

Alere Informatics, Inc
Form S-4/A
July 02, 2013
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As filed with the Securities and Exchange Commission on July 1, 2013

Registration No. 333-187776

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

to

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ALERE INC.

See Table of Additional Registrants Below

(Exact name of registrant as specified in its charter)

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Delaware (State or Other Jurisdiction of Incorporation or Organization)	2835 (Primary Standard Industrial Classification Code) 51 Sawyer Road, Suite 200 Waltham, Massachusetts 02453 (781) 647-3900	04-3565120 (I.R.S. Employer Identification Number)
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(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Ron Zwanziger
Chairman, Chief Executive Officer and President
51 Sawyer Road, Suite 200
Waltham, Massachusetts 02453
(781) 647-3900

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

With copies to:

John D. Patterson, Jr., Esq.
John D. Hancock, Esq.
Foley Hoag LLP
155 Seaport Boulevard
Boston, Massachusetts 02210
(617) 832-1000

Jay McNamara, Esq.
Senior Counsel, Corporate & Finance
Alere Inc.
51 Sawyer Road, Suite 200
Waltham, Massachusetts 02453
(781) 647-3900

Approximate date of commencement of proposed sale to the public: As soon as possible after the effective date of this registration statement.

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If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The direct and indirect wholly owned domestic subsidiaries of Alere Inc. listed in the table below are expected to guarantee the debt securities issued pursuant to this registration statement. The address, including zip code, and telephone number, including area code, of each of the co-registrants is 51 Sawyer Road, Suite 200, Waltham, Massachusetts, 02453, (781) 647-3900.

Exact Name of Additional Registrant as Specified in its Charter	State or Other	I.R.S. Employer Identification Number
	Jurisdiction of Incorporation or Organization	
Alere Accountable Care Solutions, LLC	Delaware	45-4003108
Alere Health, LLC	Delaware	26-2564744
Alere Health Improvement Company	Delaware	22-3493126
Alere Healthcare of Illinois, Inc.	Georgia	58-2068880
Alere Home Monitoring, Inc.	Delaware	20-0391730
Alere Informatics, Inc.	Virginia	54-1708417
Alere International Holding Corp.	Delaware	20-0963463
Alere North America, LLC	Delaware	26-1444559
Alere of New York, Inc.	New York	58-1873062
Alere San Diego, Inc.	Delaware	33-0288606
Alere Scarborough, Inc.	Delaware	20-2507302
Alere Toxicology Services, Inc.	Louisiana	72-0846066
Alere US Holdings, LLC	Delaware	26-0349667
Alere Wellbeing, Inc.	Delaware	20-0231080
Alere Wellology, Inc.	Delaware	54-1776557
Alere Women's and Children's Health, LLC	Delaware	58-2205984
Ameditech Inc.	California	33-0859551
ATS Laboratories, Inc.	Delaware	45-3168051
Avee Laboratories, Inc.	Florida	26-3693303
Binax, Inc.	Delaware	36-4668096
Biosite Incorporated	Delaware	27-2104785
eScreen, Inc.	Delaware	95-4810460
First Check Diagnostics, LLC	Delaware	20-8329751
Global Analytical Development LLC	Florida	27-2047994
Innovacon, Inc.	Delaware	20-1100264
Instant Technologies, Inc.	Virginia	54-1837621
Inverness Medical, LLC	Delaware	26-0392649
Ionian Technologies, Inc.	Delaware	91-2089242
Laboratory Specialists of America, Inc.	Oklahoma	73-1451065
Pembroke Occupational Health, Inc.	Virginia	54-1522061
Quality Assured Services, Inc.	Florida	59-3437644
Redwood Toxicology Laboratory, Inc.	California	68-0332937
RTL Holdings, Inc.	Delaware	20-4371685
Screen Tox, Inc.	Florida	26-3247189
Selfcare Technology, Inc.	Delaware	04-3383533
Standing Stone, Inc.	Delaware	06-1575899
ZyCare, Inc.	North Carolina	56-1398496

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offering is not permitted.

SUBJECT TO COMPLETION, DATED July 1, 2013

Prospectus

ALERE INC.

OFFER TO EXCHANGE

ALL \$450,000,000 AGGREGATE PRINCIPAL AMOUNT OF

UNREGISTERED 7.250% SENIOR NOTES DUE 2018

ISSUED ON DECEMBER 11, 2012

FOR

UP TO \$450,000,000 AGGREGATE PRINCIPAL AMOUNT OF

7.250% SENIOR NOTES DUE 2018

THAT HAVE BEEN REGISTERED

UNDER THE SECURITIES ACT OF 1933

This exchange offer and withdrawal rights will expire at 5:00 p.m.,

New York City time, on August 8, 2013, unless extended.

We are offering to exchange any and all of our outstanding unregistered 7.250% Senior Notes due 2018 that we issued on December 11, 2012, referred to in this prospectus as the old notes, for up to \$450.0 million aggregate principal amount of our new 7.250% Senior Notes due 2018 that have been registered under the Securities Act of 1933, which we refer to in this prospectus as the new notes and, collectively with the old notes, the 2012 senior notes. We issued the old notes in a transaction not requiring registration under the Securities Act. We are offering you new notes, with terms substantially identical to those of the old notes, in exchange for old notes in order to satisfy our obligations under a registration rights agreement into which we entered in connection with the offering and sale of the old notes.

Certain Material Terms of the Exchange Offer

The terms of the new notes are identical in all material respects to the terms of the old notes, except that the terms with respect to transfer restrictions, registration rights and payments of additional interest that relate to the old notes will be inapplicable to the new notes, and the new notes will bear different CUSIP and ISIN numbers than the old notes.

The new notes will be fully and unconditionally guaranteed, jointly and severally, on a senior basis, subject to certain exceptions, by all of our domestic subsidiaries that guarantee certain of our other indebtedness.

The exchange offer expires at 5:00 p.m., New York City time, on August 8, 2013, which we refer to as the expiration time and the expiration date, respectively, unless extended by us.

Subject to the terms of this exchange offer, we will exchange all of the old notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

You may withdraw your tender of old notes at any time before the expiration of this exchange offer.

If you do not properly tender your old notes, you will continue to hold unregistered notes that you will not be able to transfer freely.

The exchange of old notes for new notes generally will not be a taxable event for U.S. federal income tax purposes.

We do not intend to list the new notes on any national securities exchange or seek approval for quotation through any automated trading system.

We will not receive any proceeds from this exchange offer.

All broker-dealers must comply with the registration and prospectus delivery requirements of the Securities Act.

See the section entitled Risk Factors that begins on page 12 for a discussion of the risks that you should carefully consider before tendering your old notes for exchange.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2013

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Each broker-dealer that receives new notes for its own account in connection with the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, if requested by such a broker-dealer, for a period of 45 days, subject to extension under certain circumstances, after the date of effectiveness of the registration statement of which this prospectus forms a part (or such earlier date on which such broker-dealers no longer hold any old notes), we will make this prospectus, as amended and supplemented, available to any broker-dealer for use in connection with any such resale. See Plan of Distribution. The letter of transmittal delivered with this prospectus states that a broker-dealer, by acknowledging that it will deliver and by delivering a prospectus, will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended, or the Securities Act.

We have not authorized any broker, dealer or other person to give any information other than that contained or incorporated by reference in this prospectus. You must not rely upon any information not contained or incorporated by reference in this prospectus as if we had authorized it. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which it relates, nor does this prospectus constitute an offer to sell or a solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC. We may add, update or change any information contained in this prospectus through a prospectus supplement or another document incorporated by reference into this prospectus. You should read this prospectus and any prospectus supplement, as well as any post-effective amendments to the registration statement of which this prospectus is a part, together with the additional information described under **Incorporation of Documents by Reference** and **Where You Can Find More Information**, before you make any investment decision.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus. We are offering to exchange old notes for new notes only in jurisdictions where such offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any actual exchange of old notes for new notes.

Unless otherwise stated or unless the context otherwise requires, all references to **we**, **us**, **our**, **our company** or **the Company** in this prospectus refer collectively to Alere Inc., a Delaware corporation, and its subsidiaries, and their respective predecessor entities for the applicable periods, considered as a single enterprise.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-4 under the Securities Act with respect to the new notes offered hereby. This prospectus, which is a part of the registration statement, does not contain all of the information contained in the registration statement, as amended, or the exhibits and schedules filed with the registration statement. For further information with respect to us and the new notes offered hereby, please see the registration statement, as amended, and the exhibits and schedules filed with the registration statement. Each statement contained in this prospectus regarding the contents of any contract or any other document that is filed as an exhibit to the registration statement is qualified in all respects by reference to the full text of such contract or other document filed as an exhibit to the registration statement. A copy of the registration statement, as amended, and the exhibits and schedules filed with the registration statement may be inspected without charge at the public reference room maintained by the SEC, located at 100 F Street, NE, Washington, D.C. 20549, and copies of all or any part of the registration statement may be obtained from such offices upon the payment of the fees prescribed by the SEC. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. The SEC also maintains an internet website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of the website is www.sec.gov.

We are subject to the information and periodic reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and we file annual, quarterly and periodic reports, proxy statements and other information with the SEC. Such reports, proxy statements and other information are available for inspection and copying at the public reference room and website of the SEC referred to above.

This prospectus incorporates important business and financial information about our company that is not included in or delivered with this document. You may request a copy of this information and the filings we mention above, at no cost, by writing or calling us at Alere Inc., 51 Sawyer Road, Suite 200, Waltham, Massachusetts, 02453, telephone (781) 647-3900, Attention: Secretary.

To obtain timely delivery of any copies of filings requested, please write or call us no later than August 3, 2013, five days prior to the expiration of the exchange offer.

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SUMMARY

This summary highlights the information appearing elsewhere or incorporated by reference in this prospectus. Because it is only a summary, it does not contain all the information that may be important to you or that you should consider before exchanging your old notes for new notes. You should carefully read this entire prospectus, including the Risk Factors section, and the documents incorporated by reference in the prospectus and should consult with your own legal and tax advisors to understand fully the terms of the exchange offer and the new notes.

OUR COMPANY

General

Alere Inc. enables individuals to take greater control of their health at home, under the supervision of their healthcare providers, by combining near-patient diagnostics, health monitoring capabilities, and information technology solutions. A leading global provider of point-of-care diagnostics and services, we have developed a strong commercial presence in cardiology, infectious disease, toxicology, and diabetes. Our products and services help healthcare practitioners make earlier, more effective treatment decisions and improve outcomes for individuals living with chronic disease. Our portfolio also includes a broad array of health information solutions that increase access to critical health data, provide clinical decision support, and facilitate more comprehensive performance reporting and analysis. We believe that the integration of these solutions with our novel diagnostics and monitoring services positions us to enable customers to reduce the healthcare costs associated with managing chronic disease considerably, addressing what may be the greatest burden faced by most health systems around the world today.

Alere Inc. is a Delaware corporation. Our principal executive offices are located at 51 Sawyer Road, Suite 200, Waltham, Massachusetts 02453 and our telephone number is (781) 647-3900. Our website is www.alere.com. The information found on our website is not part of this prospectus.

Additional Information

For a more complete description of our business, you should refer to our annual report on Form 10-K for our fiscal year ended December 31, 2012 and to our quarterly report on Form 10-Q for our fiscal quarter ended March 31, 2013.

SUMMARY OF THE TERMS OF THE EXCHANGE OFFER

On December 11, 2012, we completed the private offering of \$450.0 million aggregate principal amount of old notes. As part of that offering, we entered into a registration rights agreement with Jefferies & Company, Inc., Goldman, Sachs & Co. and Credit Suisse Securities (USA) LLC, as representatives of the initial purchasers of the old notes, in which we agreed, among other things, to deliver this prospectus to you and to conduct an exchange offer for the old notes. Below is a summary of the exchange offer.

Old Notes

7.250% Senior Notes due 2018 that were issued on December 11, 2012.

New Notes

Up to \$450.0 million aggregate principal amount of our 7.250% Senior Notes due 2018. The terms of the new notes are identical in all material respects to the terms of the old notes, except that the terms with respect to transfer restrictions, registration rights

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and payments of additional interest that relate to the old notes will be inapplicable to the new notes, and the new notes will bear different CUSIP and ISIN numbers than the old notes. After payment of the unpaid additional interest that has accrued on the old notes, if any, the additional interest provisions relating to the old notes will not apply. The new notes will be issued under and governed by the indenture dated as of August 11, 2009, between Alere Inc., as issuer, and The Bank of New York Mellon Trust Company, N.A., as trustee, as supplemented by a fifteenth supplemental indenture dated as of December 11, 2012, among Alere Inc., as issuer, the guarantors named therein, as guarantors, and The Bank of New York Mellon Trust Company, N.A., as trustee, and a sixteenth supplemental indenture dated as of April 3, 2013, among Alere, Inc., as issuer, the guarantors named therein, as guarantors, and The Bank of New York Mellon Trust Company, N.A., as trustee, and as may be further supplemented from time to time, under which we issued the old notes, which we refer to in this prospectus as the indenture. The new notes and the old notes will be treated as a single class of notes under the indenture.

The Exchange Offer

We are offering to exchange our old notes for a like amount of new notes in minimum denominations of \$2,000 and integral multiples of \$1,000. In order to be exchanged, an old note must be properly tendered and accepted. All old notes that are validly tendered and not withdrawn will be exchanged. As of the date of this prospectus, there is \$450.0 million aggregate principal amount of old notes outstanding. We will issue new notes promptly after the expiration of the exchange offer.

Expiration Date and Time

The exchange offer will expire at 5:00 p.m., New York City time, on August 8, 2013 unless we extend the exchange offer. If for any reason, including an extension by us, the exchange offer is not consummated on or before September 7, 2013, we may be required to pay additional interest on the old notes.

Conditions to the Exchange Offer

The exchange offer is subject to certain conditions, some of which may be waived by us. See [The Exchange Offer Conditions to the Exchange Offer](#) for information regarding the conditions to the exchange offer.

Procedures for Tendering Old Notes

The old notes were issued as global securities. Beneficial interests that are held by direct or indirect participants in The Depository Trust Company, or DTC, are shown on, and transfers of the old notes can be made only through, records maintained in book-entry form by DTC with respect to its participants.

If you are a holder of old notes held in book-entry form and you wish to tender your old notes pursuant to the exchange offer, you must transmit to the exchange agent, before the expiration time either:

a written or facsimile copy of an executed letter of transmittal and all other required documents to the address set forth on the cover page of the letter of transmittal; or

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a computer-generated message transmitted by means of DTC's Automated Tender Offer Program system in which you acknowledge and agree to be bound by the terms of the letter of transmittal and which, when received by the exchange agent, forms a part of a confirmation of book-entry transfer.

The exchange agent must also receive before the expiration time a timely confirmation of the book-entry transfer of your old notes into the exchange agent's account at DTC, in accordance with the procedures described for book-entry transfer in this prospectus under the heading "The Exchange Offer - Procedures for Tendering Old Notes."

By tendering your old notes, you will represent to us in writing that, among other things:

you are not an affiliate (as defined in Rule 405 under the Securities Act) of us or any subsidiary guarantor of the new notes, or if you are an affiliate, you will comply with the registration and prospectus delivery requirements under the Securities Act to the extent applicable;

you are not participating, do not intend to participate and have no arrangement or understanding with any person to participate in the distribution (within the meaning of the Securities Act) of the new notes in violation of the provisions of the Securities Act;

you will receive the new notes in the ordinary course of your business;

if you are not a broker-dealer, you are not engaged in, and do not intend to engage in, a distribution of new notes; and

if you are a broker-dealer that will receive new notes for your own account in exchange for old notes acquired as a result of market-making or other trading activities, which we refer to as a participating broker-dealer, you will deliver a prospectus in connection with any resale of such new notes.

If any of these conditions are not satisfied and you transfer any new notes issued to you in the exchange offer without delivering a prospectus meeting the requirements of the Securities Act or without an exemption from registration from these requirements, you may incur liability under the Securities Act. We will not assume, nor will we indemnify you against, any such liability.

Special Procedures for Beneficial Owners

If you are the beneficial owner of book-entry interests in outstanding notes and your name does not appear on a security position listing of DTC as the holder of those book-entry interests or you own a beneficial interest in outstanding old notes that are registered in the name of a broker, dealer, commercial bank, trust company or other

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nominee and you wish to tender, you should contact the registered holder promptly and instruct the registered holder to tender on your behalf.

If you are a beneficial owner who wishes to tender on the registered holder's behalf, prior to completing and executing the letter of transmittal and delivering the old notes, you must either make appropriate arrangements to register ownership of the old notes in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time. See "The Exchange Offer Procedures for Tendering Old Notes."

Guaranteed Delivery Procedures

If you wish to tender your old notes in the exchange offer but the required documentation cannot be completed by the expiration time or the procedures for book-entry transfer cannot be completed on a timely basis, you must tender your old notes according to the guaranteed delivery procedures described in "The Exchange Offer Procedures for Tendering Old Notes - Guaranteed Delivery."

Effect of Not Tendering

Old notes that are not tendered or that are tendered but not accepted will, following the completion of the exchange offer, continue to be subject to the existing restrictions on transfer of the old notes.

The trading market for old notes not exchanged in the exchange offer may be significantly more limited after the exchange offer. Therefore, if your old notes are not tendered and accepted in the exchange offer, it may be more difficult for you to sell or transfer your unexchanged old notes.

Furthermore, you will not generally be able to require us to register your old notes under the Securities Act and you will not be able to resell, offer to resell or otherwise transfer your old notes unless they are registered under the Securities Act or unless you resell, offer to resell or otherwise transfer them under an exemption from the registration requirements of, or in a transaction not subject to, the Securities Act.

Broker-Dealers

Each broker-dealer that receives new notes for its own account in connection with the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, if requested by such a broker-dealer prior to the expiration of the exchange offer, for a period ending upon the earlier of the 45th day after the date of effectiveness of the registration statement of which this prospectus forms a part or such earlier time as such broker-dealers no longer own any old notes,

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unless such period is extended pursuant to the registration rights agreement, we will make this prospectus, as amended or supplemented, available to any broker-dealer for use in connection with any such resale. See Plan of Distribution. The letter of transmittal delivered with this prospectus states that a broker-dealer, by acknowledging that it will deliver and by delivering a prospectus, will not be deemed to admit that it is an underwriter within the meaning of the Securities Act.

Any broker-dealer who acquired old notes directly from us may not rely on interpretations of the staff of the SEC to the foregoing effect and must instead comply with the registration requirements and prospectus delivery requirements of the Securities Act (including being named as a selling securityholder) in order to resell the old notes or the new notes.

Withdrawal Rights

You may withdraw your tender of old notes at any time before the expiration time. To withdraw, the exchange agent must receive a notice of withdrawal at its address indicated under The Exchange Offer Exchange Agent before the expiration time. We will return to you, without charge, promptly after the expiration or termination of the exchange offer any old notes that you tendered but that were not accepted for exchange or that you tendered and withdrew prior to the expiration time.

Interest Payments on the New Notes

The new notes will bear interest from the most recent date through which interest has been paid on the old notes. If your old notes are accepted for exchange, then you will receive interest on the new notes (including any accrued but unpaid additional interest on the old notes) and not on the old notes.

Registration Rights Agreement

In connection with the offering of the old notes, we and the guarantor subsidiaries and Jefferies & Company, Inc., Goldman, Sachs & Co. and Credit Suisse Securities (USA) LLC, as representatives of the initial purchasers in the offering, entered into a registration rights agreement that granted the holders of the old notes issued in the offering certain exchange and registration rights. Specifically, in the registration rights agreement, we agreed to file, on or before May 10, 2013, the registration statement of which this prospectus forms a part with respect to a registered offer to exchange the old notes for the new notes. We also agreed to use our commercially reasonable efforts to have this registration statement declared effective by the SEC on or before August 8, 2013. We also agreed to use our commercially reasonable efforts to consummate the exchange offer on or before September 7, 2013. If we fail to fulfill any of these obligations under the registration rights agreement, additional interest will accrue on the old notes at a rate of 0.25% per annum for the first 90-day period immediately following failure to meet any of the deadlines listed above. The amount of the additional interest will increase by an additional 0.25% per annum with respect to each subsequent 90-day

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period up to a maximum amount of additional interest of 1.00% per annum, from and including the date on which any of the deadlines listed above were not met to, but excluding, the earlier of (1) the date on which all registration defaults have been cured or (2) the date on which all of the old notes otherwise become freely transferable by holders other than affiliates of us or any guarantor subsidiary without further registration under the Securities Act.

Tax Consequences

Your exchange of old notes for new notes will not be treated as a taxable exchange for United States federal income tax purposes. See [Material United States Federal Income Tax Consequences](#).

Accounting Treatment

The new notes will be recorded at the same carrying value as the old notes, and we will not recognize any gain or loss from the exchange offer for accounting purposes. See [The Exchange Offer Accounting Treatment](#).

Acceptance of Old Notes and Delivery of New Notes Subject to the conditions stated in [The Exchange Offer Conditions to the Exchange Offer](#), we will accept for exchange any and all old notes that are properly tendered and not withdrawn in the exchange offer at or before the expiration time. The new notes issued pursuant to this exchange offer will be delivered promptly following the expiration time. See [The Exchange Offer Procedures for Tendering Old Notes](#).

Exchange Agent

We have appointed The Bank of New York Mellon Trust Company, N.A. as the exchange agent for the exchange offer. The mailing address and telephone number of the exchange agent are: The Bank of New York Mellon Trust Company, N.A., c/o BNY Mellon, Attention: Christopher Landers, Corporate Trust Reorg., 111 Sanders Creek Parkway, East Syracuse, NY 13057, 315-414-3362. See [The Exchange Offer Exchange Agent](#).

Fees and Expenses

We will pay all expenses related to this exchange offer. See [The Exchange Offer Fees and Expenses](#).

Use of Proceeds

We will not receive any cash proceeds from the issuance of the new notes. In consideration for issuing the new notes in exchange for old notes as described in this prospectus, we will receive old notes of like principal amount. The old notes surrendered in exchange for the new notes will be retired and canceled.

Risk Factors

You should carefully consider all information in this prospectus and the documents incorporated by reference herein. In particular, you should evaluate the specific risk factors set forth in the section entitled [Risk Factors](#) in this prospectus for a discussion of risks relating to our business and an investment in the new notes.

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SUMMARY OF TERMS OF THE NEW NOTES

The following summary describes the principal terms of the new notes. The following description is subject to important limitations and exceptions. The Description of New Notes section of this prospectus contains a more detailed description of the new notes than this summary section.

Issuer	Alere Inc., a Delaware corporation.
Notes Offered	Up to \$450.0 million aggregate principal amount of our 7.250% Senior Notes due 2018. The terms of the new notes are identical in all material respects to the terms of the old notes, except that the terms with respect to transfer restrictions, registration rights and payments of additional interest that relate to the old notes will be inapplicable to the new notes, and the new notes will bear different CUSIP and ISIN numbers than the old notes. After payment of the unpaid additional interest that has accrued on the old notes, if any, the additional interest provisions relating to the old notes will not apply. The new notes will be issued under and governed by the indenture dated as of August 11, 2009, between Alere Inc., as issuer, and The Bank of New York Mellon Trust Company, N.A., as trustee, as supplemented by a fifteenth supplemental indenture dated as of December 11, 2012, among Alere Inc., as issuer, the guarantors named therein, as guarantors, and The Bank of New York Mellon Trust Company, N.A., as trustee, and a sixteenth supplemental indenture dated as of April 3, 2013, among Alere Inc., as issuer, the guarantors named therein, as guarantors, and The Bank of New York Mellon Trust Company, N.A., as trustee, and as may be further supplemented from time to time, under which we issued the old notes, which we refer to in this prospectus as the indenture. The new notes and the old notes will be treated as a single class of notes under the indenture.
Maturity Date	July 1, 2018.
Interest	7.250% per annum, payable semi-annually on June 15 and December 15 of each year, commencing June 15, 2013. Interest will accrue from the most recent date through which interest has been paid on the old notes.
Optional Redemption	We may, at our option, redeem the 2012 senior notes, in whole or part, at any time on or after December 15, 2015, at the redemption prices described in Description of New Notes Redemption Optional Redemption plus accrued and unpaid interest to (but excluding) the redemption date.

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Optional Redemption After Certain Equity Offerings

At any time (which may be more than once) until December 15, 2015, we can choose to redeem up to 35% of the 2012 senior notes, including any additional notes that may be issued under the indenture, with money that we raise in certain equity offerings, so long as:

we pay 107.250% of the face amount of the applicable 2012 senior notes, plus accrued and unpaid interest to (but excluding) the redemption date;

we redeem the applicable 2012 senior notes within 90 days of completing such equity offering; and

at least 65% of the aggregate principal amount of the 2012 senior notes (including any additional notes that may be issued under the indenture) remains outstanding afterwards.

See Description of New Notes Redemption Redemption with Proceeds from Equity Offerings.

Make-Whole Redemption

Prior to December 15, 2015, we may redeem some or all of the 2012 senior notes by the payment of a make-whole premium described under Description of New Notes Redemption Make-whole Redemption, plus accrued and unpaid interest to (but excluding) the redemption date.

Change of Control

If a change of control occurs, subject to certain conditions, we must give holders of the 2012 senior notes an opportunity to sell the 2012 senior notes to us at a purchase price of 101% of the principal amount of the 2012 senior notes, plus accrued and unpaid interest to (but excluding) the date of the purchase. See Description of New Notes Change of Control.

Guarantees

The payment of the principal, premium and interest on the 2012 senior notes is or will be fully and unconditionally guaranteed, jointly and severally, on a senior basis by, subject to certain exceptions, all of our current and future domestic subsidiaries that guarantee certain other of our indebtedness. A guarantee may be released if we dispose of the guarantor subsidiary, if the guarantor subsidiary ceases to guarantee certain other indebtedness of ours or any of our other subsidiaries, or if it is designated as an unrestricted subsidiary. See Description of New Notes Guarantees of the Notes.

Ranking

The new notes will be our general senior unsecured obligations and will be:

pari passu in right of payment with all of our existing and future senior indebtedness, including indebtedness arising under the old notes;

senior in right of payment to all of our existing and future subordinated indebtedness, including indebtedness arising under

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our 8.625% senior subordinated notes due 2018 (which we refer to as our 8.625% senior subordinated notes), our 6.500% senior subordinated notes due 2020 (which we refer to alone as our 6.5% senior subordinated notes and collectively with our 8.625% senior subordinated notes as our senior subordinated notes) and our 3.00% convertible senior subordinated notes due 2016 (which we refer to as our 3% convertible senior subordinated notes);

unconditionally guaranteed by the guarantor subsidiaries; see Description of New Notes Guarantees of the Notes;

