

Malkani Sanjay
Form 4
October 03, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Malkani Sanjay

(Last) (First) (Middle)
51 SAWYER ROAD, SUITE 200
(Street)

WALTHAM, MA 02453

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALERE INC. [ALR]

3. Date of Earliest Transaction (Month/Day/Year)
10/03/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Global Pres., Toxicology

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 10/03/2017 | | D | | 28,757 | D | 0 |
| Common Stock | 10/03/2017 | | D | | 565 | D | 0 |

See footnote (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 35.58 | 10/03/2017 | | D | 6,133 | (2) (2) | Common Stock | 6,133 |
| Employee Stock Option (Right to Buy) | \$ 38.01 | 10/03/2017 | | D | 10,000 | (2) (2) | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 38.64 | 10/03/2017 | | D | 5,000 | (2) (2) | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) | \$ 37.14 | 10/03/2017 | | D | 10,000 | (2) (2) | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 19.2 | 10/03/2017 | | D | 25,000 | (2) (2) | Common Stock | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 33.73 | 10/03/2017 | | D | 25,000 | (2) (2) | Common Stock | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 45.47 | 10/03/2017 | | D | 45,000 | (2) (2) | Common Stock | 45,000 |

| | | | | | | | | | |
|--|------------|------------|---|--------|------------|------------|-----------------|--------|--|
| Buy) | | | | | | | | | |
| Employee Stock Option (Right to Buy) | \$ 44.64 | 10/03/2017 | D | 16,040 | <u>(2)</u> | <u>(2)</u> | Common Stock | 16,040 | |
| Employee Stock Option (Right to Buy) | \$ 26.06 | 10/03/2017 | D | 7,500 | <u>(2)</u> | <u>(2)</u> | Common Stock | 7,500 | |
| Employee Stock Option (Right to Buy) | \$ 18.91 | 10/03/2017 | D | 2,500 | <u>(2)</u> | <u>(2)</u> | Common Stock | 2,500 | |
| Employee Stock Option (Right to Buy) | \$ 25.43 | 10/03/2017 | D | 3,900 | <u>(2)</u> | <u>(2)</u> | Common Stock | 3,900 | |
| Employee Stock Option (Right to Buy) | \$ 25.68 | 10/03/2017 | D | 15,000 | <u>(2)</u> | <u>(2)</u> | Common Stock | 15,000 | |
| Employee Stock Option (Right to Buy) | \$ 36.74 | 10/03/2017 | D | 3,375 | <u>(2)</u> | <u>(2)</u> | Common Stock | 3,375 | |
| Restricted Stock Units | <u>(3)</u> | 10/03/2017 | D | 19,470 | <u>(3)</u> | <u>(3)</u> | Common Stock | 19,470 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Malkani Sanjay 51 SAWYER ROAD SUITE 200 WALTHAM, MA 02453 | | | Global Pres., Toxicology | |

Signatures

/s/ Doug Barry,
Attorney-in-Fact

10/03/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to that certain Agreement and Plan of Merger, dated as of January 30, 2016, as amended on April 13, 2017 (the "Merger Agreement"), between Alere Inc. (the "Company") and Abbott Laboratories, at the Effective Time (as defined in the Merger Agreement) (the "Effective Time"), each of these shares of the Company's common stock (the "Common Stock") was converted into the right to receive \$51.00 (the "Merger Consideration").

Pursuant to the Merger Agreement, at the Effective Time, each outstanding Employee Stock Option, whether vested or unvested, was canceled and converted into the right to receive a lump-sum cash payment equal to the product of (i) the number of shares of Common Stock for which such Employee Stock Option has not been exercised and (ii) the excess, if any, of the Merger Consideration over the exercise price per share of such Employee Stock Option.

Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock. Pursuant to the Merger Agreement, at the Effective Time, each outstanding Restricted Stock Unit was canceled and converted into the right to receive a lump-sum cash payment equal to the product of (i) the number of shares of Common Stock subject to such Restricted Stock Unit immediately prior to the Effective Time and (ii) the Merger Consideration.

These securities are owned by the reporting person's spouse. The reporting person hereby disclaims ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.