

INVERNESS MEDICAL INNOVATIONS INC

Form 8-K

February 19, 2003

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## SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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### FORM 8-K

#### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): **February 19, 2003**

### INVERNESS MEDICAL INNOVATIONS, INC.

(Exact name of registrant as specified in charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-16789**  
(Commission File Number)

**04-3565120**  
(I.R.S. Employer  
Identification No.)

**51 Sawyer Road, Suite 200, Waltham, Massachusetts 02453**  
(Address of Principal Executive Offices) (Zip Code)

**(781) 647-3900**  
(Registrant's telephone number, including area code)

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Certain matters discussed in this Current Report on Form 8-K contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Actual results may differ materially due to numerous factors, including without limitation the ability to satisfy the conditions to the consummation of the proposed merger, the timing and content of the approvals and consents, including consents of the lenders of Inverness Medical Innovations, Inc. (the "Company"), necessary to consummate the proposed merger with Ostex International, Inc., a Washington corporation ("Ostex"), conditions in the capital markets in general and the healthcare capital markets specifically which may affect potential financing sources for the development of the Company's and/or Ostex' business, the effect of any operational and financial covenants contained within the terms of any additional borrowings obtained prior to consummation of the proposed merger, and the risks and uncertainties described in the Company's current and periodic reports filed with the Securities and Exchange Commission (the "Commission") under the federal securities laws including the Company's Annual Report on Form 10-K/A for the year-ended December 31, 2001 and Quarterly Report on Form 10-Q for the quarter ended September 30, 2002. The Company does not undertake any obligation to update any forward-looking statements.

The Company has filed documents concerning the proposed merger with the Securities and Exchange Commission including a registration statement on Form S-4 (file no. 333-101078) containing a proxy statement/prospectus. WE URGE INVESTORS TO READ THE DOCUMENTS FILED AND TO BE FILED BY THE COMPANY AND OSTEX, INCLUDING, MOST PARTICULARLY, THE



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The Company agrees to furnish supplementally to the Commission a copy of any omitted schedule or exhibit to this agreement upon request by the Commission.

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