

INVITROGEN CORP  
Form S-4  
August 04, 2008  
Table of Contents

As filed with the Securities and Exchange Commission on August 4, 2008

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM S-4

### REGISTRATION STATEMENT

*UNDER THE SECURITIES ACT OF 1933*

## Invitrogen Corporation

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

2836  
(Primary Standard Industrial  
Classification Code Number)

33-0373077  
(I.R.S. Employer  
Identification No.)

Invitrogen Corporation

5791 Van Allen Way

Carlsbad, California 92008

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Telephone: (760) 603-7200

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

John A. Cottingham, Esq.

Senior Vice President, General Counsel and Secretary

Invitrogen Corporation

5791 Van Allen Way

Carlsbad, California 92008

Telephone: (760) 603-7200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*COPIES TO:*

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**Approximate date of commencement of proposed sale to the public:** As promptly as practicable after this Registration Statement becomes effective and upon consummation of the transactions described herein.

If the securities being registered on this form are to be 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. "

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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   
 Non-accelerated filer

Accelerated filer   
 Smaller reporting company

(Do not check if a smaller reporting company)

### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, par value \$0.01 per share	86,220,298	Not Applicable	\$ 6,866,498,797	\$ 269,853

- (1) Based on the maximum number of shares of common stock, par value \$0.01 per share, of the registrant, or Invitrogen, that may be issued in connection with the merger described in the enclosed joint proxy statement/prospectus, calculated as the product of (a) 189,787,142, the number of shares outstanding as of July 25, 2008, of the common stock, par value \$0.01 per share, of Applied Biosystems Inc., which is its sole outstanding class of common stock, multiplied by (b) 0.4543, the exchange ratio in the merger. Includes rights to acquire Series B Preferred Stock pursuant to the Rights Agreement, dated February 27, 2001, between Invitrogen Corporation and Fleet National Bank, or the Invitrogen Rights Agreement.
- (2) Pursuant to Rules 457(f)(1) and 457(c) of the Securities Act, the registration fee is based on the product of (a) \$36.18 (the average of the high and low sale prices of the common stock of Applied Biosystems Inc. on July 30, 2008 as quoted on the New York Stock Exchange), and (b) 189,787,142 (the maximum number of shares of the common stock of Applied Biosystems Inc. estimated to be converted into Invitrogen common stock pursuant to the merger).

**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 that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**Table of Contents**

**The information in this joint proxy statement/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 preliminary joint proxy statement/prospectus is not an offer to sell these securities and we are not soliciting any offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED AUGUST 4, 2008**

**PRELIMINARY JOINT PROXY STATEMENT/PROSPECTUS**

**PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT**

Dear Invitrogen and Applied Biosystems Stockholders:

The boards of directors of Invitrogen Corporation and Applied Biosystems Inc. have approved a merger in which the businesses of Invitrogen and Applied Biosystems will be combined. We are sending this joint proxy statement/prospectus to you to ask you to vote in favor of this merger and other matters.

If the merger is completed, Applied Biosystems stockholders will have the right to receive \$17.10 in cash and 0.4543 shares of common stock of Invitrogen for each share of Applied Biosystems stock held. Applied Biosystems stockholders also will have the option to elect to receive either all cash or all Invitrogen shares, subject to proration. If all or part of an Applied Biosystems stockholder's consideration is in the form of shares of Invitrogen common stock and the arithmetic average of the volume-weighted average price of Invitrogen common stock during the 20 consecutive trading days immediately preceding the third business day before the effective time of the merger is less than \$46.00 per share, such Applied Biosystems stockholder will also receive an additional cash payment. Based on the number of shares of common stock of Invitrogen and Applied Biosystems outstanding on June 11, 2008, the last trading day prior to the public announcement of the merger, Applied Biosystems stockholders will own approximately 45%, on a fully diluted basis, of the common stock of Invitrogen upon consummation of the merger.

Invitrogen common stock is listed on the NASDAQ Global Select Market under the symbol **IVGN**.

Applied Biosystems common stock is listed on the New York Stock Exchange under the symbol **ABI**.

**Your vote is very important.** We cannot complete the merger unless (1) the Invitrogen common stockholders vote to (a) approve the issuance of Invitrogen common stock in the merger and (b) amend Invitrogen's restated certificate of incorporation to increase the number of authorized shares of common stock and (2) Applied Biosystems stockholders vote to approve and adopt the merger agreement and approve the merger.

Invitrogen and Applied Biosystems each will hold a special meeting of stockholders to vote on proposals related to the merger. The special meetings of stockholders will be held at the dates, times and locations set forth below. Whether or not you plan to attend your company's meeting, please take the time to submit your proxy by completing and mailing the enclosed proxy card. If your shares of Invitrogen common stock or Applied Biosystems stock are held in an account with a bank, broker or other nominee, you must instruct your bank, broker or other nominee how to vote those shares.

**For Invitrogen stockholders:**

[ ], 2008 at [ ] [ ] time at the [ ]  
**The board of directors of Invitrogen recommends that Invitrogen stockholders vote FOR the issuance of Invitrogen common stock in the merger, FOR the amendment to the Invitrogen restated certificate of incorporation, and FOR any adjournment of the Invitrogen special meeting of stockholders, if necessary, to solicit additional proxies.**

**For Applied Biosystems stockholders:**

[ ], 2008 at [ ] [ ] time at the [ ]  
**The board of directors of Applied Biosystems recommends that Applied Biosystems stockholders vote FOR the approval and adoption of the merger agreement and approval of the merger and FOR any adjournment of the Applied Biosystems special meeting of stockholders, if necessary, to solicit additional proxies.**

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This document is a prospectus relating to the shares of Invitrogen common stock to be issued pursuant to the merger and a joint proxy statement for the boards of directors of Invitrogen and Applied Biosystems to solicit proxies for their respective special meetings of stockholders. It contains answers to frequently asked questions and a summary of the important terms of the merger, the merger agreement and other related matters, followed by a more detailed discussion.

**For a discussion of certain risk factors you should consider before voting on the proposed transaction, see Risk Factors.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the Invitrogen common stock to be issued pursuant to the merger or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

This joint proxy statement/prospectus is dated \_\_\_\_\_, 2008 and is first being mailed to stockholders of Invitrogen and Applied Biosystems on or about \_\_\_\_\_, 2008.



**Table of Contents**

**YOUR VOTE IS IMPORTANT**

**Even if you plan to attend the Invitrogen special meeting of stockholders in person, we request that you completely sign, date and return the enclosed proxy or voting instruction card in the postage-paid envelope provided, using the procedures in the voting instructions provided to you, and thus ensure that your shares will be represented at the Invitrogen special meeting of stockholders if you are unable to attend. No postage is required if mailed in the United States. If you do attend the Invitrogen special meeting of stockholders and wish to vote in person, you may revoke your proxy by voting your shares in person.**

Table of Contents

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**TO BE HELD [            ], 2008**

*To the Stockholders of Applied Biosystems Inc.:*

Applied Biosystems invites you to attend the special meeting of stockholders of Applied Biosystems Inc., a Delaware corporation formerly known as Applera Corporation, which will be held at [            ], on [            ], 2008 at [            ], local time, for the following purposes:

to consider and vote on a proposal to approve and adopt the Agreement and Plan of Merger, dated as of June 11, 2008, by and among Invitrogen Corporation, a Delaware corporation, Atom Acquisition, LLC, a Delaware limited liability company and a direct wholly-owned subsidiary of Invitrogen Corporation, and Applied Biosystems Inc. (formerly known as Applera Corporation), a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice, and to approve the merger of Applied Biosystems Inc. with and into Atom Acquisition, LLC; and

to vote upon an adjournment of the Applied Biosystems special meeting of stockholders, if necessary, to solicit additional proxies if there are not sufficient votes for the foregoing proposal.

Please refer to the accompanying joint proxy statement/prospectus for further information with respect to the business to be transacted at the Applied Biosystems special meeting of stockholders.

The close of business on [            ], 2008, has been fixed as the record date for the determination of stockholders entitled to notice of, and to vote at, the Applied Biosystems special meeting of stockholders or any adjournments or postponements thereof. Only holders of record at the close of business on the record date of the common stock of Applied Biosystems Inc., which is its sole outstanding class of common stock, are entitled to notice of, and to vote at, the Applied Biosystems special meeting of stockholders.

Approval and adoption of the Agreement and Plan of Merger require the affirmative vote of holders of a majority of the outstanding shares of the common stock of Applied Biosystems Inc. entitled to vote on the proposal.

**The board of directors of Applied Biosystems Inc. has approved the Agreement and Plan of Merger and the transactions contemplated thereby and recommends that you vote FOR adoption of the Agreement and Plan of Merger.**

**Whether or not you plan to attend the Applied Biosystems special meeting of stockholders, please complete, sign and date the enclosed proxy card and return it promptly in the enclosed postage-paid return envelope or submit your proxy by telephone or over the internet as soon as possible.** You may revoke the proxy at any time prior to its exercise in the manner described in the joint proxy statement/prospectus. Any stockholder of record present at the Applied Biosystems special meeting of stockholders, including any adjournment or postponement of such meeting, may revoke its proxy card and vote personally. If your shares are held in the name of a bank, broker or other fiduciary, please follow the instructions on the voting instruction card furnished by the record holder.

A list of the holders of the common stock of Applied Biosystems Inc. entitled to vote at the Applied Biosystems special meeting of stockholders will be available for examination by any stockholder, for any purpose germane to the special meeting, at the principal executive offices of Applied Biosystems Inc. at 301 Merritt 7, Norwalk, Connecticut 06851, for ten days prior to the special meeting, between the hours of 9:00 a.m. and 3:00 p.m., and at the special meeting during the entire time thereof.

By Order of the Board of Directors,



Thomas P. Livingston

*Vice President and Secretary*

Norwalk, Connecticut

[        ], 2008

**Table of Contents**

**REFERENCES TO ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates important business and financial information about Invitrogen and ABI from documents that are not included in or delivered with this document. You can obtain documents incorporated by reference in this document, other than certain exhibits to those documents, by requesting them in writing or by telephone from Invitrogen or ABI, as applicable, at the following address:

Invitrogen Corporation	Applied Biosystems Inc.
5791 Van Allen Way	301 Merritt 7
Carlsbad, California 92008	Norwalk, Connecticut 06851
Attn: Investor Relations	Attn: Corporate Secretary
(760) 603-7200	(203) 840-2000

If you are an Invitrogen stockholder, you also may obtain documents incorporated by reference in this joint proxy statement/prospectus by requesting them by writing to Invitrogen Corporation, 5791 Van Allen Way, Carlsbad, California 92008, or by calling (760) 603-7200, or contacting Invitrogen's proxy solicitor, at the following address and telephone number:

The Altman Group  
5524 Wedgewood, Ct.  
Lilburn, Georgia 30047  
(866) 530-8621

If you are an Applied Biosystems stockholder, you also may obtain documents incorporated by reference in this joint proxy statement/prospectus by requesting them by writing to Applied Biosystems Inc., 301 Merritt 7, Norwalk, Connecticut 06851, Attention: Corporate Secretary, or by calling (203) 840-2000, or contacting the proxy solicitor of ABI, at the following address and telephone number:

Morrow & Co., LLC  
470 West Avenue  
Stamford, Connecticut 06902  
(800) 607-0088

You will not be charged for any documents that you request. If you would like to request documents, please do so by \_\_\_\_\_, 2008 in order to receive timely delivery of the documents in advance of the special meeting of stockholders.

See [Additional Information Where You Can Find More Information](#) for a detailed description of the documents incorporated by reference into this joint proxy statement/prospectus.

Information contained on the websites of Invitrogen and ABI is expressly not incorporated by reference into this joint proxy statement/prospectus.

**Table of Contents**

**ABOUT THIS DOCUMENT**

This document, which forms part of a registration statement on Form S-4 filed with the U.S. Securities and Exchange Commission, which is referred to herein as the SEC, by Invitrogen (File No. 333- ), constitutes a prospectus of Invitrogen under Section 5 of the Securities Act of 1933, as amended, which is referred to as the Securities Act, with respect to the shares of Invitrogen common stock to be issued to Applied Biosystems stockholders in the merger pursuant to the merger agreement.

This document also constitutes a notice of meeting and a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, which is referred to as the Exchange Act, with respect to the Invitrogen special meeting of stockholders, at which Invitrogen stockholders will be asked to consider and vote upon certain proposals, including a proposal to approve the issuance of shares of Invitrogen common stock to Applied Biosystems stockholders in the merger pursuant to the merger agreement, to increase the number of authorized shares of common stock, and with respect to the Applied Biosystems special meeting of stockholders, at which Applied Biosystems stockholders will be asked to consider and vote upon a proposal to approve and adopt the merger agreement.

From 1999 until June 30, 2008, Applied Biosystems Inc., which was then known as Applera Corporation, had two classes of common stock that were intended to reflect the relative performance of its two business groups, the Applied Biosystems business group and the Celera business group (which was previously known as the Celera Genomics business group). On July 1, 2008, Applera Corporation completed the separation of its Celera business group into an independent publicly traded company known as Celera Corporation. Following the separation of its Celera business group, the Applied Biosystems business group was the only business of Applera Corporation, and Applera Corporation changed its name to Applied Biosystems Inc. In this document, unless the context requires otherwise, references to ABI for periods ended on or before July 1, 2008, refer to Applera Corporation, and references to ABI for periods after July 1, 2008, refer to Applied Biosystems Inc., after giving effect to the separation of its Celera business group and the name change referenced above. In addition, references to Applied Biosystems stock refer to the Applera Corporation Applied Biosystems Group Common Stock, par value \$0.01 per share, which after the separation of the Celera business group was ABI's sole outstanding class of common stock, and references to Applied Biosystems stockholders are to holders of Applied Biosystems stock. For more information regarding the separation of the Celera business group, see the section of this joint proxy statement/prospectus captioned The Merger Background of the Merger.

**Table of Contents**

**TABLE OF CONTENTS**

<u>QUESTIONS AND ANSWERS ABOUT THE MERGER AND SPECIAL MEETINGS OF STOCKHOLDERS OF INVITROGEN AND APPLIED BIOSYSTEMS</u>	1
<u>SUMMARY</u>	10
<u>The Companies</u>	10
<u>The Merger</u>	11
<u>Opinions of Financial Advisors</u>	15
<u>Ownership of Invitrogen after the Merger</u>	16
<u>Interests of Invitrogen’s Directors and Executive Officers in the Merger</u>	16
<u>Interests of ABI’s Directors and Executive Officers in the Merger</u>	17
<u>Management of Invitrogen After the Merger</u>	17
<u>Invitrogen Name Change</u>	17
<u>Listing of Invitrogen Common Stock and Delisting and Deregistration of Applied Biosystems Stock</u>	17
<u>Appraisal Rights</u>	18
<u>Conditions to Completion of the Merger</u>	18
<u>Regulatory Approvals</u>	19
<u>Financing Commitments</u>	19
<u>No Solicitation by Invitrogen or ABI</u>	20
<u>Termination of the Merger Agreement</u>	20
<u>Termination Fee</u>	21
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	21
<u>Accounting Treatment</u>	21
<u>Risk Factors</u>	22
<u>Comparison of Stockholder Rights and Corporate Governance Matters</u>	22
<u>Fees and Expenses</u>	22
<u>Summary Selected Historical Financial Data</u>	23
<u>RISK FACTORS</u>	28
<u>Risks Related to the Merger</u>	28
<u>Risks Related to the Combined Company</u>	34
<u>CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS</u>	37
<u>INFORMATION ABOUT INVITROGEN</u>	39
<u>INFORMATION ABOUT ABI</u>	40
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	41
<u>THE MERGER</u>	44
<u>THE MERGER AGREEMENT</u>	100
<u>Covenants and Agreements</u>	109
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER</u>	129
<u>COMPARATIVE STOCK PRICES AND DIVIDENDS</u>	133
<u>THE INVITROGEN SPECIAL MEETING OF STOCKHOLDERS</u>	135
<u>THE APPLIED BIOSYSTEMS SPECIAL MEETING OF STOCKHOLDERS</u>	140
<u>COMPARISON OF STOCKHOLDER RIGHTS AND CORPORATE GOVERNANCE MATTERS</u>	144
<u>ADDITIONAL INFORMATION</u>	156
<u>Stockholder Proposals</u>	156
<u>Legal Matters</u>	157
<u>Experts</u>	157
<u>Where You Can Find More Information</u>	157

**Table of Contents**

*Annexes*

<b>Annex A</b>	Agreement and Plan of Merger
<b>Annex B</b>	Opinion of Moelis & Company LLC
<b>Annex C</b>	Opinion of UBS Securities LLC
<b>Annex D</b>	Opinion of Morgan Stanley & Co. Incorporated
<b>Annex E</b>	Opinion of Greenhill & Co., LLC
<b>Annex F</b>	Form of Amendment to the Invitrogen Restated Certificate of Incorporation
<b>Annex G</b>	Section 262 of the General Corporation Law of the State of Delaware
<b>Annex H</b>	Unaudited Pro Forma Condensed Combined Financial Statements

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**Table of Contents**

**QUESTIONS AND ANSWERS ABOUT THE MERGER AND SPECIAL MEETINGS OF STOCKHOLDERS OF INVITROGEN AND APPLIED BIOSYSTEMS**

*The following are some questions that you, as a stockholder of Invitrogen or ABI, may have regarding the respective special meetings of stockholders of Invitrogen and ABI and brief answers to those questions. For more detailed information about the matters discussed in these questions and answers, see *The Invitrogen Special Meeting of Stockholders* and *Applied Biosystems Special Meeting of Stockholders*. Invitrogen and ABI urge you to read carefully the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the respective special meetings of stockholders. Additional important information is also contained in the Annexes to and the documents incorporated by reference in this joint proxy statement/prospectus.*

**Q: Why am I receiving this joint proxy statement/prospectus?**

A: You are receiving this joint proxy statement/prospectus because you are a stockholder of either Invitrogen or ABI as of the respective record date for the companies' special meetings of their stockholders. This joint proxy statement/prospectus is being used by the boards of directors of Invitrogen and ABI to solicit your proxy for use at the special meetings of stockholders of Invitrogen and Applied Biosystems. This joint proxy statement/prospectus also serves as the prospectus for shares of Invitrogen common stock to be issued in exchange for shares of Applied Biosystems stock in connection with the merger.

This joint proxy statement/prospectus contains important information about the proposed merger, the merger agreement and the special meetings of stockholders of Invitrogen and Applied Biosystems, which information you should read carefully before voting. The enclosed voting materials allow you to cause your shares of Invitrogen common stock or Applied Biosystems stock to be voted without attending the Invitrogen special meeting of stockholders or the Applied Biosystems special meeting of stockholders, as applicable, in person.

***About the Merger***

**Q: What will happen in the merger?**

A: The proposed merger will combine the businesses of Invitrogen and ABI. At the effective time of the merger, ABI will merge with and into Atom Acquisition, LLC, or Atom Acquisition, a direct wholly owned subsidiary of Invitrogen, and Atom Acquisition will be the surviving entity. As a result of the merger, ABI will cease to exist, and its businesses will be owned by Invitrogen, which will continue as a public company. Following the merger, the combined company is expected to be a global leader in biotechnology reagents and systems generating approximately \$3.5 billion in combined sales, with significant commercial, operational and technical scale, that Invitrogen's management believes will uniquely position the combined company to accelerate and drive new discoveries and commercial applications. Immediately following the merger, a newly formed corporation wholly owned by Invitrogen will merge with and into Invitrogen, with Invitrogen continuing as the surviving corporation, for the sole purpose of changing the name of Invitrogen to Applied Biosystems Inc.

**Q: What will I receive for my Applied Biosystems stock?**

A: In exchange for your shares of Applied Biosystems stock, you may make one of the following elections regarding the type of merger consideration you wish to receive for each share of Applied Biosystems stock:

mixed consideration election to receive \$17.10 in cash, without interest, and 0.4543 shares of Invitrogen common stock;

a cash election to receive \$38.00 in cash, without interest; or

a stock election to receive 0.8261 shares of Invitrogen common stock.

**Table of Contents**

If you make a cash election or a stock election, the form of merger consideration that you actually receive as an Applied Biosystems stockholder may be adjusted as a result of the proration procedures contained in the merger agreement as described in this joint proxy statement/prospectus under **The Merger Agreement Election Procedures; Allocation of Merger Consideration Allocation of Merger Consideration**. No guarantee can be made that you will receive the amount of cash consideration or stock consideration you elect. As a result of the proration procedures provided for in the merger agreement, as described in this joint proxy statement/prospectus, you may receive stock consideration or cash consideration in amounts that are different from the amounts you elect to receive.

If all or part of the consideration you elect to receive is in the form of shares of Invitrogen common stock and the arithmetic average of the volume-weighted average price of Invitrogen common stock during the 20 consecutive trading days immediately preceding the third business day before the effective time of the merger, or the 20-day VWAP of Invitrogen common stock, is less than \$46.00 per share, you will also receive an additional cash payment of up to \$1.05 per share if you elect mixed consideration, or up to \$1.91 per share if you elect stock consideration, as described in greater detail in this joint proxy statement/prospectus under **The Merger Agreement Merger Consideration Adjustment Based on Price of Invitrogen Shares**. If, however, the 20-day VWAP of Invitrogen common stock is less than \$43.69 per share, you will not receive any further cash above that referred to in the preceding sentence. There will not be any adjustment to the merger consideration if the 20-day VWAP of Invitrogen common stock is greater than \$46.00 per share. Applied Biosystems stockholders who receive only cash consideration will not receive any additional amounts.

**Q: Is the value of the per share consideration that I receive for my shares of Applied Biosystems stock expected to be substantially equivalent regardless of which election I make?**

A: The formulas that will be used to calculate the per share consideration are designed to equalize substantially the value of the consideration to be received for each share of Applied Biosystems stock in the merger at the time the calculation is made, regardless of whether you elect to receive a combination of cash and stock, all cash, all stock or do not make an election, for your shares of Applied Biosystems stock. If, however, the 20-day VWAP of Invitrogen common stock is less than \$43.69 per share, there will be no further cash adjustment to the stock election or mixed election consideration, and therefore Applied Biosystems stockholders electing to receive cash consideration may receive consideration with a higher value at the effective time of the merger, although these holders of Applied Biosystems stock will not participate in any future appreciation of the combined company.

**Q: How do I make an election for the type of merger consideration that I prefer to receive and when can I expect to receive the merger consideration?**

A: Each holder of record of Applied Biosystems stock as of the close of business on the record date for notice of the Applied Biosystems special meeting of stockholders was mailed an election form and other appropriate and customary transmittal materials at the same time that this joint proxy statement/prospectus was mailed. Each Applied Biosystems stockholder should specify (1) the number of shares of Applied Biosystems stock which such stockholder elects to have exchanged for mixed consideration of cash and Invitrogen common stock for each share of Applied Biosystems stock, (2) the number of shares of Applied Biosystems stock such stockholder elects to have exchanged for stock consideration in the merger, and (3) the number of shares of Applied Biosystems stock for which such stockholder elects to receive only cash consideration. Any Applied Biosystems stockholder who does not make an election to receive mixed consideration, stock consideration or cash consideration will be deemed to have made an election to receive mixed consideration.

**Q: What is the deadline for making an election?**

A: Your election, to be properly made, must be received by the exchange agent at its designated office by 5:00 p.m. New York City time on the date of the Applied Biosystems stockholders meeting or, if the closing date is more than four business days following the Applied Biosystems stockholders meeting, two days





**Table of Contents**

preceding the closing date of the merger. Invitrogen and ABI will publicly announce the anticipated election deadline at least five business days before the anticipated closing date of the merger. ABI will notify holders of Applied Biosystems stock of the election deadline at least seven days before the anticipated closing date of the merger.

**Q: What happens if I do not send a form of election or it is not received by the election deadline?**

A: If the exchange agent does not receive a properly completed form of election from you at or prior to the election deadline (together with any stock certificates representing the shares of Applied Biosystems stock covered by your election or a guarantee of delivery as described in the form of election), then you will be deemed to have elected to receive mixed consideration with respect to your shares of Applied Biosystems stock. You bear the risk of delivery of all the materials that you are required to submit to the exchange agent in order to properly make an election.

**Q: Can I change my election after the form of election has been submitted?**

A: Yes. You may revoke your election at or prior to the election deadline by submitting a written notice of revocation to the exchange agent. Revocations must specify the name in which your shares are registered on the share transfer books of ABI and such other information as the exchange agent may request. If you wish to submit a new election, you must do so in accordance with the election procedures described in this joint proxy statement/prospectus and the election form. If you instructed a broker or other nominee holder to submit an election for your shares, you must follow your broker's or other nominee's directions for changing those instructions. The notice of revocation must be received by the exchange agent at or prior to the election deadline in order for the revocation to be valid.

**Q: May I transfer shares of Applied Biosystems stock after making an election?**

A: Yes, but only if you revoke your election or the merger agreement is terminated. Once you properly make an election with respect to any shares of Applied Biosystems stock, you will be unable to sell or otherwise transfer those shares, unless you properly revoke your election at or prior to the election deadline or unless the merger agreement is terminated.

**Q: May I transfer shares of Applied Biosystems stock before the Applied Biosystems special meeting of stockholders?**

A: Yes. The record date of the Applied Biosystems special meeting of stockholders is earlier than the Applied Biosystems special meeting of stockholders and the date that the merger is expected to be completed. If you transfer your shares of Applied Biosystems stock after the record date but before the Applied Biosystems special meeting of stockholders, you will retain your right to vote at the special meeting, but you will have transferred the right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares through completion of the merger.

**Q: Are there any risks related to the merger that I should consider?**

A: In evaluating the merger, you should carefully read this joint proxy statement/prospectus and carefully consider the risk factors discussed in the section entitled "Risk Factors" of this joint proxy statement/prospectus, as well as those risk factors with respect to Invitrogen and ABI incorporated by reference into this joint proxy statement/prospectus.

**Q:**

**Is this merger also subject to any conditions or approvals, other than approval by Applied Biosystems stockholders and the stockholders of Invitrogen?**

A: Yes. In addition to stockholder approval, the completion of the merger is contingent upon, among other things, the following:

the receipt of tax opinions from counsel for each of Invitrogen and ABI substantially to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal

**Table of Contents**

Revenue Code of 1986, as amended, or the Internal Revenue Code, and that each of Invitrogen and ABI will be treated as the party to a reorganization within the meaning of Section 368(b) of the Internal Revenue Code;

the absence of any law or court order that prohibits the merger;

the expiration or termination of the applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or the HSR Act, the statutory waiting period under which expired at 11:59 p.m. on July 28, 2008, and the European Commission Merger Regulation, or ECMR, as well as the approval of competition regulatory authorities in several other countries;

the approval for listing on the NASDAQ Global Select Market of the shares of Invitrogen common stock to be issued pursuant to the merger; and

other customary conditions, including the absence of a material adverse effect on Invitrogen or ABI.

**Q: When will this merger be completed?**

A: Invitrogen and ABI expect to complete the merger promptly following the Invitrogen special meeting of stockholders and the Applied Biosystems special meeting of stockholders. However, neither Invitrogen nor ABI can predict the exact timing of completion of the merger because it is subject to a number of conditions both within and beyond their respective control. See The Merger Agreement Conditions to Completion of the Merger.

**Q: What happens if the merger is not completed?**

A: If the merger agreement is not adopted by Applied Biosystems stockholders, if the issuance of Invitrogen common stock in the merger or the amendment to Invitrogen's restated certificate of incorporation is not approved by Invitrogen stockholders, or if the merger is not completed for any other reason, Applied Biosystems stockholders will not receive any payment for their shares in connection with the merger. Instead, ABI will remain an independent public company and Applied Biosystems stock will continue to be listed and traded on the NYSE. Under specified circumstances, Invitrogen or ABI may be required to pay the other party a termination fee as described under the section entitled The Merger Agreement Termination Fee.

**Q: What are the federal income tax consequences of this merger for me?**

A: The completion of the merger is conditioned upon the receipt by Invitrogen and ABI of tax opinions from their respective counsel dated as of the date of the merger substantially to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, and that Invitrogen and ABI will each be treated as a party to the reorganization within the meaning of Section 368(b) of the Internal Revenue Code. Assuming that the merger so qualifies as a reorganization, which Invitrogen and ABI anticipate, in general, for U.S. federal income tax purposes:

Applied Biosystems stockholders who receive solely cash in the merger will generally recognize gain or loss;

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Applied Biosystems stockholders who receive solely Invitrogen common stock in the merger will not recognize any gain or loss as a result of the exchange (other than for cash received in lieu of any fractional share of Invitrogen common stock); and

Applied Biosystems stockholders who receive a combination of cash and Invitrogen common stock in the merger will not generally recognize any loss but will generally recognize gain, if any, to the extent of any cash received.

## **Table of Contents**

Please review carefully the information under the caption "Material U.S. Federal Income Tax Consequences of the Merger" for a description of the material U.S. federal income tax consequences of the merger. The tax consequences to you will depend on your own situation. Please consult your tax advisors for a full understanding of the tax consequences of the merger to you.

**Q: Where will the Invitrogen shares be traded after this merger?**

A: Invitrogen common stock will continue to be traded on the NASDAQ Global Select Market.

**Q: Are Applied Biosystems stockholders entitled to appraisal rights?**

A: Yes. Applied Biosystems stockholders who do not wish to accept the consideration payable pursuant to the merger agreement will be entitled to appraisal rights under Section 262 of the General Corporation Law of the State of Delaware, or the DGCL, provided that they comply with the procedures described in Section 262 of the DGCL. For more information regarding appraisal rights, see "The Merger Appraisal Rights." In addition, a copy of Section 262 of the DGCL is attached to this joint proxy statement/prospectus as Annex G. Invitrogen stockholders are not entitled to appraisal rights in connection with the merger.

**Q: What votes of Invitrogen stockholders are required?**

A: In accordance with the NASDAQ Global Select Market listing requirements and the merger agreement, the approval by Invitrogen stockholders of the issuance of shares of Invitrogen common stock pursuant to the merger agreement requires a majority of the votes cast on the proposal, provided that the total votes cast on such proposal represent over 50% of the outstanding shares of Invitrogen common stock entitled to vote on such proposal. However, under Delaware law, the approval by Invitrogen stockholders of the amendment to the restated certificate of incorporation of Invitrogen to increase the number of authorized shares of common stock requires the affirmative vote of a majority of the outstanding shares of common stock. Accordingly, since the amendment to Invitrogen's restated certificate of incorporation to increase the number of authorized shares is a condition to completion of the merger and is necessary for Invitrogen to issue the shares of Invitrogen common stock in the merger, the vote of more than 50% of the outstanding shares of Invitrogen common stock is effectively required to approve the issuance of shares of Invitrogen common stock in the merger.

The approval of the proposal to grant authority to the proxyholders to vote to adjourn the Invitrogen special meeting of stockholders requires the affirmative vote of the holders of a majority of the shares of Invitrogen common stock present in person or represented by proxy at the special meeting and entitled to vote thereon, whether or not a quorum is present.

**Q: What vote of Applied Biosystems stockholders is required to adopt the merger agreement and approve the merger?**

A: Under Delaware law and the rules of the NYSE, approval of the proposal to adopt the merger agreement and approve the merger requires the affirmative vote of the holders of a majority of the outstanding shares of Applied Biosystems stock entitled to vote at the Applied Biosystems special meeting of stockholders. The approval of the proposal to grant authority to the proxyholders to vote to adjourn the Applied Biosystems special meeting of stockholders requires the affirmative vote of the holders of a majority of the shares of Applied Biosystems stock present in person or represented by proxy at the Applied Biosystems special meeting of stockholders and entitled to vote thereon.

**Q: What will happen to Applied Biosystems stock options, restricted stock and other equity awards in the merger?**

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- A: With regard to options to purchase shares of Applied Biosystems stock, immediately following the completion of the merger, each outstanding unexpired and unexercised option to purchase or acquire shares

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**Table of Contents**

of Applied Biosystems stock, whether or not vested or subject to any performance condition that has not been satisfied, will vest and become fully exercisable and be converted into an option to purchase the number of shares of Invitrogen common stock equal to the product of (x) 0.8261 multiplied by (y) the number of shares of Applied Biosystems stock which could have been obtained prior to the effective time of the merger upon the exercise of each such stock option (rounded down to the nearest whole share), at an exercise price per share (rounded up to the nearest cent) equal to the exercise price for each such share of Applied Biosystems stock subject to a stock option divided by 0.8261.

For restricted shares of Applied Biosystems stock, each outstanding share of such restricted stock, whether or not subject to any performance condition that has not been satisfied, will vest in full immediately prior to the closing of the merger and will be converted into the right to receive the mixed consideration of Invitrogen common stock and cash.

In addition, each outstanding right to receive Applied Biosystems stock pursuant to a restricted stock unit award which has not lapsed immediately prior to completion of the merger will become fully vested and settled in shares of Applied Biosystems stock that will be converted into the right to receive the mixed consideration consisting of Invitrogen common stock and cash. Each outstanding right to receive shares of Applied Biosystems stock that is held by a director who will not become a director of Invitrogen will be settled in shares of Applied Biosystems stock, and all such shares of Applied Biosystems stock will be converted in the merger into the right to receive the stock consideration consisting of Invitrogen common stock.

***About the Special Meetings***

**Q: When and where will the special meetings of stockholders of Invitrogen and Applied Biosystems be held?**

A: The Invitrogen special meeting of stockholders will take place on [ ], 2008, at [ ], local time, at [ ]. The Applied Biosystems special meeting of stockholders will take place on [ ], 2008, at [ ], local time, at [ ].

**Q: Who can attend and vote at the special meetings of stockholders of Invitrogen and Applied Biosystems?**

A: Only holders of record of Invitrogen common stock at the close of business on [ ], 2008, which is referred to as the Invitrogen record date, are entitled to notice of and to vote at the Invitrogen special meeting of stockholders. As of the Invitrogen record date, there were [ ] shares of Invitrogen common stock outstanding and entitled to vote at the Invitrogen special meeting of stockholders, held by approximately [ ] holders of record. Each holder of Invitrogen common stock is entitled to one vote for each share of Invitrogen common stock owned as of the Invitrogen record date.

Only holders of record of Applied Biosystems stock at the close of business on [ ], 2008, which is referred to as the Applied Biosystems record date, are entitled to notice of and to vote at the Applied Biosystems special meeting of stockholders. As of the Applied Biosystems record date, there were [ ] shares of Applied Biosystems stock outstanding and entitled to vote at the Applied Biosystems special meeting of stockholders, held by approximately [ ] holders of record. Each holder of Applied Biosystems stock is entitled to one vote for each share of Applied Biosystems stock owned as of the Applied Biosystems record date.

**Q: What are Invitrogen stockholders voting to approve and why is this approval necessary?**

A: Invitrogen stockholders are voting on a proposal to approve the issuance of shares of Invitrogen common stock pursuant to the merger agreement, as required by the listing requirements of the NASDAQ Global Select Market, and to amend Invitrogen's restated certificate of incorporation to increase the number of



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**Table of Contents**

authorized shares of common stock from 200,000,000 to 400,000,000. Approval of the proposal to approve the issuance of shares of Invitrogen common stock pursuant to the merger agreement is a condition to the completion of the merger, and approval of the proposal to amend Invitrogen's restated certificate of incorporation to increase the number of authorized shares is a condition to the completion of the merger and is necessary for Invitrogen to issue the shares of Invitrogen common stock in the merger. Invitrogen stockholders are also voting on a proposal to grant authority to the proxyholders to vote to adjourn the Invitrogen special meeting of stockholders, if necessary, to solicit additional proxies if there are not sufficient votes at the time of the Invitrogen special meeting of stockholders in favor of any or all the foregoing proposals. Approval of the proposal to adjourn the Invitrogen special meeting of stockholders to solicit additional proxies is not a condition to the consummation of the merger.

**Q: What are Applied Biosystems stockholders voting to approve and why is this approval necessary?**

A: Applied Biosystems stockholders are voting on a proposal to adopt and approve the merger agreement and approve the merger. The approval of this proposal by Applied Biosystems stockholders is required by Delaware law and the rules of the NYSE and is a condition to the completion of the merger. Applied Biosystems stockholders are also voting on a proposal to grant authority to the proxyholders to vote to adjourn or postpone the Applied Biosystems special meeting of stockholders, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting in favor of the merger proposal. Approval of this proposal is not a condition to completion of the merger.

**Q: What should Invitrogen and Applied Biosystems stockholders do now in order to vote on the proposals being considered at their respective special meetings?**

A: Stockholders of record of Invitrogen as of the Invitrogen record date and stockholders of record of ABI as of the Applied Biosystems record date may vote now by proxy by completing, signing, dating and returning the enclosed proxy card in the accompanying pre-addressed postage paid envelope or by telephone or the internet by following the instructions on the enclosed proxy card. If your shares of Invitrogen common stock or shares of Applied Biosystems stock are held of record by a broker, bank or nominee, or in street name, you must provide the record holder of your shares with instructions on how to vote your shares. Please refer to the voting instruction card used by your broker, bank or nominee to see if you may submit voting instructions using the telephone or internet.

Additionally, you may also vote in person by attending your company's special meeting of stockholders. If you plan to attend your company's special meeting and wish to vote in person, you will be given a ballot at the special meeting of stockholders. Please note, however, that if your shares are held in street name, and you wish to vote in person at your company's special meeting of stockholders, you must bring a proxy from the record holder of the shares authorizing you to vote at the special meeting of stockholders. Whether or not you plan to attend your company's special meeting of stockholders, you are encouraged to cast your proxy as described in this joint proxy statement/prospectus.

**Q: How do I vote my Invitrogen 401(k) shares?**

A: If you participate in the Invitrogen 401(k) Savings and Investment Plan you may vote the shares of Invitrogen common stock in your account as of the Invitrogen record date. If you wish to vote these shares, you must complete your proxy card and return it in the envelope provided by [ ], 2008.

If you do not complete and return your proxy card prior to [ ], 2008, Fidelity Management Trust Company, the plan trustee, will vote the shares in your account. You may revoke instructions to the plan trustee by giving it written notice of revocation or a later dated written voting instruction by [ ], 2008.

**Table of Contents**

**Q: Can I change my vote after I have delivered my proxy?**

A: Yes. If you are a holder of record, you can change your vote at any time before your proxy is voted at the special meeting of stockholders by:

delivering a signed written notice of revocation to the corporate secretary of your company at:

Invitrogen Corporation	Applied Biosystems Inc.
5791 Van Allen Way	301 Merritt 7
Carlsbad, California 92008	Norwalk, Connecticut 06851
Attn: Corporate Secretary	Attn: Corporate Secretary

signing and delivering a new, valid proxy bearing a later date, and if it is a written proxy, it must be signed and delivered to the attention of your company's corporate secretary;

submitting another proxy by telephone or the internet (your latest telephone or internet voting instructions are followed); or

attending the special meeting of stockholders and voting in person, although your attendance alone will not revoke your proxy. If your shares are held in a street name account, you must contact your broker, bank or other nominee to change your vote.

**Q: What will happen if I abstain from voting or fail to vote?**

A: For purposes of the Invitrogen special meeting of stockholders, an abstention, which occurs when a stockholder attends a special meeting, either in person or by proxy, but abstains from voting, will have the same effect as voting against (1) the issuance of shares of Invitrogen common stock pursuant to the merger agreement, (2) the amendment to the restated certificate of incorporation to increase the number of authorized shares of common stock and (3) the approval of the adjournment proposal. If you hold your Invitrogen common stock in street name through a brokerage account, your broker will vote your shares only if you provide instructions on how to vote by filling out the voter instruction form sent to you by your broker with this joint proxy statement/prospectus. Broker non-votes are shares held by a broker or other nominee that are represented at the Invitrogen special meeting of stockholders, but with respect to which the broker or nominee is not instructed by the beneficial owner of such shares to vote on the particular proposal and the broker does not have discretionary voting power on such proposal. A broker non-vote will have the same effect as a vote against the proposal to amend Invitrogen's restated certificate of incorporation; a broker non-vote will have no effect on the proposals to issue shares of Invitrogen common stock, and adjourn the special meeting. Failure to vote will have the same effect as a vote against the proposal to amend Invitrogen's restated certificate of incorporation but will have no effect on the outcome of the proposal to issue shares of Invitrogen common stock, and adjourn the special meeting, assuming a quorum is otherwise present at the special meeting.

Because under Delaware law adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Applied Biosystems stock, failures to vote, broker non-votes and abstentions will have the same effect as votes against the adoption of the merger agreement. Broker non-votes and abstentions will be counted, however, as present for the purpose of determining whether a quorum is present. Abstentions will have the same effect as votes against the proposal to adjourn or postpone the special meeting, if necessary for the purpose of soliciting additional proxies, but broker non-votes will have no effect on the proposal to adjourn the special meeting. If you hold your Applied Biosystems stock in street name through a brokerage account, your broker will vote your shares only if you provide instructions on how to vote by filling out the voter instruction form sent to you by your broker with this joint proxy statement/prospectus. Failure to vote will have no

effect on the outcome of the proposal to adjourn the special meeting, assuming a quorum is otherwise present at the special meeting.

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**Table of Contents**

**Q: What should Invitrogen stockholders or Applied Biosystems stockholders do if they receive more than one set of voting materials?**

A: You may receive more than one set of voting materials, including multiple copies of this joint proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card. In addition, if you are a holder of both Invitrogen common stock and Applied Biosystems stock, you will receive one or more separate proxy cards or voting instruction cards for each company. Please complete, sign, date and return each proxy card and voting instruction card that you receive or otherwise follow the voting instructions set forth in this joint proxy statement/prospectus under the caption "The Invitrogen Special Meeting of Stockholders" and "The Applied Biosystems Special Meeting of Stockholders."

**Q: What if my Applied Biosystems stock certificates have been lost, stolen, or destroyed?**

A: If any of your Applied Biosystems stock certificates have been lost, stolen, or destroyed, please call ABI's transfer agent, Computershare Trust Company, N.A., which will assist you in obtaining replacement certificate(s). To make a cash election or a stock election, Applied Biosystems stockholders of record must properly complete, sign and send the form of election and any stock certificates representing their shares of Applied Biosystems stock, or a guarantee of delivery as described in the instructions accompanying the form of election, to the exchange agent. The exchange agent must receive these documents at or prior to the election deadline. Accordingly, you are urged to determine promptly if you require any replacement stock certificates.

**Q: Should Applied Biosystems stockholders send in their Applied Biosystems stock certificates now?**

A: No. After the merger is completed, Applied Biosystems stockholders will be sent written instructions for exchanging their stock certificates for the merger consideration.

**Q: Who can help answer my questions?**

A: If you have any questions about the merger or how to submit your proxy, or if you need additional copies of this joint proxy statement/prospectus, the enclosed proxy card or voting instructions, you should contact:

If you are an Invitrogen stockholder:

or

Invitrogen Corporation

5791 Van Allen Way

Carlsbad, California 92008

Attn: Corporate Secretary

(760) 603-7200

If you are an Applied Biosystems stockholder:

The Altman Group

5524 Wedgewood, Ct.

Lilburn, Georgia 30047

(866) 530-8621

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or

Applied Biosystems Inc.  
301 Merritt 7  
Norwalk, Connecticut 06851  
Attn: Corporate Secretary  
(203) 840-2000

Morrow & Co., LLC  
470 West Avenue  
Stamford, Connecticut 06902  
(800) 607-0088

## **Table of Contents**

### **SUMMARY**

*The following is a summary that highlights information contained in this joint proxy statement/prospectus. This summary may not contain all of the information that may be important to you. For a more complete description of the merger agreement and the transactions contemplated by the merger agreement, including the merger and the share issuance, Invitrogen and ABI encourage you to read carefully this entire joint proxy statement/prospectus, including the attached Annexes. In addition, Invitrogen and ABI encourage you to read the information incorporated by reference into this joint proxy statement/prospectus, which includes important business and financial information about Invitrogen and ABI that has been filed with the SEC. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions in the section entitled *Additional Information Where You Can Find More Information*.*

### **The Companies**

#### *Invitrogen Corporation*

5791 Van Allen Way

Carlsbad, California 92008

Telephone: (760) 603-7200

Invitrogen is a leading developer, manufacturer and marketer of research tools in reagent, kit and high-throughput applications forms to customers engaged in life sciences research, drug discovery, diagnostics and the commercial manufacture of biological products. Additionally, Invitrogen is a leading supplier of sera, cell and tissue culture media and reagents used in life sciences research, as well as in processes to grow cells in the laboratory and produce pharmaceuticals and other highly valued proteins. Invitrogen common stock is listed on the NASDAQ Global Select Market under the symbol **IVGN**.

Invitrogen offers many different products and services, and is continually developing and/or acquiring others. Some of its specific product categories include the following:

High-throughput gene cloning and expression technology, which allows customers to clone and expression-test genes on an industrial scale;

Pre-cast electrophoresis products, which improve the speed, reliability and convenience of separating nucleic acids and proteins;

Antibodies, which allow researchers to capture and label proteins, visualize their location through use of Molecular Probes dyes and discern their role in disease;

Magnetic beads, which are used in a variety of settings, such as attachment of molecular labels, nucleic acid purification, and organ and bone marrow tissue type testing;

Molecular Probes fluorescence-based technologies, which facilitate the labeling of molecules for biological research and drug discovery;

Transfection reagents, which are widely used to transfer genetic elements into living cells enabling the study of protein function and gene regulation; and

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Media and serum, which allow researchers to grow cells for research and industrial scale customers to develop and grow biological large molecule products.

*Applied Biosystems Inc.*

301 Merritt 7

Norwalk, Connecticut 06851

Telephone: (203) 840-2000

ABI, formerly known as Applied Biosystems Corporation, is a global leader in the development and marketing of instrument-based systems, consumables, software, and services for academic research, the life science industry

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**Table of Contents**

and commercial markets. Driven by its employees' belief in the power of science to improve the human condition, ABI commercializes innovative technology solutions for DNA, RNA, protein and small molecule analysis. Customers across the disciplines of academic and clinical research, pharmaceutical research and manufacturing, forensic DNA analysis, and agricultural biotechnology use ABI's tools and services to accelerate scientific discovery, improve processes related to drug discovery and development, detect potentially pathogenic microorganisms, and identify individuals based on DNA sources. ABI has a comprehensive service and field applications support team for a global installed base of high-performance genetic and protein analysis solutions. Applied Biosystems stock is listed on the New York Stock Exchange under the symbol ABI.

*Atom Acquisition, LLC*

Atom Acquisition, a Delaware limited liability company, is a direct wholly-owned subsidiary of Invitrogen. Atom Acquisition was formed exclusively for the purpose of effecting the merger.

**The Merger (see page 44)**

On June 11, 2008, Invitrogen, Atom Acquisition and ABI entered into merger agreement described in this joint proxy statement/prospectus. Pursuant to the merger agreement, ABI will merge with and into Atom Acquisition, a direct wholly owned subsidiary of Invitrogen, with Atom Acquisition continuing as the surviving company and a wholly owned subsidiary of Invitrogen. As a result of the merger, ABI will cease to exist, and its businesses will be owned by Invitrogen and Invitrogen will continue as a public company. Immediately following the merger, a newly formed corporation wholly owned by Invitrogen will then merge with and into Invitrogen, with Invitrogen continuing as the surviving corporation for the sole purpose of changing the name of Invitrogen to Applied Biosystems Inc. Invitrogen and ABI have attached the merger agreement as Annex A to this joint proxy statement/prospectus and encourage you to carefully read the merger agreement in its entirety.

*Merger Consideration*

The merger agreement provides that at the effective time of the merger, each outstanding share of Applied Biosystems stock will be converted into the right to receive either a combination of cash and shares of Invitrogen common stock or all cash or all shares of Invitrogen common stock, in each case subject to the election and allocation procedures described in this joint proxy statement/prospectus. The actual amount of cash or number of shares of Invitrogen common stock that you will receive for each share of Applied Biosystems stock will be determined based on formulas set forth in the merger agreement and described under the heading "The Merger Agreement Merger Consideration Conversion of Shares."

If you are an Applied Biosystems stockholder, other than an Applied Biosystems stockholder that has validly demanded and perfected appraisal rights under Delaware law, you may make one of the following elections regarding the type of merger consideration you wish to receive for each share of Applied Biosystems stock you hold:

a mixed consideration election to receive \$17.10 in cash, without interest, and 0.4543 shares of Invitrogen common stock;

a cash election to receive \$38.00 in cash, without interest; or

a stock election to receive 0.8261 shares of Invitrogen common stock.

If you make a cash election or a stock election, the form of merger consideration that you actually receive as an Applied Biosystems stockholder may be adjusted as a result of the proration procedures contained in the merger agreement as described in this joint proxy statement/prospectus under "The Merger Agreement Election"



**Table of Contents**

Procedures; Allocation of Merger Consideration Allocation of Merger Consideration. Invitrogen and ABI cannot guarantee that you will receive the amount of cash consideration or stock consideration you elect. As a result of the proration procedures described in this joint proxy statement/prospectus and in the merger agreement, you may receive cash consideration or stock consideration in amounts that are different from the amounts you elect to receive. If all or part of your consideration is in the form of shares of Invitrogen common stock and the 20-day VWAP of Invitrogen common stock is less than \$46.00 per share, you will also receive an additional cash payment of up to \$1.05 per share if you elect mixed consideration, or up to \$1.91 per share if you elect stock consideration, as described below. If you make a cash election and, following the proration procedures, receive \$38.00 in cash for each share of Applied Biosystems stock, you will not receive any additional amounts.

The total number of shares of Invitrogen common stock comprising the stock consideration and the total amount of cash consideration will not change from what was agreed to in the merger agreement (other than for adjustment in the event that there is any change in the outstanding shares of capital stock of Invitrogen or Applied Biosystems as a result of any reclassification, recapitalization, stock split (including a reverse stock split) or combination, exchange or readjustment of shares, or any stock dividend or stock distribution with a record date between June 11, 2008 and the effective time of the merger). However, if the 20-day VWAP of Invitrogen common stock is less than \$46.00 per share, then the holder of each share of Applied Biosystems stock that is converted into a right to receive any portion of the merger consideration in the form of shares of Invitrogen common stock will receive, in addition, an amount in cash without interest, which is referred to herein as the additional cash amount, equal to the product of the (x) the portion of a share of Invitrogen common stock which such holder has the right to receive multiplied by (y) the lesser of (A) \$46.00 minus the 20-day VWAP of Invitrogen common stock and (B) \$2.31. If, however, the 20-day VWAP of Invitrogen common stock is less than \$43.69 per share, there will not be any cash paid in addition to the amount calculated as described above.

Since the market price of Invitrogen common stock will fluctuate, the total value of the stock consideration and therefore the value of the total merger consideration may increase or decrease between the date of the merger agreement and the effective time of the merger. The market price of the Invitrogen common stock at the time it is received by Applied Biosystems stockholders may be higher or lower than the final Invitrogen stock price or the market price of Invitrogen common stock on the date the merger was announced, on the date this document is mailed to Applied Biosystems stockholders, on the date an Applied Biosystems stockholder makes an election with respect to the merger consideration, or on the date of the Applied Biosystems special meeting of stockholders.

Upon completion of the transaction, Invitrogen stockholders immediately before the merger will own the majority of the outstanding shares of common stock of Invitrogen. Invitrogen stockholders will continue to own their existing shares of Invitrogen common stock, which will not be affected by the merger, except that, because Invitrogen will be issuing new shares of Invitrogen common stock to Applied Biosystems stockholders in the merger, each outstanding share of Invitrogen common stock immediately prior to the merger will, after the merger, represent a smaller percentage ownership interest in Invitrogen.

**Table of Contents*****Hypothetical Additional Cash Scenarios***

The information provided below illustrates the calculation of the additional cash amount, if any, that a stockholder electing to receive mixed consideration would be entitled to receive, assuming different 20-day VWAPs of Invitrogen common stock. The information is for illustrative purposes only and is not intended to be predictive or indicative of the future price of Invitrogen common stock or the potential payment, if any, of additional cash consideration to any Applied Biosystems stockholder who elects to receive all or a portion of the merger consideration in the form of Invitrogen common stock.

IVGN Price	\$ 37.00	\$ 38.00	\$ 39.00	\$ 40.00	\$ 41.00	\$ 42.00	\$ 43.00	\$ 43.69	\$ 44.00	\$ 44.50	\$ 45.00	\$ 45.50	\$ 46.00	\$ 47.00	\$ 48.00
Cash	\$ 18.15	\$ 18.15	\$ 18.15	\$ 18.15	\$ 18.15	\$ 18.15	\$ 18.15	\$ 18.15	\$ 18.01	\$ 17.78	\$ 17.56	\$ 17.33	\$ 17.10	\$ 17.10	\$ 17.10
Stock Value Based on Fixed Exchange Ratio of 0.4543x	\$ 16.81	\$ 17.26	\$ 17.72	\$ 18.17	\$ 18.63	\$ 19.08	\$ 19.53	\$ 19.85	\$ 19.99	\$ 20.22	\$ 20.44	\$ 20.67	\$ 20.90	\$ 21.35	\$ 21.81
<b>Total Value to Applied Biosystems stockholder</b>	<b>\$ 34.96</b>	<b>\$ 35.41</b>	<b>\$ 35.87</b>	<b>\$ 36.32</b>	<b>\$ 36.78</b>	<b>\$ 37.23</b>	<b>\$ 37.68</b>	<b>\$ 38.00</b>	<b>\$ 38.00</b>	<b>\$ 38.00</b>	<b>\$ 38.00</b>	<b>\$ 38.00</b>	<b>\$ 38.00</b>	<b>\$ 38.45</b>	<b>\$ 38.91</b>

***Applied Biosystems Stockholder Elections***

If you are an Applied Biosystems stockholder, you have been sent (together with this joint proxy statement/prospectus or in a separate mailing) an election form with instructions for making mixed consideration, cash consideration and stock consideration elections. You must properly complete and deliver to the exchange agent your election form along with your stock certificates (or a properly completed notice of guaranteed delivery) or, in the case of book-entry shares, any additional documents specified in the procedures set forth in the election form. Do not send your stock certificates or election form with your proxy card.

Election forms and stock certificates (or a properly completed notice of guaranteed delivery) or, in the case of book-entry shares, any additional documents specified in the procedures set forth in the election form must be received by the exchange agent by the election deadline, which is 5:00 p.m., New York City time, on either the date of the Applied Biosystems special meeting of stockholders or, if the closing date of the merger is more than four business days following the Applied Biosystems special meeting of stockholders, two business days before the closing date of the merger. Invitrogen and ABI will publicly announce the anticipated election deadline at least five business days before the anticipated closing date of the merger. Once you tender your stock certificates to the exchange agent, you may not transfer your shares of Applied Biosystems stock unless the merger agreement is terminated, unless you revoke your election by written notice to the exchange agent that is received prior to the election deadline.

**If you fail to submit a properly completed election form, then your shares of Applied Biosystems stock will be exchanged for mixed consideration.**

If you own shares of Applied Biosystems stock in street name through a broker or other nominee and you wish to make an election, you should seek instructions from the broker or other nominee holding your shares concerning how to make your election.

If the merger is not completed, any stock certificates received will be returned by the exchange agent by first class mail or through book-entry transfer (in the case of shares of Applied Biosystems stock delivered in book-entry form to the exchange agent).

***Federal Income Tax***

The merger is expected to qualify as a tax-free reorganization under Section 368(a) of the Internal Revenue Code. Accordingly, the merger is expected to be tax-free to Invitrogen stockholders, and to Applied Biosystems stockholders to the extent that they receive Invitrogen common stock pursuant to the merger.

## **Table of Contents**

### ***Approval of Invitrogen's Board of Directors***

The board of directors of Invitrogen, or the Invitrogen Board, has unanimously approved and adopted the merger agreement and the transactions contemplated by it and unanimously recommends that Invitrogen stockholders vote at the Invitrogen special meeting of stockholders to approve the issuance of Invitrogen common stock pursuant to the merger agreement, as required by the listing requirements of NASDAQ, and to amend Invitrogen's restated certificate of incorporation to increase the number of authorized shares of common stock from 200,000,000 to 400,000,000. Approval of the proposal to approve the issuance of shares of Invitrogen common stock pursuant to the merger agreement is a condition to the completion of the merger, and approval of the proposal to amend Invitrogen's restated certificate of incorporation to increase the number of authorized shares is a condition to completion of the merger and is necessary for Invitrogen to issue the shares of Invitrogen common stock in the merger. In addition, the Invitrogen board of directors unanimously recommends that Invitrogen stockholders vote to approve a proposal to grant authority to the proxyholders to vote to adjourn the Invitrogen special meeting of stockholders, if necessary, to solicit additional proxies if there are not sufficient votes at the time of the Invitrogen special meeting of stockholders in favor of any or all of the foregoing proposals. Approval of the proposal to adjourn the Invitrogen special meeting of stockholders, if necessary, is not a condition to the completion of the merger.

### ***Approval of ABI's Board of Directors***

The board of directors of ABI has approved the merger agreement, declared the merger agreement advisable, determined that the merger agreement and the transactions contemplated by it are in the best interests of ABI and Applied Biosystems stockholders, and recommends that Applied Biosystems stockholders vote at the Applied Biosystems special meeting of stockholders to adopt the merger agreement and approve any adjournments of the special meeting, if necessary, to solicit additional proxies. See *The Merger Background of the Merger*. As described under the heading *The Merger Interests of ABI's Directors and Executive Officers in the Merger*, some of ABI's directors and executive officers may receive financial benefits as a result of the merger that are different from, or in addition to, those of Applied Biosystems stockholders generally.

### ***Fractional Shares***

Invitrogen will not issue fractional shares of Invitrogen common stock in the merger. As a result, an Applied Biosystems stockholder will receive cash for any fractional share of Invitrogen common stock that such stockholder would otherwise be entitled to receive in the merger. For a full description of the treatment of fractional shares, see *The Merger Agreement Fractional Shares*.

### ***Equity Awards of ABI***

#### ***Stock Options***

Immediately following the completion of the merger, each outstanding unexpired and unexercised option to purchase or acquire shares of Applied Biosystems stock, whether or not vested or subject to any performance condition that has not been satisfied, will vest and become fully exercisable and converted into an option to purchase the number of shares of Invitrogen common stock equal to the product of (x) 0.8261 multiplied by (y) the number of shares of Applied Biosystems stock which could have been obtained prior to the completion of the merger upon the exercise of each such option (rounded down to the nearest whole share), at an exercise price per share (rounded up to the nearest cent) equal to the exercise price for each such share of Applied Biosystems stock subject to a stock option divided by 0.8261.

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## **Table of Contents**

### *Restricted Stock*

Each restricted share of Applied Biosystems stock, whether or not subject to any performance condition that has not been satisfied, will vest in full immediately prior to the closing of the merger and be converted in the merger into the right to receive the mixed consideration consisting of Invitrogen common stock and cash.

### *Restricted Stock Units*

Each outstanding right to receive Applied Biosystems stock pursuant to a stock unit award which has not lapsed immediately prior to completion of the merger, whether or not subject to any performance condition that has not been satisfied, will become fully vested and settled in shares of Applied Biosystems stock and be converted in the merger into the right to receive the mixed consideration consisting of Invitrogen common stock and cash.

### *Stock Units*

Immediately prior to the completion of the merger, each outstanding right to receive shares of Applied Biosystems stock that is held by a director who will not become a director of Invitrogen will be settled in shares of Applied Biosystems stock, and all such shares of Applied Biosystems stock will be converted in the merger into rights to receive stock consideration consisting of Invitrogen common stock.

For a full description of the treatment of ABI's equity-based incentive awards, see *The Merger Agreement Treatment of Equity Awards*.

### *Share Ownership of Directors and Executive Officers*

At the close of business on the Invitrogen record date, directors and executive officers of Invitrogen and their affiliates beneficially owned and were entitled to vote approximately [ ] shares of Invitrogen common stock, collectively, representing approximately [ ]% of the shares of Invitrogen common stock outstanding on that date.

At the close of business on the Applied Biosystems record date, directors and executive officers of ABI and their affiliates beneficially owned and were entitled to vote approximately [ ] shares of Applied Biosystems stock, collectively, representing [ ]% of the shares of stock outstanding on that date.

## **Opinions of Financial Advisors (see pages 56 and 65)**

### *Invitrogen*

In connection with the merger, Invitrogen's board of directors received separate written opinions, dated June 11, 2008, from Invitrogen's financial advisors, Moelis & Company LLC, which is referred to as Moelis, and UBS Securities LLC, which is referred to as UBS, as to the fairness, from a financial point of view and as of the date of such opinions, to Invitrogen of the merger consideration to be paid in the aggregate by Invitrogen. The full texts of the written opinions of Moelis and UBS, each dated June 11, 2008, are attached to this joint proxy statement/prospectus as Annex B and Annex C, respectively. **The opinions of Invitrogen's financial advisors were provided for the benefit of Invitrogen's board of directors in connection with, and for the purpose of, its evaluation of the merger consideration to be paid in the aggregate by Invitrogen from a financial point of view and do not address any other aspect of the merger. The opinions do not address the relative merits of the merger as compared to other business strategies or transactions that might be available to Invitrogen or Invitrogen's underlying business decision to effect the merger. The opinions do not**

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**Table of Contents**

**constitute a recommendation to any stockholder as to how to vote or act with respect to the merger. Holders of Invitrogen common stock are encouraged to read the opinions of Invitrogen's financial advisors carefully in their entirety for a description of the assumptions made, procedures followed, matters considered and limitations on the review undertaken by Invitrogen's financial advisors.**

***ABI***

In connection with the Merger, ABI received written opinions from each of Morgan Stanley & Co. Incorporated, which is referred to as Morgan Stanley, and Greenhill & Co., LLC, which is referred to as Greenhill, as to the fairness of the consideration to be received by the holders of shares of Applied Biosystems stock pursuant to the merger agreement. On June 11, 2008, Morgan Stanley and Greenhill delivered to ABI's board of directors their respective oral opinions, each of which was subsequently confirmed by the delivery of a written opinion of the same date, to the effect that, as of June 11, 2008, and based upon and subject to the various assumptions made, procedures followed, factors considered, and limitations described in such opinion, the merger consideration to be received by the holders of shares of Applied Biosystems stock (other than, in the case of Morgan Stanley, Invitrogen, Atom Acquisition, or any subsidiary of ABI or, in the case of Greenhill, Invitrogen, Atom Acquisition, and their respective affiliates), as provided for in the merger agreement, was fair, from a financial point of view, to such holders.

The full text of the written opinion of Morgan Stanley, dated June 11, 2008, is attached to this joint proxy statement/prospectus as Annex D, and the full text of the written opinion of Greenhill, dated June 11, 2008, are attached to this joint proxy statement/prospectus as Annex E. You are encouraged to read each opinion carefully and in its entirety for a description of the assumptions made, procedures followed, factors considered, and limitations on the review undertaken. **The opinions of Morgan Stanley and Greenhill were provided to ABI's board of directors in connection with its consideration of the merger, were directed only to the fairness of the merger consideration from a financial point of view, do not address any other aspect of the merger, do not express an opinion as to what the value of Invitrogen common stock will be when issued pursuant to the merger agreement and do not constitute a recommendation to any stockholder as to how to vote, elect, or act with respect to the merger, the consideration, or any other matter relating to the merger.**

**Ownership of Invitrogen after the Merger**

In the merger, Invitrogen expects to issue approximately 80.2 million shares of Invitrogen common stock, based on shares of Applied Biosystems stock and Applied Biosystems' stock options, restricted stock, restricted stock units and stock units outstanding as of [ ], 2008, and assuming that all of the stock options outstanding as of such date remain outstanding as of the effective time of the merger. Applied Biosystems stockholders are expected to own approximately 45% of the shares of Invitrogen common stock outstanding after the merger.

**Interests of Invitrogen's Directors and Executive Officers in the Merger (see page 89)**

In considering the recommendation of the Invitrogen board of directors, Invitrogen stockholders should be aware that Invitrogen's directors and executive officers have interests in the merger and have arrangements that may be different from, or in addition to, Invitrogen stockholders generally. These interests and arrangements may create potential conflicts of interest and include change-in-control arrangements that provide for, among other things, severance payments and benefits in the event of certain qualifying terminations of employment in connection with or following the merger.

## **Table of Contents**

### **Interests of ABI's Directors and Executive Officers in the Merger (see page 89)**

In considering the recommendation of ABI's board of directors, Applied Biosystems stockholders should be aware that ABI's directors and executive officers have interests in the merger and have arrangements that may be different from, or in addition to, those of Applied Biosystems stockholders generally. These interests and arrangements may create potential conflicts of interest.

These interests and arrangements include:

change-in-control severance agreements with ABI's current executive officers that provide for, among other things, severance benefits in the event of certain qualifying terminations of employment in connection with or following the merger;

vesting of all unvested equity awards, including those held by ABI's directors and executive officers;

vesting and conversion into Applied Biosystems stock of all unvested restricted stock units;

accelerated payment of awards under ABI's Performance Unit Bonus Plan;

continued service on Invitrogen's board of directors by three of ABI's directors and the appointment of Mark P. Stevenson as President and Chief Operating Officer of Invitrogen; and

continued indemnification and insurance coverage as required under the merger agreement.

### **Management of Invitrogen after the Merger**

At the effective time of the merger, the board of directors of Invitrogen will cause the number of directors that will constitute the entire board of directors of Invitrogen immediately following the effective time of the merger to be increased from nine to twelve. It is currently expected that each of the current members of the Invitrogen Board will continue to serve on the Invitrogen Board following the closing of the merger and that at the effective time of the merger, three former directors of ABI mutually agreed upon by Invitrogen and ABI will be appointed to serve as directors of Invitrogen. The three former directors of ABI will each be placed in a different class of the board of directors of Invitrogen. On or prior to the effective time of the merger, Invitrogen will appoint Mark P. Stevenson, currently the Senior Vice President of ABI and President and Chief Operating Officer of the Applied Biosystems business group, as the President and Chief Operating Officer of Invitrogen.

### **Invitrogen Name Change**

At the time of the merger, Invitrogen will (1) form a Delaware corporation, all of the outstanding shares of capital stock of which will be owned by Invitrogen, and (2) merge such subsidiary with and into Invitrogen, with Invitrogen surviving, for the sole purpose of changing the name of Invitrogen to Applied Biosystems Inc.

### **Listing of Invitrogen Common Stock (see page 84) and Delisting and Deregistration of Applied Biosystems Stock (see page 88)**

Application will be made to have the shares of Invitrogen common stock to be issued in the merger approved for listing on the NASDAQ Global Select Market, where Invitrogen common stock currently is traded under the symbol IVGN.

Upon completion of the merger, Applied Biosystems stock will no longer be listed on the NYSE and will be deregistered under the Exchange Act, and ABI will no longer file reports with the SEC.



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**Table of Contents**

**Appraisal Rights (see page 84)**

***Invitrogen***

Under Delaware law, holders of Invitrogen common stock are not entitled to appraisal rights in connection with the issuance of Invitrogen common stock in the merger.

***ABI***

Holders of Applied Biosystems stock who do not wish to accept the consideration payable pursuant to the merger may seek, under Section 262 of the DGCL, judicial appraisal of the fair value of their shares by the Delaware Court of Chancery. This value could be more than, less than or the same as the merger consideration for Applied Biosystems stock. Failure to strictly comply with all the procedures required by Section 262 of the DGCL, including, without limitation, the requirement that stockholders who wish to seek appraisal rights not vote for the proposal to adopt the merger agreement and approve the merger, will result in a loss of the right of appraisal.

Merely not voting for the merger will not preserve the right of Applied Biosystems stockholders to appraisal of their shares of Applied Biosystems stock under Delaware law. Applied Biosystems stockholders who desire to exercise their appraisal rights must submit a written demand for an appraisal before the vote on the adoption of the merger agreement and approval of the merger and must continue to hold their shares of Applied Biosystems stock through the effective time of the merger. Applied Biosystems stockholders must also comply with other procedures as required by the DGCL. Applied Biosystems stockholders who validly demand appraisal of their shares in accordance with the DGCL and do not withdraw their demand or otherwise forfeit their appraisal rights will not receive the merger consideration. Instead, after completion of the proposed merger, the Court of Chancery of the State of Delaware will determine the fair value of their shares exclusive of any element of value arising from the proposed merger. This appraisal amount will be paid in cash and could be more than, the same as or less than the amount of an Applied Biosystems stockholder would be entitled to receive under the terms of the merger agreement. Applied Biosystems stockholders who hold shares in the name of a broker or other nominee and desire to exercise their appraisal rights must instruct their nominees to take the steps necessary to enable them to demand appraisal for their shares.

**Annex G to this joint proxy statement/prospectus contains the full text of Section 262 of the DGCL, which describes the rights of appraisal and related requirements. Invitrogen and ABI encourage you to read these provisions carefully and in their entirety. Any holder of Applied Biosystems stock who wishes to exercise appraisal rights or who wishes to preserve such holder's right to do so, should review the discussion under the caption *The Merger Appraisal Rights* and Annex G carefully because failure to timely and properly comply with the procedures specified will result in the loss of appraisal rights. Moreover, because of the complexity of the procedures for exercising the right to seek appraisal, Applied Biosystems stockholders who are considering exercising such rights are encouraged to seek the advice of legal counsel.**

**Conditions to Completion of the Merger (see page 124)**

A number of conditions to each party's obligation to close must be satisfied before the merger will be completed. These include among others:

the adoption of the merger agreement and approval of the merger by Applied Biosystems stockholders and the approval by Invitrogen stockholders of (1) the issuance of Invitrogen common stock to Applied Biosystems stockholders in the merger, and (2) an amendment to the restated certificate of incorporation of Invitrogen to increase the number of authorized shares of common stock from 200,000,000 to 400,000,000;



**Table of Contents**

the expiration or termination of the applicable waiting period and any extension of the waiting period under the HSR Act, which, together with the rules and regulations promulgated thereunder, is referred to as the HSR Act, the statutory waiting period under which expired at 11:59 p.m. on July 28, 2008, and the ECMR as well as the approval of competition regulatory authorities in several other countries;

the absence of any legal prohibition having the effect of preventing or prohibiting completion of the merger which prohibition continues to be in effect;

the effectiveness, under the Securities Act of the registration statement of which this joint proxy statement/prospectus is a part and the absence of any stop order having been issued and remaining in effect;

the approval for listing on the NASDAQ Global Select Market of the shares of Invitrogen common stock issuable in the merger and to be reserved for issuance upon the exercise, vesting or payment under any ABI stock option that has been converted into the right to purchase such number of shares of Invitrogen common stock pursuant to the terms of the merger agreement;

the accuracy and correctness of the representations and warranties of the other party, subject to certain qualifications described in the merger agreement;

the other party having performed and complied with its covenants in the merger agreement in all material respects prior to the effective time of the merger, and the receipt of a certificate from an officer of the other party to that effect; and

the receipt by each party of an opinion from that party's counsel substantially to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code and that Invitrogen and ABI will each be treated as a party to the reorganization within the meaning of Section 368(b) of the Internal Revenue Code.

The financing commitments secured by Invitrogen stipulate that no waiver of the conditions to the performance of obligations under the merger agreement that is materially adverse to the lenders under those financing commitments can be made without the consent of those lenders. Notwithstanding those financing commitments, to the extent permitted by law, either Invitrogen or ABI may waive the conditions to the performance of its obligations under the merger agreement and complete the merger even though one or more of these conditions has not been met. Neither Invitrogen nor ABI can give any assurance that all of the conditions to the merger will be either satisfied or waived or that the merger will occur.

**Regulatory Approvals (see page 84)**

The notifications required under the HSR Act to the United States Federal Trade Commission, which is referred to as the FTC, and the Antitrust Division of the United States Department of Justice, which is referred to as the DOJ, were filed on June 26, 2008 by both Invitrogen and ABI, and the statutory waiting period under the HSR Act expired at 11:59 p.m. on Monday, July 28, 2008. The transaction is also subject to the expiration or termination of the applicable waiting period under the ECMR as well as the approval of competition regulatory authorities in several other countries.

**Financing Commitments (see page 97)**

Invitrogen entered into a commitment letter with Bank of America, N.A., or Bank of America, Banc of America Securities LLC, or BAS, UBS Loan Finance LLC, or UBS Finance, UBS, and Morgan Stanley Senior Funding, Inc., or MSSF, pursuant to which certain of these financial institutions will act as the initial lenders under senior secured credit facilities, in an aggregate amount of \$2.65 billion, consisting of a revolving credit



## **Table of Contents**

facility of \$250 million and term facilities aggregating \$2.4 billion, or the Credit Facilities. For a full description of the financing commitments, see The Merger Financing Commitments.

### **No Solicitation by Invitrogen or ABI (see page 118)**

Subject to exceptions, the merger agreement precludes Invitrogen and ABI from soliciting or engaging in discussions or negotiations with a third party with respect to a proposal to acquire a significant interest in Invitrogen's or ABI's equity or assets. Notwithstanding such restrictions, the merger agreement provides that, under specified circumstances and prior to approval by its stockholders, if ABI receives an unsolicited proposal from a third party to acquire a significant interest in it that is determined to be a proposal that is superior to the merger agreement, or in the good faith determination of ABI's board of directors, is reasonably likely to become a superior proposal, and ABI's board of directors concludes in good faith that the failure to take such action would be inconsistent with its fiduciary duties under applicable law, ABI may furnish nonpublic information to that third party and engage in negotiations regarding an acquisition proposal with that third party.

### **Termination of the Merger Agreement (see page 125)**

Invitrogen and ABI may mutually agree in writing by action of their respective boards of directors, at any time before the effective time of the merger, to abandon the merger and terminate the merger agreement. Also, either Invitrogen or ABI may terminate the merger agreement in certain circumstances, including if:

the merger is not consummated by March 11, 2009, unless that date is extended to June 11, 2009, on the terms provided in the merger agreement, which date, as it may be extended, is referred to as the outside date;

Applied Biosystems stockholders fail to adopt the merger agreement and approve the merger at the Applied Biosystems special meeting of stockholders;

Invitrogen stockholders fail to approve, at the Invitrogen special meeting of stockholders, the issuance of shares of Invitrogen common stock in the merger and the amendment to the restated certificate of incorporation to increase the authorized number of shares of common stock from 200,000,000 to 400,000,000; or

any governmental entity prohibits the merger and that prohibition has become final and nonappealable, except that the party seeking to terminate the merger agreement must have used its commercially reasonable efforts to remove the prohibition.

Invitrogen also may terminate the merger agreement if:

ABI breaches any representation, warranty, covenant or agreement made by ABI in the merger agreement or any representation and warranty made by ABI has become untrue after the execution of the merger agreement, in each case, so that such breach would give rise to the failure of a closing condition regarding the accuracy of ABI's representations and warranties or ABI's compliance with its covenants and agreements and such breach or failure to be true is not cured within 30 days of receipt of notice from Invitrogen; or

prior to the Applied Biosystems special meeting of stockholders, ABI's board of directors or a committee thereof (1) fails to call or hold the Applied Biosystems special meeting of stockholders, (2) fails to include in this joint proxy statement/prospectus its recommendation that Applied Biosystems stockholders adopt and approve the merger agreement and the merger, or (3) withdraws, modifies or changes its recommendation to Applied Biosystems stockholders, in a manner adverse to Invitrogen, or approves or recommends an alternative transaction.



**Table of Contents**

ABI also may terminate the merger agreement if:

Invitrogen breaches any representation, warranty, covenant or agreement made by Invitrogen in the merger agreement or any representation and warranty made by Invitrogen has become untrue after the execution of the merger agreement, in each case, so that such breach would give rise to the failure of a closing condition regarding the accuracy of the Invitrogen's representations and warranties or Invitrogen's compliance with its covenants and agreements and such breach or failure to be true is not cured within 30 days of receipt of notice from ABI;

prior to the Applied Biosystems special meeting of stockholders, ABI receives an unsolicited bona fide written acquisition proposal (other than the merger agreement and the merger) in compliance with the applicable provisions of the merger agreement that ABI's board of directors has determined in good faith is a superior proposal, ABI's board of directors has determined in good faith that the failure to take such action would be inconsistent with its fiduciary duties under applicable law, and ABI has complied with its obligations set forth in the merger agreement with respect to acquisition proposals; or

prior to the Invitrogen special meeting of stockholders, the Invitrogen Board or a committee thereof (1) fails to call or hold the Invitrogen special meeting of stockholders, (2) fails to include in this joint proxy statement/prospectus its recommendation that the stockholders approve the issuance of Invitrogen common stock in order to consummate the merger, or (3) withdraws, modifies or changes its recommendation to the stockholders of Invitrogen in favor of the stock issuance, the increase in the number of authorized shares of Invitrogen common stock in a manner adverse to ABI.

**Termination Fee (see page 126)**

Upon termination of the merger agreement under certain specified circumstances, Invitrogen or ABI would be required to pay the other a termination fee of \$150 million.

**Material U.S. Federal Income Tax Consequences of the Merger (see page 130)**

It is a condition to the closing of the merger that DLA Piper US LLP and Skadden, Arps, Slate, Meagher & Flom LLP deliver opinions, effective as of the date of closing, to Invitrogen and ABI, respectively, substantially to the effect that (1) the merger will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code and (2) Invitrogen and ABI will each be treated as a party to the reorganization within the meaning of Section 368(b) of the Internal Revenue Code.

Please review carefully the information under the caption "Material U.S. Federal Income Tax Consequences of the Merger" for a description of the material U.S. federal income tax consequences of the merger. The tax consequences to you will depend on your own situation. Please consult your tax advisors for a full understanding of the tax consequences of the merger to you.

**Accounting Treatment (see page 84)**

Invitrogen will account for the merger using the purchase method of accounting for business combinations under United States generally accepted accounting principles, which is referred to as GAAP.

**Table of Contents**

**Risk Factors (see page 28)**

In evaluating the merger, the merger agreement or the issuance of shares of Invitrogen common stock in the merger, you should carefully read this joint proxy statement/prospectus and especially consider the factors discussed in the section entitled Risk Factors. These risks include possible difficulties in combining two companies that have previously operated independently.

**Comparison of Stockholder Rights and Corporate Governance Matters (see page 145)**

Applied Biosystems stockholders receiving merger consideration will have different rights once they become Invitrogen stockholders because of differences between the governing documents of Invitrogen and ABI. These differences are described in detail under Comparison of Stockholder Rights and Corporate Governance Matters.

**Fees and Expenses (see page 127)**

Generally, all fees and expenses incurred in connection with the merger agreement and the transactions contemplated by the merger agreement will be paid by the party incurring those expenses, subject to the specific exceptions discussed in this joint proxy statement/prospectus.

**Table of Contents****Summary Selected Historical Financial Data****Invitrogen Corporation**

The following table sets forth Invitrogen's selected historical financial data that has been derived from audited annual financial statements, including the consolidated balance sheets as of December 31, 2007, 2006, 2005, 2004 and 2003 and the related consolidated statements of operations for each of the five years in the period ended December 31, 2007 and notes thereto. The data for the three months ended March 31, 2008 and 2007 has been derived from unaudited financial statements also incorporated by reference and which, in the opinion of management, include all adjustments, consisting of normal recurring adjustments, necessary for a fair statement of the results of the unaudited interim periods. There were no cash dividends declared during any period presented. You should read this financial information in conjunction with

Management's Discussion and Analysis of Financial Condition and Results of Operations in Invitrogen's Annual Report on Form 10-K for the year ended December 31, 2007 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 and Invitrogen's consolidated financial statements and notes thereto incorporated by reference in this document.

(in thousands, except per share data)	Three Months Ended		Year Ended December 31,				
	March 31, 2008	March 31, 2007	2007 <sup>(1)</sup>	2006 <sup>(1, 2)</sup>	2005 <sup>(1, 3)</sup>	2004 <sup>(1)</sup>	2003 <sup>(1, 4)</sup>
Revenues	\$ 350,218	\$ 308,653	\$ 1,281,747	\$ 1,151,175	\$ 1,079,137	\$ 911,558	\$ 777,738
Gross profit	\$ 218,760	\$ 171,334	\$ 715,887	\$ 608,331	\$ 549,535	\$ 464,207	\$ 389,976
Net income from continuing operations	\$ 58,370	\$ 29,892	\$ 130,279	\$ 75,759	\$ 121,485	\$ 80,987	\$ 60,130
Net income (loss) from discontinued operations	\$ 1,358	\$ 374	\$ 12,911	\$ (266,808)	\$ 10,561	\$ 7,838	\$
Net income (loss)					132,		
					perform any		
					and all other		
					acts which in		
					the discretion of		
					such		
					attorney-in-fact		
					are necessary or		
					desirable for		
					and on		
	\$ 59,728	\$ 30,266	\$ 143,190	\$ (191,049)	\$		

behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Limited Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Reporting Entity nor either of such attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act or (ii) any liability of the undersigned for any failure to comply with such requirements; and

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(4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 13 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 30th day of April, 2007

/s/Charles B. Johnson  
Signature

Charles B. Johnson  
Print Name

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LIMITED POWER OF ATTORNEY  
FOR  
SECTION 13 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Robert Rosselot and Maria Gray, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G (including any amendments thereto or any related documentation) with the United States Securities and Exchange Commission, any national securities exchanges and Franklin Resources, Inc., a Delaware corporation (the "Reporting Entity"), as considered necessary or advisable under Section 13 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act"); and
- (2) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Limited Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Reporting Entity nor either of such attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act or (ii) any liability of the undersigned for any failure to comply with such requirements; and
- (4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 13 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

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This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 25th day of April, 2007

/s/ Rupert H. Johnson, Jr.  
Signature

Rupert H. Johnson, Jr.  
Print Name

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CUSIP NO. 48268K101

13G

Page 13 of 13

EXHIBIT C

Franklin Templeton Investment Management Limited

Item 3 Classification: 3(e)

Franklin Templeton Investments Corp.

Item 3 Classification: 3(e)

Templeton Global Advisors Limited

Item 3 Classification: 3(e)

Templeton Investment Counsel, LLC

Item 3 Classification: 3(e)

Franklin Templeton Investments Australia Limited

Item 3 Classification: 3(j)

Footnotes to Schedule 13G

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<sup>1</sup> The class of securities covered by this Schedule 13G is Common Stock, of which 5,886,041 shares are represented by American Depository Shares. The CUSIP reported is the CUSIP for the American Depository Shares.