

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

PERKINELMER INC

CIK: **31791** | IRS No.: **042052042** | State of Incorporation: **MA** | Fiscal Year End: **0102**
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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): November 7, 2011

PerkinElmer, Inc.

(Exact Name of Registrant as Specified in Charter)

Massachusetts
(State or Other Jurisdiction
of Incorporation)

001-05075
(Commission
File Number)

04-2052042
(IRS Employer
Identification No.)

940 Winter Street, Waltham, Massachusetts
(Address of Principal Executive Offices)

02451
(Zip Code)

Registrant's telephone number, including area code: (781) 663-6900

Not applicable.

(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 (*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 2.01. Completion of Acquisition or Disposition of Assets.

On September 7, 2011, PerkinElmer, Inc. (the “Company”) completed its acquisition of Caliper Life Sciences, Inc. (“Caliper”) pursuant to the Agreement and Plan of Merger, dated as of September 7, 2011 (the “Merger Agreement”), by and among the Company, PerkinElmer Hopkinton Co., an indirect wholly owned subsidiary of the Company (“the “Merger Sub”) and Caliper. On September 7, 2011, in accordance with the Merger Agreement and Delaware General Corporation Law, the Merger Sub merged with and into Caliper, and Caliper became a wholly owned subsidiary of the Company (the “Merger”).

In connection with the consummation of the Merger, each share of Caliper common stock issued and outstanding immediately prior to the effective time of the Merger, subject to certain exceptions described in the Merger Agreement, was converted into the right to receive \$10.50 in cash, without interest and less any applicable withholding taxes (the “Merger Consideration”). In addition, (i) each of Caliper’s stock options outstanding immediately prior to the effective time of the Merger (the “Effective Time”) was cancelled in exchange for the right to receive a cash amount equal to the excess, if any, of the aggregate Merger Consideration for the shares subject to such stock option above the aggregate exercise price of such option and (ii) each of Caliper’s unvested restricted stock units outstanding immediately prior to the Effective Time was cancelled in exchange for the right to receive a cash amount equal to the Merger Consideration multiplied by the number of shares of Caliper’s common stock that are subject to the restricted stock unit.

As a result of the Merger, the Company acquired 100% of the outstanding voting securities of Caliper for a total net purchase price of approximately \$600 million.

The foregoing description of the Merger Agreement is qualified in its entirety by reference to the full text of the Merger Agreement, which is filed as Exhibit 2.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01. Other Events.

On November 7, 2011, the Company issued a press release announcing the completion of the acquisition of Caliper, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.**(a) Financial Statements of Businesses Acquired**

The financial statements required by this item are not being filed herewith. To the extent such information is required by this item, they will be filed with the Securities and Exchange Commission (the “SEC”) by amendment to this Current Report on Form 8-K no later than 71 days after the date on which this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information

The pro forma financial information required by this item is not being filed herewith. To the extent such information is required by this item, it will be filed with the SEC by amendment to this Current Report on Form 8-K no later than 71 days after the date on which this Current Report on Form 8-K is required to be filed.

(d) Exhibits

See the Exhibit Index attached to this Current Report on Form 8-K, which is incorporated herein by reference.

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.

PERKINELMER, INC.

Date: November 7, 2011

/s/ Joel S. Goldberg

Joel S. Goldberg

Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated September 7, 2011, by and among PerkinElmer, Inc., PerkinElmer Hopkinton Co. and Caliper Life Sciences, Inc. (incorporated by reference to Exhibit 2.1 to PerkinElmer, Inc.' s Current Report on Form 8-K filed on September 13, 2011)
99.1	Press Release issued by PerkinElmer, Inc. on November 7, 2011



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FOR IMMEDIATE RELEASE

PerkinElmer Completes Acquisition of Caliper Life Sciences

WALTHAM, Mass. - November 7, 2011 - PerkinElmer, Inc. (NYSE: PKI), a global leader focused on improving the health and safety of people and the environment, today announced that the Company has completed its acquisition of Caliper Life Sciences, Inc. (NASDAQ: CALP), a Hopkinton, Massachusetts-based leader in imaging and detection solutions for life sciences research, diagnostics and environmental markets. In September, PerkinElmer announced its intent to acquire Caliper for \$10.50 per share, for a total net purchase price of approximately \$600 million in cash.

Robert F. Friel, chairman and chief executive officer, PerkinElmer, said, “The integration of Caliper into our organization will further strengthen PerkinElmer’s position in personalized medicine. The acquisition will enhance our ability to provide customers with the complementary technologies, services and knowledge they need to drive innovation from *in vivo* to *in vitro* imaging, and provide expanded offerings across our biomedical, diagnostics, environmental and food safety end-markets.”

Friel added, “I am also very pleased to welcome Kevin Hrusovsky, who was Caliper’s CEO, to PerkinElmer. Kevin will lead a newly combined \$500 million business, which integrates the former Caliper organization with PerkinElmer’s existing research business. Kevin’s deep industry expertise and successful track record in leading Caliper will provide PerkinElmer with an even stronger foundation as we help customers to develop life-saving and enhancing diagnostics and therapeutics.”

Kevin Hrusovsky said, “We are very excited about the opportunities ahead of us following the combination of two highly successful businesses. Our shared vision for giving customers the tools and insights they need to understand the origins of disease, create new therapies, and transform personalized medicine, is a compelling road map for success as we move forward together.”

Factors Affecting Future Performance

This press release contains “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements relating

to estimates and projections of future earnings per share, cash flow and revenue growth and other financial results, developments relating to our customers and end-markets, and plans concerning business development opportunities and divestitures. Words such as “believes,” “intends,” “anticipates,” “plans,” “expects,” “projects,” “forecasts,” “will” and similar expressions, and references to guidance, are intended to identify forward-looking statements. Such statements are based on management’s current assumptions and expectations and no assurances can be given that our assumptions or expectations will prove to be correct. A number of important risk factors could cause actual results to differ materially from the results described, implied or projected in any forward-looking statements. These factors include, without limitation: (1) markets into which we sell our products declining or not growing as anticipated; (2) fluctuations in the global economic and political environments; (3) our failure to introduce new products in a timely manner; (4) our ability to execute acquisitions and license technologies, or to successfully integrate acquired businesses and licensed technologies into our existing business or to make them profitable, or successfully divest businesses; (5) our failure to adequately protect our intellectual property; (6) the loss of any of our licenses or licensed rights; (7) our ability to compete effectively; (8) fluctuation in our quarterly operating results and our ability to adjust our operations to address unexpected changes; (9) significant disruption in third-party package delivery and import/export services or significant increases in prices for those services; (10) disruptions in the supply of raw materials and supplies; (11) the manufacture and sale of products exposing us to product liability claims; (12) our failure to maintain compliance with applicable government regulations; (13) regulatory changes; (14) our failure to comply with healthcare industry regulations; (15) economic, political and other risks associated with foreign operations; (16) our ability to retain key personnel; (17) significant disruption in our information technology systems; (18) our ability to obtain future financing; (19) restrictions in our credit agreements; (20) our ability to realize the full value of our intangible assets; (21) significant fluctuations in our stock price; (22) reduction or elimination of dividends on our common stock; and (23) other factors which we describe under the caption “Risk Factors” in our most recent quarterly report on Form 10-Q and in our other filings with the Securities and Exchange Commission. We disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this press release.

About PerkinElmer, Inc.

PerkinElmer, Inc. is a global leader focused on improving the health and safety of people and the environment. The Company reported revenue of approximately \$1.7 billion in 2010, has about 7,000 employees serving customers in more than 150 countries, and is a component of the S&P 500 Index. Additional information is available through 1-877-PKI-NYSE, or at www.perkinelmer.com.

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