

GEN PROBE INC  
Form 8-K  
May 23, 2012

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

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 17, 2012

Gen-Probe Incorporated  
(Exact Name of Registrant as Specified in Charter)

|   |  |   |
|---|--|---|
| Delaware<br>(State or Other Jurisdiction of<br>Incorporation) | 000-49834<br>(Commission<br>File Number) | 33-0044608<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

|   |                     |
|---|---------------------|
| 10210 Genetic Center Drive<br>San Diego, CA<br>(Address of Principal Executive Offices) | 92121<br>(Zip Code) |
|---|---------------------|

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(858) 410-8000  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.07. Submission of Matters to a Vote of Security Holders.

Gen-Probe Incorporated (“Gen-Probe”) held its 2012 Annual Meeting of Stockholders (the “Annual Meeting”) on May 17, 2012, at which a total of 41,610,812 shares of Gen-Probe common stock, or approximately 91.8% of the shares entitled to vote, were represented in person or by valid proxies. Set forth below are final voting results for the five proposals that were subject to a vote of Gen-Probe’s stockholders at the Annual Meeting:

1) The election of two nominees for director to serve a three-year term expiring at Gen-Probe’s 2015 Annual Meeting of Stockholders:

| Director Nominee      | For        | Withheld | Broker Non-Votes |
|-----------------------|------------|----------|------------------|
| John W. Brown         | 39,115,867 | 787,816  | 1,707,129        |
| John C. Martin, Ph.D. | 39,120,428 | 783,255  | 1,707,129        |

2) The approval of the amendment and restatement of the Gen-Probe Incorporated Employee Stock Purchase Plan:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 38,809,475 | 1,089,104 | 5,104   | 1,707,129        |

3) The approval of the Gen-Probe Incorporated 2012 Executive Bonus Plan:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 39,196,346 | 698,581 | 8,756   | 1,707,129        |

4) The non-binding advisory approval of the compensation of Gen-Probe’s named executive officers:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 38,872,287 | 1,006,059 | 25,337  | 1,707,129        |

5) The ratification of the selection by the Audit Committee of Gen-Probe’s Board of Directors of Ernst & Young LLP as Gen-Probe’s independent registered public accounting firm for its fiscal year ending December 31, 2012:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 40,880,217 | 729,823 | 772     | 0                |

No other matters were subject to a vote of Gen-Probe’s stockholders at the Annual Meeting.

SIGNATURE

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

Date: May 23, 2012          GEN-PROBE INCORPORATED

By: /s/ R. William Bowen  
R. William Bowen  
Senior Vice President, General Counsel and Secretary