

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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APPLERA CORP

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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

December 24, 2005

Date of report (Date of earliest event reported)

APPLERA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of Incorporation)

1-4389
(Commission
file number)

06-1534213
(IRS Employer
Identification No.)

301 Merritt 7

Norwalk, Connecticut 06851

(Address of Principal Executive Offices, Including Zip Code)

(203) 840-2000

(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 filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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.

(a) On December 27, 2005, Applera Corporation (“Applera”) announced that it had entered into an Agreement and Plan of Merger by and among Ambion, Inc. (“Ambion”), Applera, Ambion Acquisition Corp., and Mathew M. Winkler, in his capacity as Representative, dated as of December 24, 2005 (the “Merger Agreement”), pursuant to which Applera’s Applied Biosystems Group will acquire the Research Products Division of Ambion for \$273 million in cash, subject to certain closing adjustments related to working capital, transaction expenses, and the amount of outstanding debt of Ambion at the closing. The transaction will be completed as a reverse triangular merger (the “Merger”), and after the Merger Ambion will be a wholly-owned subsidiary of Applera. Promptly following the Merger, Ambion will sell its existing diagnostics business to Asuragen, a newly-formed affiliate of Mr. Winkler (the “Divestiture”). As a result of the Merger and the Divestiture, Ambion, as a wholly-owned subsidiary of Applera, will operate only its existing Research Products Division. The transaction is subject to the receipt of Hart-Scott-Rodino antitrust clearance and other customary closing conditions, and is expected to close in the first calendar quarter of 2006. The transaction was announced and further described in a press release issued by Applera and Ambion on December 27, 2005, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

The following exhibits are filed with this Report:

<i>Exhibit No.</i>	<i>Description</i>
99.1	Press Release issued December 27, 2005.

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.

APPLERA CORPORATION

By: /s/ Dennis L. Winger
Dennis L. Winger
Senior Vice President and
Chief Financial Officer

Dated: December 29, 2005

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release issued December 27, 2005.

News Release



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FOR IMMEDIATE RELEASE

APPLIED BIOSYSTEMS TO ACQUIRE THE RESEARCH PRODUCTS DIVISION OF AMBION, INC., A PREMIUM PROVIDER OF INNOVATIVE RNA-BASED CONSUMABLES

FOSTER CITY, CA and AUSTIN, TX - December 27, 2005 - Applied Biosystems Group (NYSE: ABI), an Applera Corporation business, and Ambion, Inc. today announced they have signed a definitive agreement whereby Applied Biosystems will acquire the Research Products Division of Ambion, a premium supplier of RNA-based reagents for life science research and drug development, for approximately \$273 million in cash. The transaction is subject to regulatory and other customary closing conditions and is expected to close in the first calendar quarter of 2006.

Ambion's sample prep, RNAi, micro RNA, and gene expression and array products provide Applied Biosystems entry into an estimated \$500 million market that is currently growing faster than 10 percent annually. Ambion's calendar 2005 revenues are estimated to exceed \$52 million, 22 percent above the prior year. Applied Biosystems currently anticipates the acquisition will be slightly accretive on a non-GAAP basis in fiscal 2007, due to transition and integration costs, and accretive in fiscal 2008. On a GAAP basis, it is expected to be dilutive in fiscal 2006 and 2007 and possibly breakeven or accretive in fiscal 2008. The exact amount of dilution on a GAAP basis will only be known after Applied Biosystems completes an analysis of the allocation of the purchase price.

"This acquisition is an important component of Applied Biosystems' strategy to drive growth by expanding our consumables product offering," said Catherine M. Burzik, president of Applied Biosystems. "We are extremely pleased to announce this agreement and look forward to welcoming Ambion's employees to Applied Biosystems. We expect Ambion to become a center of excellence within our consumables business."

William V. Murray, president of the Molecular Biology Division of Applied Biosystems, said, "We see significant revenue, operational, and scientific synergies in combining Ambion with Applied Biosystems. Ambion's products should enable Applied Biosystems to offer customers more complete workflow solutions. We believe Ambion's strong brand recognition should help increase sales of both Applied Biosystems and Ambion consumable products via our global channels. Also important are Ambion's RNA R&D expertise, consumables manufacturing capabilities, and culture of scientific innovation, all of which should complement our existing strengths."

Matt Winkler, the founder and CEO of Ambion, said, "I am pleased that a highly reputable company like Applied Biosystems has acquired the research division of Ambion. It is gratifying to know that the people who helped me build Ambion into a great company will now be part of another great company. I anticipate that Ambion and the staff that drove its success will make equally significant contributions to Applied Biosystems."

Ambion develops and supplies innovative consumable products for stabilizing, synthesizing, handling, isolating, storing, detecting and quantifying RNA (ribonucleic acid). Recent product introductions include cutting-edge microRNA and siRNA reagents used to study mechanisms of gene expression that could lead to advances in human healthcare. RNA is a single-stranded molecule that delivers the genetic message of DNA (deoxyribonucleic acid) from the nucleus of a cell to the cytoplasm where proteins are made. Ambion's diagnostics and service businesses will become a separate standalone company.

Founded in 1989, Ambion's research division has approximately 300 employees. Ambion's research and development, manufacturing, and other operations will continue to be based in Austin, Texas, reporting into the Molecular Biology Division of Applied Biosystems.

Thomas Weisel Partners LLC acted as exclusive financial advisor to Applied Biosystems. JPMorgan acted as exclusive financial advisor to Ambion, Inc.

About Applera Corporation and Applied Biosystems

Applera Corporation consists of two operating groups. The Applied Biosystems Group serves the life science industry and research community by developing and marketing instrument-based systems, consumables, software, and services. Customers use these tools to analyze nucleic acids (DNA and RNA), small molecules, and proteins to make scientific discoveries and develop new pharmaceuticals. Applied Biosystems' products also serve the needs of some markets outside of life science research, which we refer to as "applied markets," such as the fields of: human identity testing (forensic and paternity testing); biosecurity, which refers to products needed in response to the threat of biological terrorism and other malicious, accidental, and natural biological dangers; and quality and safety testing, for example in food and the environment. Applied Biosystems is headquartered in Foster City, CA, and reported sales of nearly \$1.8 billion during fiscal 2005. The Celera Genomics Group (NYSE:CRA) is engaged principally in the discovery and development of targeted therapeutics for cancer, autoimmune and inflammatory diseases. Celera Genomics is leveraging its proteomic, bioinformatic, and genomic capabilities to identify and validate drug targets, and to discover and develop small molecule therapeutics. It is also seeking to advance therapeutic antibody and selected small molecule drug programs in collaboration with global technology and market leaders. Celera Diagnostics, a 50/50 joint venture between Applied Biosystems and Celera Genomics, is focused on discovery, development, and commercialization of diagnostic products. Information about Applera Corporation, including reports and other information filed by the company with the Securities and Exchange Commission, is available at <http://www.applera.com>, or by telephoning 800.762.6923. Information about Applied Biosystems is available at <http://www.appliedbiosystems.com/>.

Applied Biosystems Forward Looking Statements

Certain statements in this press release are forward-looking. These may be identified by the use of forward-looking words or phrases such as “should,” “expect,” and “planned,” among others. These forward-looking statements are based on Applera Corporation’s current expectations. The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for such forward-looking statements. In order to comply with the terms of the safe harbor, Applera Corporation notes that a variety of factors could cause actual results and experience to differ materially from the anticipated results or other expectations expressed in such forward-looking statements. These factors include but are not limited to (1) rapidly changing technology and dependence on the development and customer acceptance of new products; (2) sales are dependent on customers’ spending policies and government-sponsored research; (3) risks associated with integrating Ambion’s products, people, and systems; (4) failure to achieve revenue and cost synergies anticipated to result from the acquisition; and (5) other factors that might be described from time to time in Applera Corporation's filings with the Securities and Exchange Commission. All information in this press release is as of the date of the release, and Applera does not undertake any duty to update this information, including any forward-looking statements, unless required by law.

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