

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **1999-07-27** | Period of Report: **1999-07-12**  
SEC Accession No. **0001047469-99-028709**

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### FILER

#### **METRA BIOSYSTEMS INC**

CIK: **888999** | IRS No.: **330408436** | State of Incorpor.: **CA** | Fiscal Year End: **0630**  
Type: **8-K** | Act: **34** | File No.: **000-26234** | Film No.: **99670914**  
SIC: **2835** In vitro & in vivo diagnostic substances

Mailing Address  
265 NORTH WHISMAN RD  
MOUNTAIN VIEW CA  
940433911

Business Address  
265 N WHISMAN RD  
MOUNTAIN VIEW CA 94043  
4159039100

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): JULY 12, 1999

METRA BIOSYSTEMS, INC.

(Exact Name of Registrant as Specified in Charter)

<TABLE>			
<S>	<C>	<C>	
California	0-26234	33-0408436	
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)	
10165 McKellar Court, San Diego, California		92121	
(Address of Principal Executive Offices)		(Zip Code)	
</TABLE>			

Registrant's telephone number, including area code: (619) 552-1100

265 North Whisman Road, Mountain View, California 94043

(Former Name or Former Address, if Changed Since Last Report)

ITEM 1. CHANGES IN CONTROL OF REGISTRANT.

(A)

On July 12, 1999, Quidel Corporation, through its wholly owned subsidiary, MBS Acquisition Corporation, completed its \$1.78 per share tender offer for the outstanding shares of common stock, and the associated rights, of Metra Biosystems, Inc. The details of the tender offer were disclosed in a Tender Offer Statement on Schedule 14D-1, filed with the SEC on June 9, 1999 and subsequently amended (the "Schedule 14D-1"), which is incorporated herein by reference, and also in a Solicitation/Recommendation Statement on Schedule 14D-9, filed with the SEC on June 9, 1999. According to the Depositary's final report, 11,864,978 shares were validly tendered and not withdrawn as of the expiration of the tender offer, representing approximately 93% of the outstanding Metra Biosystems shares.

MBS Acquisition Corporation purchased all of the shares validly tendered according to the terms of the tender offer. Because MBS Acquisition Corporation owns more than 90% of the outstanding Metra Biosystems shares, Quidel intends to acquire the remaining Metra Biosystems shares by way of a "short-form" merger, without any action required by Metra Biosystems' shareholders.

The source of the funds used to acquire the Metra Biosystems shares was previously disclosed in the Schedule 14D-1. The definitive agreements relating to the financing used to acquire the Metra Biosystems shares were filed as exhibits to Quidel's Current Report on Form 8-K, filed with the SEC on July 23,

1999, which are incorporated herein by reference.

(B)

None.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(C) EXHIBITS.

The following exhibits are filed with this Current Report on Form 8-K:

<TABLE>	<CAPTION>	EXHIBIT	NUMBER	DESCRIPTION
<C>	<S>			
		10.1*		Business Loan Agreement, dated as of July 12, 1999, by and between Bank of America National Trust and Savings Association and Quidel Corporation
		10.2*		Security Agreement, dated as of July 12, 1999, by and among Bank of America National Trust and Savings Association, Quidel Corporation, MBS Acquisition Corporation, and Pacific Biotech, Inc.
		10.3*		Subsidiary Guaranty, dated as of July 12, 1999, by MBS Acquisition Corporation and Pacific Biotech, Inc.
		10.4*		Cash Collateral Agreement, dated as of July 12, 1999, by and between Bank of America National Trust and Savings Association and Metra Biosystems, Inc.

\* Incorporated by reference to Quidel Corporation's Current Report on Form 8-K, filed with the SEC on July 23, 1999.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

METRA BIOSYSTEMS, INC.,  
A CALIFORNIA CORPORATION

<TABLE>	<C>	<C>	/s/ CHARLES J. CASHION
<S>	By:	-----	
		Charles J. Cashion SECRETARY	

Date: July 27, 1999