merger Sub ), Merger Sub merged with and into the Company (the Merger ), with the Company continuing as the surviving corporation and a wholly-owned subsidiary of Abbott.

As a result of the Merger, the offerings of the Company s securities pursuant to each of the above-referenced Registration Statements have been terminated. In accordance with the undertakings made by the Company in each of the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities registered under each of the Registration Statements that remain unissued at the termination of the offerings, the Company hereby removes from registration the securities registered but unissued under each of the Registration Statements. Each of the Registration Statements are hereby amended, as appropriate, to reflect the deregistration of such securities.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Abbott Park, State of Illinois, on this 3rd day of November, 2017.

Alere Inc.

By:

/s/ Karen M. Peterson

Name: Karen M. Peterson

Title: Vice President and Treasurer

\*Pursuant to Rule 478 under the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment.

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x; text-indent:-10px">Alpha Capital AG June 27, 2003 \$1,135,165 276,870  
Alpha Capital AG  
September 29, 2003 379,464 75,893  
Alpha Capital AG  
December 23, 2003 200,000 60,000  
Bristol Investment Fund Limited  
September 24, 2002 142,046 5,000  
Bristol Investment Fund Limited  
November 8, 2002 \$600,000 145,804  
Bristol Investment Fund Limited  
April 16, 2003 \$500,000 416,667  
Bristol Investment Fund Limited  
June 27, 2003 \$851,374 207,653  
Bristol Investment Fund Limited  
September 29, 2003 379,465 75,893  
Bristol Investment Fund Limited  
December 23, 2003 375,000 112,500  
Crescent International Limited  
January 31, 2003 \$500,250 100,050 200,100  
Crescent International Limited  
April 16, 2003 \$1,000,000 833,334  
Crescent International Limited  
June 27, 2003 \$1,000,000 243,903  
Crescent International Limited  
September 29, 2003 446,429 89,286  
Crescent International Limited

December 23, 2003	500,000	150,000	
Crestview Capital Fund II, LP*			
September 29, 2003	178,572	35,715	
Palisades Equity Fund, LP			
September 23, 2002	138,889	5,000	
Palisades Equity Fund, LP			
September 26, 2002	138,889	5,000	
Palisades Equity Fund, LP			
September 30, 2002	166,667	5,000	
Palisades Equity Fund, LP			
November 8, 2002	\$750,000	182,243	
Palisades Equity Fund, LP			
January 31, 2003	\$1,000,000	200,075	400,150
Palisades Equity Fund, LP			
April 16, 2003	\$1,350,549	1,117,125	
Palisades Master Fund, LP			
June 27, 2003	\$2,000,000	487,805	
Palisades Master Fund, LP			
September 29, 2003	479,911	95,983	
Palisades Master Fund, LP			
December 23, 2003	850,000	255,000	

\* An affiliate of Crestview Capital Master, LLC, the investor identified as a selling security holder in this offering. HPC Capital Management has previously acted as placement agent in connection with the placement of certain of our securities. In connection with those services, HPC Capital Management was issued shares of our common stock and common stock purchase warrants. We are advised that HPC Capital Management continues to own 48,000 shares of our common stock and 142,300 common stock purchase warrants all of which are reflected in the selling security holder table above.

Neither the selling security holders nor HPC Capital Management has held any positions or offices or had material relationships with us or any of our affiliates within the past three years other than as a result of the ownership of our common stock. If, in the future, the selling security holders or HPC Capital Management's relationship with us changes, we will amend or supplement this prospectus to update this disclosure.

## PLAN OF DISTRIBUTION

The selling security holders of the common stock of Viragen, Inc. and any of their pledgees, assignees and successors-in-interest may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The selling security holders may use any one or more of the following methods when selling shares:

ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;

block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

settlement of short sales;

broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;

a combination of any such methods of sale; and

any other method permitted pursuant to applicable law.

The selling security holders may also sell shares under Rule 144 under the Securities Act of 1933, as amended, if available, rather than under this prospectus.

Broker-dealers engaged by the selling security holders may arrange for other broker-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling security holders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The selling security holders do not expect these commissions and discounts to exceed what is customary in the types of transactions involved.

The selling security holders may, from time to time, pledge or grant a security interest in some or all of the shares of common stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of common stock, from time to time, under this prospectus, or under an amendment to this prospectus under Rule 424 (b)(3) or other applicable provision of the Securities Act of 1933, as amended, amending the list of selling security holders to include the pledgee, transferee or other successors-in-interest as selling security holders under this prospectus.

The selling security holders and any broker-dealers or agents that are involved in selling the shares may be deemed to be underwriters within the meaning of the Securities Act of 1933, as amended, in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act of 1933, as amended. The selling security holders have informed us that they do not have any agreement or understanding, directly or indirectly, with any person to distribute the common stock.

We are required to pay certain fees and expenses incurred by us incident to the registration of the shares covered by this prospectus. We have agreed to indemnify the selling security holders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act of 1933, as amended.

## DESCRIPTION OF SECURITIES

Viragen is currently authorized to issue up to 100,000,000 shares of common stock, par value \$.01 per share and 1,000,000 shares of preferred stock, par value \$1.00 per share. As of the date of this prospectus, there are 36,568,385 shares of common stock and 2,250 shares of series A preferred stock outstanding.

### Common Stock

Subject to the dividend rights of preferred stockholders, common stockholders share dividends on a proportionate basis, as may be declared by the board of directors. Upon liquidation, dissolution or winding up of Viragen, after payment to creditors and holders of our outstanding preferred stock, Viragen's remaining assets, if any, will be divided proportionately on a per share basis among the holders of our common stock.

Each share of our common stock has one vote. Holders of our common stock do not have cumulative voting rights. This means that the holders of a plurality of the shares voting for the election of directors can elect all of the directors. In that event, the holders of the remaining shares will not be able to elect any directors. Viragen's By-Laws provide that a majority of the outstanding shares of our common stock constitute a quorum to transact business at a stockholders' meeting. Our common stock has no preemptive, subscription or conversion rights, and our common stock is not redeemable.

### Preferred Stock

Viragen is authorized to issue a total of 1,000,000 shares of preferred stock, par value \$1.00 per share. Viragen's board of directors may issue preferred stock by resolutions, without any action of the stockholders. These resolutions may authorize issuance of preferred stock in one or more series. In addition, the board of directors may fix and determine all privileges and rights of the authorized preferred stock series including:

dividend and liquidation preferences,

voting rights,

conversion privileges, and

redemption terms.

Viragen includes preferred stock in its capitalization to improve its financial flexibility. However, Viragen could use preferred stock to preserve control by present management, in the event of a potential hostile takeover of Viragen. In addition, the issuance of large blocks of preferred stock could have a dilutive effect to existing holders of Viragen's common stock.

### Series A Preferred Stock

Viragen established the series A preferred stock in November 1986. Each share of series A preferred stock is immediately convertible, at the option of the holder, into .426 shares of our common stock. Dividends on the series A preferred stock are cumulative and have priority over dividends, if any, paid on our common stock. These dividends are payable in either cash or common stock, at Viragen's option.

The series A preferred stock has voting rights only if dividends are in arrears for five annual dividends. In such event, holder of series A preferred stock have the right to elect two directors. Voting rights terminate upon payment of the cumulative dividends. Viragen may redeem the series A preferred stock at any time after expiration of ten consecutive business days during which the bid or last sale price for our common stock is \$60.00 per share or higher. There is no mandatory redemption or sinking fund obligation for the series A preferred stock.

Owners of the series A preferred stock are entitled to receive \$10.00 per share, plus accrued and unpaid dividends, upon liquidation, dissolution or winding up of Viragen. This obligation must be satisfied before any distribution or payment is made to holders of the common stock or other stock of Viragen junior to the series A preferred stock.

#### **Transfer Agent**

The transfer agent for the shares of our common stock is Mellon Investor Services, LLC, Overpeck Center, 85 Challenger Road, Ridgefield Park, New Jersey 07660-2108.

### **LEGAL MATTERS**

Schneider Weinberger LLP will review the validity of the issuance of the shares of common stock, the resale of which is covered by this prospectus. Schneider Weinberger LLP is located at 2200 Corporate Blvd., N.W., Suite 210, Boca Raton, Florida 33431.

### **EXPERTS**

The consolidated financial statements of Viragen, Inc. appearing in Viragen, Inc.'s Form 10-K for the year ended June 30, 2003, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.



Viragen, Inc.

Prospectus

July 28, 2004