

ALERE INC.  
Form DEFA14A  
February 12, 2016

---

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by  
Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

ALERE INC.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the  
Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules  
14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:



(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

The following information was first made available to stockholders beginning on February 12, 2016.

## QUESTIONS AND ANSWERS ABOUT ALERE'S SERIES B PREFERRED STOCK

The following questions and answers are intended to address some commonly asked questions regarding how Alere Inc's ("Alere") Series B Convertible Perpetual Preferred Stock (the "Convertible Preferred Stock"), designated pursuant to the Certificate of Designations, Preferences and Rights filed with the Secretary of State of the State of Delaware on May 8, 2008 (the "Certificate of Designations") will be affected as a result of the transactions contemplated by the Agreement and Plan of Merger, dated as of January 30, 2016 (the "Merger Agreement"), by and among Alere and Abbott Laboratories ("Abbott"). These questions and answers may not address all questions that may be important to you as a holder of the Convertible Preferred Stock. For more detailed information on the Convertible Preferred Stock and the Merger Agreement, we encourage you to review both the terms of the Convertible Preferred Stock which are set forth in the Certificate of Designations and the terms of the Merger Agreement, each of which has been filed by Alere with the U.S. Securities and Exchange Commission (the "SEC") and is available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). The following is qualified in its entirety by the full text of the Certificate of Designations and the Merger Agreement, as such documents may be amended or modified from time to time in accordance with their respective terms.

### Summary of Treatment of Convertible Preferred Stock

The completion of the merger of a wholly owned subsidiary of Abbott with and into Alere (the "merger") will be both a Fundamental Change and a Make-Whole Fundamental Change under the Certificate of Designations.

As a result, assuming the Market Value (as defined in Section 13 of the Certificate of Designations) of Alere's common stock, par value \$0.001 per share (the "Common Stock") is \$56.00 per share as of the closing of the merger, the conversion rate for the Convertible Preferred Stock would be 7.5014 during the time periods specified in the Certificate of Designations (including during the anticipated notice period of at least 30 days prior to the expected closing date).

For any shares of Convertible Preferred Stock as to which the option to convert is not exercised during the specified time periods, after the closing of the merger, such shares will remain outstanding and will be convertible only into cash in an amount equal to the \$56.00 per share merger consideration for each share of Common Stock that such share of Convertible Preferred Stock would convert into at the conversion rate provided pursuant to the Certificate of Designations.

The questions and answers below provide additional detail on the treatment of the Convertible Preferred Stock in the merger and under the Certificate of Designations.

Q: What will happen to my shares of Convertible Preferred Stock under the Merger Agreement?

A: Subject to the terms and conditions of the Merger Agreement, a wholly owned subsidiary of Abbott will be merged with and into Alere, with Alere surviving the merger (the "surviving corporation") as a wholly owned subsidiary of Abbott. Pursuant to the Merger Agreement, each share of Convertible Preferred Stock issued and outstanding immediately prior to the closing of the merger will remain issued and outstanding immediately following the closing as one share of Series B Convertible Preferred Stock, par value \$0.001 per share, of the surviving corporation. The designations, preferences, rights, privileges and powers of, and the restrictions provided for the benefit of, the Convertible Preferred Stock will not be altered as a result of the Merger Agreement; however,

following the closing of the merger, each share of Convertible Preferred Stock will cease to be convertible into Alere's Common Stock and will only be convertible into cash in an amount equal to the consideration payable to the holders of the Common Stock pursuant to the Merger Agreement for each share of Common Stock that such share of Convertible Preferred Stock would convert into at the conversion rate provided pursuant to the Certificate of Designations.

Q: Will the Convertible Preferred Stock be entitled to vote on the Merger Agreement or the merger?

A: No. In accordance with the Certificate of Designations and Delaware law, the Convertible Preferred Stock will not be entitled to vote on the Merger Agreement or the merger.

Q: Does the merger trigger any rights in respect of my shares of Convertible Preferred Stock pursuant to the Certificate of Designations?

A: The completion of the merger will constitute both a Fundamental Change and a Make-Whole Fundamental Change. We encourage you to carefully review the Certificate of Designations, which sets out the rights of the Convertible Preferred Stock in connection with a Fundamental Change and a Make-Whole Fundamental Change.

---

Q: Will the conversion rate be adjusted as a result of the merger?

Because the merger, when and if consummated, will constitute both a Fundamental Change and a Make-Whole Fundamental Change, assuming that the Market Value (as defined in Section 13 of the Certificate of Designations) A: as of the closing of the merger is equal to \$56.00 per share of Common Stock, the conversion rate would equal 7.5014 in accordance with Section 9(d)(iv) of the Certificate of Designations. We encourage you to carefully review the Certificate of Designations and obtain current market prices of the Common Stock.

Q: What if I do not exercise my right to convert in connection with the merger?

Pursuant to the Merger Agreement and the Certificate of Designations, with respect to any shares of Convertible Preferred Stock for which you do not exercise your conversion right, such shares of Convertible Preferred Stock will remain issued and outstanding immediately following the closing of the merger as shares of Series B A: Convertible Preferred Stock, par value \$0.001 per share, of the surviving corporation, and the terms of the Certificate of Designations will continue to apply to your shares. Following the closing of the merger, each share of Convertible Preferred Stock will cease to be convertible into the Common Stock and will only be convertible into cash in accordance with the Certificate of Designations.

Q: Will Alere be providing any notices or updates to the holders of Convertible Preferred Stock in connection with the merger?

In accordance with the Certificate of Designations, Alere will use its best efforts to provide notice of the anticipated closing date of the merger and the proposed increase in the conversion rate applicable to a Make-Whole A: Fundamental Change to the holders of Convertible Preferred Stock at least 30 days before the anticipated closing date.

#### Additional Information and Where to Find It

This communication may be deemed to be solicitation material in respect of the proposed acquisition of Alere by Abbott. In connection with the proposed acquisition, Alere intends to file relevant materials with the United States Securities and Exchange Commission (the "SEC"), including Alere's proxy statement in preliminary and definitive form. Stockholders of Alere are urged to read all relevant documents filed with the SEC, including Alere's proxy statement when it becomes available, because they will contain important information about the proposed transaction and the parties to the proposed transaction. Investors and security holders are able to obtain the documents (once available) free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov), or free of charge from Alere at <http://www.alere.com/en/home/investor-relations/sec-filings-and-financials.html> or by directing a request to Juliet Cunningham, Vice President, Alere Investor Relations at 858-805-2232 or [ir@alere.com](mailto:ir@alere.com).

#### Participants in the Solicitation

Alere and its directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be "participants" in the solicitation of proxies from stockholders of Alere in favor of the proposed transaction. Information about Alere's directors and executive officers is set forth in Alere's Proxy Statement on Schedule 14A for its 2015 Annual Meeting of Stockholders, which was filed with the SEC on June 12, 2015, and its Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2014, which was filed with the SEC on March 5, 2015, as amended on April 30, 2015, May 28, 2015 and November 13, 2015. Information concerning the interests of Alere's participants in the solicitation, which may, in some cases, be different than those of Alere's stockholders

generally, is set forth in the materials filed by Alere with the SEC, and will be set forth in the proxy statement relating to the proposed transaction when it becomes available.

#### Cautionary Statement Regarding Forward-Looking Statements

This document contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. A number of important factors could cause actual results of Alere and its subsidiaries to differ materially from those indicated by such forward-looking statements, including, (i) the risk that the proposed merger with Abbott may not be completed; (ii) the failure to receive the required approval of the proposed merger by Alere's stockholders; (iii) the failure to receive any required regulatory approvals for the proposed merger or any conditions placed on such approvals; and (iv) the risk factors detailed in Part I, Item 1A, "Risk Factors," of our Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2014 (as filed with the Securities and Exchange Commission on March 5, 2015, as amended on April 30, 2015, May 28, 2015 and November 13, 2015) and other risk factors identified herein or from time to time in our periodic filings with the Securities and Exchange Commission. Readers should carefully review these risk factors, and should not place undue reliance on our forward-looking statements. These forward-looking statements are based on information, plans and estimates at the date of this report. We undertake no obligation to update any forward-looking statements to reflect changes in underlying assumptions or factors, new information, future events or other changes.