

GEN PROBE INC  
Form 8-K  
December 06, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**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): December 1, 2005**

**Gen-Probe Incorporated**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**001-31279**

(Commission File Number)

**33-0044608**

(I.R.S. Employer  
Identification No.)

**10210 Genetic Center Drive**

**San Diego, CA 92121**

(Address of Principal Executive Offices)

**(858) 410-8000**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

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))

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**Item 1.01. Entry into a Material Definitive Agreement.**

On December 1, 2005, Gen-Probe Inc. approved an amendment of its form of Restricted Stock Award Agreement and Grant Notice for use under The 2003 Incentive Award Plan, to, among other things, modify the vesting provisions of the restricted stock awards so that such awards under the plan will not vest on a day when the grantee is not permitted to sell shares as determined in accordance with the Company's Securities Trading Policy or during the time that the grantee is in possession of material non-public information. The amended form of grant also provides for a 90-day lock-up period in the event of a registered offering by the Company, rather than 180 days, as well as additional non-material changes.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

**Exhibit**

**Number**

**Description**

10.79	2003 Incentive Award Plan Form of Restricted Stock Award Agreement and Grant Notice, as amended.
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**SIGNATURES**

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.

**Gen-Probe Incorporated**

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

Date: December 6, 2005

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.79	2003 Incentive Award Plan Form of Restricted Stock Award Agreement and Grant Notice, as amended.