

THIRD WAVE AGBIO INC
Form 424B3
February 21, 2013
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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-186252

PROSPECTUS

Hologic, Inc.

Offer to Exchange up to

\$1,000,000,000 Outstanding 6.25% Senior Notes due 2020 Issued on August 1, 2012 (CUSIP Nos. 436440 AD3, U38284 AA0, 436440 AE1) for

Like Principal Amount of 6.25% Senior Notes due 2020 (CUSIP No. 436440 AF8), which have been Registered Under the Securities Act of 1933, as amended (the Securities Act)

We are offering to exchange our 6.25% Senior Notes due 2020, or the new notes, for our currently outstanding 6.25% Senior Notes due 2020, or the old notes. The new notes are substantially identical to the old notes, except that the new notes have been registered under the federal securities laws and will not bear any legend restricting their transfer, will bear a different CUSIP number than the old notes and will not be entitled to certain registration rights and related provisions for additional interest applicable to the old notes. The new notes will represent the same debt as the old notes, and we will issue the new notes under the same indenture. The new notes will be guaranteed, jointly and severally, fully and unconditionally, subject to customary release provisions, by Hologic, Inc. and each of our existing and future U.S. subsidiaries that guarantee any of our senior secured credit facilities.

Terms of the 6.25% Senior Notes due 2020 offered in the Exchange Offer

The terms of the new notes are substantially identical to the terms of the old notes that were issued August 1, 2012, except that the new notes will be registered under the Securities Act and will not contain transfer restrictions, registration rights or provisions for additional interest.

Terms of the Exchange Offer

The exchange offer expires at 5:00 p.m., New York City time, on March 22, 2013, which is 21 business days after the exchange offer is commenced, unless extended.

We are offering to exchange up to \$1,000,000,000 of our old notes for new notes with substantially identical terms which have been registered under the Securities Act and are freely tradable.

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We will exchange all old notes that you validly tender and do not validly withdraw before the exchange offer expires for an equal principal amount of new notes.

Tenders of old notes may be withdrawn at any time prior to the expiration of the exchange offer.

The exchange of old notes for new notes should not be a taxable event for U.S. federal income tax purposes. See the discussion below under the caption **Material U.S. Federal Income Tax Considerations** for more information regarding the United States federal income tax consequences to you of the exchange offer.

The exchange offer is subject to the conditions set forth under **The Exchange Offer Conditions to the Exchange Offer**.

We will not receive any proceeds from the exchange offer.

There is no existing public market for the old notes or the new notes and we do not intend to apply for listing of the new notes on any securities exchange or automated quotation system.

Based upon interpretations by the staff of the Securities and Exchange Commission, we believe that, subject to some exceptions, the new notes may be offered for resale, resold and otherwise transferred by you without compliance with the registration and prospectus delivery provisions of the Securities Act, provided you are not an affiliate of ours.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of the new notes. Except in very limited circumstances, current and future holders of old notes who do not participate in the exchange offer will not be entitled to any future registration rights, and will not be permitted to transfer their old notes absent an available exemption from registration. Except in very limited circumstances, upon completion of the exchange offer, we will have no further obligation to register and currently do not anticipate that we will register old notes under the Securities Act.

This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired as a result of market-making or other trading activities. Under the registration rights agreement we have agreed that, for a period of up to the earlier of (i) 180 days after the effective date of the registration statement of which this prospectus forms a part (or such longer period if extended pursuant to the registration rights agreement in certain circumstances) and (ii) the date on which such broker-dealers no longer own any of the old notes, we will make this prospectus, as amended or supplemented, available to any broker-dealer for use in connection with any such resale. See **Plan of Distribution**.

See **Risk Factors** beginning on page 13 for a discussion of certain risks that you should consider before participating in the exchange offer.

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

The date of this prospectus is February 21, 2013

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This prospectus is part of a registration statement we filed with the Securities and Exchange Commission. In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus and in the accompanying letter of transmittal. We have not authorized anyone to provide you with any other information. If you receive any unauthorized information, you must not rely on it.

We are not making an offer to sell these securities or soliciting an offer to buy these securities in any jurisdiction where an offer or solicitation is not authorized or in which the person making that offer or solicitation is not qualified to do so or to anyone whom it is unlawful to make an offer or solicitation.

The information in this prospectus is current only as of the date on its cover, and may change after that date. The information in any document incorporated by reference in this prospectus is current only as of the date of any such document. For any time after the cover date of this prospectus, we do not represent that our affairs are the same as described or that the information in this prospectus is correct nor do we imply those things by delivering this prospectus or selling securities to you.

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This prospectus incorporates important business and financial information about Hologic, Inc. that is not included or delivered with this prospectus. Such information is available without charge to holders of old notes upon written or oral request made to Hologic, Inc., 35 Crosby Drive, Bedford, Massachusetts 01730, Attention: Mark J. Casey, Chief Administrative Officer and General Counsel, Telephone Number: (781) 999-7300. **To obtain timely delivery of documents or information, we must receive your request no later than five (5) business days before the expiration date of the exchange offer.**

The section **Description of the New Notes** of this prospectus contains more detailed information regarding the terms and conditions of the new notes. Unless the context indicates otherwise, the words **we**, **our**, **ours**, and **us** refer to Hologic, Inc., a Delaware corporation. In this prospectus, unless the context otherwise requires, we refer to the unregistered **6.25% senior notes due 2020**, issued on August 1, 2012, as the **old notes**, and we refer to the registered **6.25% senior notes due 2020** as the **new notes**. The **6.25% senior notes due 2020** are sometimes referred to herein as the **notes**, which term, except with respect to discussions of income tax consequences and unless the context otherwise requires, includes the new notes and the old notes.

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INCORPORATION BY REFERENCE; ADDITIONAL INFORMATION

We are required to file annual, quarterly, and current reports and other information with the Securities and Exchange Commission (the SEC). You may read and copy any documents filed by us at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding us. The SEC's web site is at <http://www.sec.gov>.

We also make available free of charge on our internet website at <http://www.hologic.com> all of the documents that we file with or furnish to the SEC as soon as reasonably practicable after we electronically file such material with the SEC. Information contained on our website is not incorporated by reference into this prospectus, and you should not consider information contained on our website as part of this prospectus unless specifically so designated and filed with the SEC.

We incorporate by reference information into this prospectus, which means that we disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except for any information superseded by information contained expressly in this prospectus, and the information we file later with the SEC will automatically supersede this information. You should not assume that the information in this prospectus is current as of any date other than the date on the front page of this prospectus.

We incorporate by reference in this prospectus the documents listed below that Hologic, Inc. has previously filed with the SEC:

Hologic, Inc.'s Annual Report on Form 10-K for the year ended September 29, 2012 filed on November 28, 2012;

Hologic, Inc.'s Quarterly Report on Form 10-Q for the quarter ended December 29, 2012 filed on February 7, 2013;

Hologic, Inc.'s Definitive Proxy Statement on Schedule 14A, filed with the SEC on January 16, 2013; and

Hologic, Inc.'s Current Reports on Form 8-K filed on November 13, 2012 (pursuant to Item 5.02 and the related exhibits only), January 4, 2013, January 22, 2013, January 28, 2013, February 15, 2013 and February 21, 2013 and Hologic, Inc.'s Current Report on Form 8-K/A filed on October 15, 2012 (excluding any information furnished pursuant to Item 2.02 or Item 7.01 on any Current Report on Form 8-K or Form 8-K/A).

In addition, we incorporate by reference in this prospectus any future filings made by Hologic, Inc. with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) (excluding any information furnished and not filed with the SEC), after the date on which the registration statement that includes this prospectus was initially filed with the SEC and prior to the termination of the offering of the securities offered by this prospectus.

You may request a copy of any document incorporated by reference in this prospectus and any exhibit specifically incorporated by reference in those documents, at no cost, by writing or telephoning us at the following address or phone number:

Hologic, Inc.

35 Crosby Drive

Bedford, Massachusetts 01730

Attention: Mark J. Casey

Chief Administrative Officer and General Counsel

Telephone Number: (781) 999-7300

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DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained or incorporated by reference in this prospectus are forward-looking statements within the meaning of the federal securities laws. These statements involve known and unknown risks, uncertainties and other factors which may cause our or our industry's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding:

the effect of the continuing worldwide macroeconomic uncertainty on our business and results of operation;

the coverage and reimbursement decisions of third-party payors relating to the use of our products and treatments;

the uncertainty of the impact of cost containment efforts and federal healthcare reform legislation on our business and results of operation;

the anticipated impact of the U.S. excise tax on the sale of most medical devices, effective January 1, 2013, on our business and results of operation;

the impact and anticipated benefits of the acquisition of Gen-Probe and the challenges associated with successfully integrating and operating the Gen-Probe business;

the impact and anticipated benefits of other recently completed acquisitions and acquisitions we may complete in the future;

our ability to consolidate certain of our manufacturing operations on a timely basis without disrupting our business and to achieve anticipated cost synergies in connection therewith;

our goal of expanding our market positions;

the development of new competitive technologies and products;

regulatory approval and clearances for our products;

production schedules for our products;

the anticipated development of our markets and the success of our products in these markets;

the anticipated performance and benefits of our products;

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business strategies;

estimated asset and liability values;

the impact and costs and expenses of any litigation we may be subject to now or in the future;

our compliance with covenants contained in our indebtedness;

anticipated trends relating to our financial condition or results of operations; and

our capital resources and the adequacy thereof.

In some cases, you can identify forward-looking statements by terms such as may, will, should, could, would, expects, plans, anticipates, believes, estimates, projects, predicts, potential and similar expressions intended to identify forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this prospectus. Except as

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otherwise required by law, we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained or incorporated by reference in this prospectus to reflect any change in our expectations or any change in events, conditions or circumstances on which any of our forward-looking statements are based. Factors that could cause or contribute to differences in our future financial results include the cautionary statements set forth herein and in our filings with the Securities and Exchange Commission, or SEC, including those set forth under **Risk Factors** set forth in Part I, Item 1A of our Annual Report on Form 10-K for the year ended September 29, 2012, which is incorporated by reference in this prospectus. We qualify all of our forward-looking statements by these cautionary statements.

TRADEMARK NOTICE

Hologic is a trademark of Hologic, Inc. Other trademarks, logos, and slogans registered or used by Hologic and its divisions and subsidiaries in the United States and other countries include, but are not limited to, the following: APTIMA, APTIMA COMBO 2, Cervista, Cytyc, Dimensions, Fluoroscan, Gen-Probe, Healthcome, Interlace, Invader, LIFECODES, LORAD, MyoSure, NovaSure, PANTHER, PROCLEIX, Rapid fFN, Sentinelle, TCT, ThinPrep, and TIGRIS.

MARKET AND INDUSTRY DATA

This prospectus and the information incorporated by reference into it includes information with respect to market share and industry conditions, which are based upon internal estimates and various third-party sources. While management believes that such data is reliable, we have not independently verified any of the data from third-party sources nor have we ascertained the underlying assumptions relied upon therein. Similarly, our internal research is based upon management's understanding of industry conditions, and such information has not been verified by any independent sources. Accordingly, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading **Risk Factors** in this prospectus.

NOTICE TO HOLDERS OUTSIDE THE UNITED STATES

This prospectus is not a prospectus for the purposes of the European Union's Directive 2003/71/EC (and any amendments thereto) as implemented in Member States of the European Economic Area. This prospectus does not constitute an offer to sell, buy or exchange or the solicitation of an offer to sell, buy or exchange the old notes and/or the new notes, as applicable, in any circumstances in which such offer or solicitation is unlawful. Each holder of old notes tendering for new notes will be deemed to have represented, warranted and agreed that, if it is a person resident in a Member State of the European Economic Area, it is a **qualified investor** for the purposes of Article 2(1)(e) of Directive 2003/71/EC as amended by Directive 2010/73/EU.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere or incorporated by reference in this prospectus. This is only a summary and therefore does not contain all the information that may be important to you in deciding whether or not to participate in this exchange offer. You should carefully read the entire prospectus (including the information set forth in the section entitled "Risk Factors" beginning on page 13 of this prospectus), the accompanying letter of transmittal, our consolidated financial statements and the other information incorporated by reference in this prospectus before deciding whether or not to participate in this exchange offer. The new notes will be issued by Hologic, Inc., a Delaware corporation ("Hologic"), and will be jointly and severally guaranteed by each of our existing and future domestic restricted subsidiaries that are guarantors under the indenture governing the notes (the "guarantors").

OUR COMPANY

We are a leading developer, manufacturer and supplier of premium diagnostics products, medical imaging systems and surgical products dedicated to serving the healthcare needs of women. Our core business units are focused on breast health, diagnostics, GYN surgical, and skeletal health. We sell and service our products through a combination of direct sales and service forces and a network of independent distributors and sales representatives.

Our breast health products include a broad portfolio of breast imaging and related products and accessories, including digital and film-based mammography systems, magnetic resonance imaging, or MRI, breast coils, computer-aided detection, or CAD, for mammography and MRI, minimally invasive breast biopsy devices, breast biopsy site markers, breast biopsy guidance systems, breast imaging comfort pads, and breast brachytherapy products. Our most advanced breast imaging platform, Dimensions, utilizes a new technology called tomosynthesis to produce three dimensional, or 3D, images, as well as conventional two dimensional, or 2D, full field digital mammography images. In the U.S., our Dimensions product was approved in December 2008 by the Food and Drug Administration, or FDA, for providing conventional 2D images. In February 2011, we received approval from the FDA to enable the 3D tomosynthesis capability of our Dimensions system.

We offer a wide range of diagnostic products which are used primarily to aid in the diagnosis of human diseases and screen donated human blood. Our molecular diagnostics products include our APTIMA family of assays, our proprietary Invader chemistry and advanced instrumentation (PANTHER, TIGRIS and HTA). The APTIMA family of assays is used to detect the common sexually transmitted diseases, or STDs, chlamydia and gonorrhea, certain high-risk strains of the human papillomavirus, or HPV, and Trichomonas vaginalis, the parasite that causes trichomoniasis. Our Invader chemistry comprises molecular diagnostic reagents used for a variety of DNA and RNA analysis applications, including Cervista HPV high risk, or HR, and Cervista HPV 16/18 products to assist in the diagnosis of HPV, as well as other products to diagnose cystic fibrosis, cardiovascular risk and other diseases. Our diagnostics products also include the ThinPrep System, which is primarily used in cytology applications such as cervical cancer screening, and the Rapid Fetal Fibronectin Test, which assists physicians in assessing the risk of pre-term birth. In blood screening, we develop and manufacture the PROCLEIX family of assays, which are used to detect the human immunodeficiency virus, or HIV, the hepatitis C virus, or HCV, the hepatitis B virus, or HBV, and the West Nile virus, or WNV, in donated human blood. These blood screening products are marketed worldwide by our blood screening collaborator, Novartis Vaccines and Diagnostics, Inc., or Novartis, under Novartis' trademarks.

Our GYN surgical products include the NovaSure Endometrial Ablation System, or NovaSure, and the MyoSure Hysteroscopic Tissue Removal System, or MyoSure. The NovaSure system involves a minimally invasive procedure for the treatment of heavy menstrual bleeding. The MyoSure system is a tissue removal device that is designed to provide transcervical or incision-less removal of fibroids and polyps within the uterus.

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Our skeletal health products include dual-energy X-ray bone densitometry systems, an ultrasound-based osteoporosis assessment product, and our Fluoroscans mini C-arm imaging products.

We were incorporated in Massachusetts in October 1985 and reincorporated in Delaware in March 1990.

CORPORATE INFORMATION

Our principal executive offices are located at 35 Crosby Drive, Bedford, Massachusetts 01730, our telephone number is (781) 999-7300 and our internet website is located at <http://www.hologic.com>. Information contained in or accessible through our website is not part of this prospectus.

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THE EXCHANGE OFFER

Old Notes	6.25% Senior Notes due 2020, which we issued on August 1, 2012. The old notes were issued under the indenture, dated as of August 1, 2012.
New Notes	6.25% Senior Notes due 2020, the issuance of which has been registered under the Securities Act. The form and the terms of the new notes are substantially identical to those of the old notes, except that the transfer restrictions, registration rights and provisions for additional interest relating to the old notes do not apply to the new notes.
Exchange Offer for Notes	We are offering to issue up to \$1,000,000,000 aggregate principal amount of new notes in exchange for a like principal amount of old notes to satisfy our obligations under the exchange and registration rights agreement that we entered into when the old notes were issued in a transaction consummated in reliance upon the exemptions from registration provided by Rule 144A and Regulation S under the Securities Act.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on March 22, 2013, which is 21 business days after the exchange offer is commenced, unless we extend or earlier terminate the exchange offer.
Withdrawal; Non-Acceptance	You may withdraw any old notes tendered in the exchange offer at any time prior to 5:00 p.m., New York City time, on March 22, 2013, which is 21 business days after the exchange offer is commenced, unless we extend or earlier terminate the exchange offer. If we decide for any reason not to accept any old notes tendered for exchange, the old notes will be returned to the registered holder at our expense promptly after the expiration or termination of the exchange offer. In the case of old notes tendered by book-entry transfer into the exchange agent's account at The Depository Trust Company ("DTC"), any withdrawn or unaccepted old notes will be credited to the tendering holder's account at DTC. For further information regarding the withdrawal of tendered old notes, see "The Exchange Offer Terms of the Exchange Offer; Period for Tendering Old Notes" and "The Exchange Offer Withdrawal Rights."
Conditions to the Exchange Offer	We are not required to accept for exchange, or to issue new notes in exchange, for any old notes and we may terminate or amend the exchange offer, if any of the following events occur prior to the expiration of the exchange offer: the exchange offer violates any applicable law or applicable interpretation of the staff of the SEC; an action or proceeding shall have been instituted or threatened in any court or by any governmental agency that might materially impair our or the guarantors' ability to proceed with the exchange offer;

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we do not receive all of the governmental approvals that we believe are necessary to consummate the exchange offer; or

there has been proposed, adopted, or enacted any law, statute, rule or regulation that, in our reasonable judgment, would materially impair our ability to consummate the exchange offer.

We may waive any of the above conditions in our reasonable discretion. See the discussion below under the caption "The Exchange Offer - Conditions to the Exchange Offer."

Procedures for Tendering Old Notes

Unless you comply with the procedure described below under the caption "The Exchange Offer - Guaranteed Delivery Procedures," you must do one of the following on or prior to the expiration or termination of the exchange offer to participate in the exchange offer:

tender your old notes by sending (i) the certificates for your old notes (in proper form for transfer), (ii) a properly completed and duly executed letter of transmittal and (iii) all other documents required by the letter of transmittal to Wells Fargo Bank, National Association, as exchange agent, at one of the addresses listed below under the caption "The Exchange Offer - Exchange Agent"; or

tender your old notes by using the book-entry transfer procedures described below and transmitting a properly completed and duly executed letter of transmittal, or an agent's message instead of the letter of transmittal, to the exchange agent. For a book-entry transfer to constitute a valid tender of your old notes in the exchange offer, Wells Fargo Bank, National Association, as exchange agent, must receive a confirmation of book-entry transfer of your old notes into the exchange agent's account at DTC prior to the expiration or termination of the exchange offer. For more information regarding the use of book-entry transfer procedures, including a description of the required agent's message, see the discussion below under the caption "The Exchange Offer - Book-Entry Transfers."

Guaranteed Delivery Procedures

If you are a registered holder of old notes and wish to tender your old notes in the exchange offer, but:

the old notes are not immediately available;

time will not permit your old notes or other required documents to reach the exchange agent before the expiration or termination of the exchange offer; or

the procedure for book-entry transfer cannot be completed prior to the expiration or termination of the exchange offer;

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then you may tender old notes by following the procedures described below under the caption The Exchange Offer Guaranteed Delivery Procedures.

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Special Procedures for Beneficial Owners

If you are a beneficial owner whose old notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your old notes in the exchange offer, you should promptly contact the person in whose name the old notes are registered and instruct that person to tender them on your behalf. If you wish to tender in the exchange offer on your own behalf, prior to completing and executing the letter of transmittal and delivering your old notes, you must either make appropriate arrangements to register ownership of the old notes in your name, or obtain a properly completed bond power from the person in whose name the old notes are registered.

Material U.S. Federal Income Tax Considerations

The exchange of old notes for the new notes in connection with the exchange offer should not be a taxable sale or exchange for U.S. federal income tax purposes. Consequently, a holder should not recognize gain or loss upon receipt of the new notes in the exchange offer, the holder's basis in the new notes should be the same as its basis in the corresponding old notes immediately before the exchange and the holder's holding period in the new notes should include its holding period in the old notes. See the discussion below under the caption "Material U.S. Federal Income Tax Considerations" for more information regarding the United States federal income tax consequences to you of the exchange offer.

Use of Proceeds

We will not receive any proceeds from the exchange offer.

Exchange Agent

Wells Fargo Bank, National Association is the exchange agent for the exchange offer. You can find the address and telephone number of the exchange agent below under the caption, "The Exchange Offer Exchange Agent."

Resales

Based on interpretation by the staff of the SEC, as set forth in no-action letters issued to third parties, we believe that the new notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act, as long as:

you are not our affiliate, as defined in Rule 405 of the Securities Act;

you are acquiring the new notes in your ordinary course of business;

neither you, nor, to your actual knowledge, any other person receiving new notes from you, has any arrangement or understanding with any person to participate in the distribution of the new notes;

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

if you are a broker-dealer, you will receive the new notes for your own account in exchange for old notes that were acquired by you as

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a result of market-making activities or other trading activities (and not directly from us or any of our affiliates), and you will be required to deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of such new notes (See Plan of Distribution).

If you do not meet these requirements, your resale of the new notes must comply with the registration and prospectus delivery requirements of the Securities Act.

Our belief is based on interpretations by the staff of the SEC, as set forth in no-action letters issued to third parties. The staff of the SEC has not considered this exchange offer in the context of a no-action letter, and we cannot assure you that the staff of the SEC would make a similar determination with respect to this exchange offer.

If our belief is not accurate and you transfer a new note without delivering a prospectus meeting the requirements of the federal securities laws or without an exemption from these laws, you may incur liability under the federal securities laws. We do not and will not assume, or indemnify you against, this liability.

See The Exchange Offer Consequences of Exchanging Old Notes.

Broker-Dealers

Each broker-dealer that receives new notes for its own account in exchange for old notes that were acquired as a result of such broker-dealer's market-making activities or other trading activities acknowledges that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired as a result of market-making or other trading activities. Under the registration rights agreement we have agreed that, for a period of up to the earlier of (i) 180 days after the effective date of the registration statement of which this prospectus forms a part and (ii) the date on which such broker-dealers no longer own any of the old notes, we will make this prospectus, as amended or supplemented, available to any broker-dealer for use in connection with any such resale. See Plan of Distribution beginning on page 117 for more information.

Registration Rights Agreement for the Old Notes

When we issued the old notes on August 1, 2012, we entered into a registration rights agreement with the guarantors and the purchasers of the old notes party thereto. Under the terms of the registration rights agreement, we and the guarantors agreed to:

file the exchange offer registration statement with the SEC no later than January 28, 2013;

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use all commercially reasonable efforts to cause the exchange offer registration statement to be declared effective no later than April 28, 2013;

use all commercially reasonable efforts to commence the exchange offer promptly and no later than 10 business days after the effective time of the registration statement, hold the exchange offer open for at least 20 business days, and consummate the exchange offer promptly following the expiration of the exchange offer;

file a shelf registration statement for the resale of the old notes if we cannot effect an exchange offer within the time periods listed above, and in certain other circumstances, and use all commercially reasonable efforts to keep such shelf registration statement continuously effective for a period ending on the earlier of the time when the old notes are freely tradeable pursuant to Rule 144 under the Securities Act or such time as there are no longer any Registrable Securities (as defined in the registration rights agreement) outstanding; and

if we fail to meet our registration obligations under the registration rights agreement, we will pay special interest in addition to the base interest on the affected Registrable Securities then outstanding at a per annum rate of 0.25% for the first 90 days immediately following the occurrence of such default, at a per annum rate of 0.50% for the second 90 days, at a per annum rate of 0.75% for the third 90 days and at a per annum rate of 1.0% thereafter.

CONSEQUENCES OF NOT EXCHANGING OLD NOTES

If you do not exchange your old notes in the exchange offer, you will continue to be subject to the restrictions on transfer described in the legend on the certificate for your old notes. In general, you may offer or sell your old notes only:

if they are registered under the Securities Act and applicable state securities laws;

if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; or

if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

We do not intend to register the old notes under the Securities Act, and holders of old notes that do not exchange old notes for new notes in the exchange offer will no longer have registration rights with respect to the old notes except in the limited circumstances provided in the registration rights agreement. Under some circumstances, as described in the registration rights agreement, holders of the old notes, including holders who are not permitted to participate in the exchange offer or who may not freely sell new notes received in the exchange offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of the old notes by such holders. For more information regarding the consequences of not tendering your old notes and our obligations to file a shelf registration statement, see [The Exchange Offer](#), [Consequences of Failing to Exchange Old Notes](#) and [Registration Rights Agreement](#).

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SUMMARY DESCRIPTION OF THE NEW NOTES

The summary below describes the principal terms of the new notes. The terms and conditions described below are subject to important limitations and exceptions. You should read this summary in conjunction with the section entitled "Description of the New Notes" contained in this prospectus which contains a more detailed description of the terms and conditions of the new notes.

Issuer	Hologic, Inc.
Total Amount of Notes Offered	\$1.0 billion aggregate principal amount of 6.25% Senior Notes due 2020.
Maturity	August 1, 2020.
Interest	6.25% per annum, payable semi-annually in arrears in cash on February 1 and August 1 of each year, commencing on February 1, 2013.
Form and Terms	<p>The new notes will be substantially identical to the old notes except that:</p> <ul style="list-style-type: none"> the new notes will be registered under the Securities Act and therefore will not bear legends restricting their transfer; the new notes will bear a different CUSIP number from the old notes; and you will not be entitled to any exchange or registration rights with respect to the new notes, and the new notes will not provide for special interest in connection with registration defaults. <p>The new notes will evidence the same debt as the old notes and the same indenture will govern both the old and new notes.</p>
Guarantees	The notes will be fully and unconditionally guaranteed on a senior basis by each of our existing and subsequently acquired or organized U.S. subsidiaries that is a guarantor of our senior secured credit facilities. See "Description of the New Notes" Guarantees.
Ranking	The notes will be our and the guarantors' senior unsecured obligations. The notes will rank equally in right of payment with all of our existing and future unsubordinated indebtedness, senior in right of payment to any future subordinated indebtedness and effectively junior to our existing and future secured indebtedness, including indebtedness outstanding under our senior secured credit facilities to the extent of the value of the collateral securing such indebtedness. The notes will also be structurally subordinated to all liabilities of our non-guarantor subsidiaries.

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The guarantees will be the guarantors' senior unsecured obligations. The guarantees will rank equally in right of payment with all existing and future unsubordinated indebtedness of each guarantor, senior in

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right of payment to any future subordinated indebtedness of each guarantor and effectively junior to all existing and future secured indebtedness of each guarantor to the extent of the value of the collateral securing such indebtedness.

At December 29, 2012:

we and the guarantors had outstanding approximately \$2.48 billion aggregate principal of secured debt that ranked effectively senior to the notes to the extent of the value of the collateral securing such debt; and

our subsidiaries that have not guaranteed the notes had approximately \$135.2 million of outstanding liabilities, including trade payables but excluding intercompany liabilities, that ranked effectively senior to the notes.

Optional Redemption

Prior to August 1, 2015, we may redeem up to 35% of the aggregate principal amount of the notes with the proceeds of certain equity offerings at a redemption price of 106.250%, plus accrued and unpaid interest, if any, to, but not including, the redemption date.

In addition, prior to August 1, 2015, we may redeem all or a portion of the notes at a redemption price equal to 100% of the principal amount of the notes redeemed, plus accrued and unpaid interest, if any, to the redemption date and a make-whole premium as described in this prospectus.

On or after August 1, 2015, we may redeem all or a portion of the notes at the redemption prices set forth in this prospectus, plus accrued and unpaid interest, if any, to, but not including, the redemption date.

See Description of the New Notes Optional Redemption.

Change of Control Offer

If we experience certain change of control events, we must offer to repurchase the notes at 101% of their principal amount, plus accrued and unpaid interest, if any, to, but not including, the applicable repurchase date. See Description of the New Notes Repurchase of Notes Upon a Change of Control.

Asset Sale Offer

If we, or any of our restricted subsidiaries, sell assets under certain circumstances we must offer to repurchase the notes at 100% of their principal amount, plus accrued and unpaid interest, if any, to the applicable repurchase date. See Description of the New Notes Certain Covenants Limitation on Sales of Assets and Subsidiary Stock.

Restrictive Covenants

The notes will be issued under an indenture containing covenants that, among other things, restrict our ability and the ability of our restricted subsidiaries to:

incur indebtedness or issue certain preferred equity;

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pay dividends, redeem stock or make other distributions or restricted payments;

make certain investments;

agree to payment restrictions affecting the restricted subsidiaries;

sell or otherwise transfer or dispose of assets, including equity interests of our subsidiaries;

enter into transactions with our affiliates;

create liens;

designate our subsidiaries as unrestricted subsidiaries; and

consolidate, merge or sell substantially all of our assets.

These covenants will be subject to a number of important exceptions and qualifications, including the suspension or revision of certain of these covenants upon the notes receiving an investment grade credit rating. See [Description of the New Notes](#) [Certain Covenants](#).

No Prior Market; No Listing

The new notes constitute a new issue of securities for which there is no established trading market. We do not intend to apply for listing of the new notes on any securities exchange or for quotation of the new notes in any automated dealer quotation system. An active trading market for the new notes may not develop, and there can be no assurance as to the liquidity of any market that may develop for the new notes.

RISK FACTORS

You should refer to the section of this prospectus entitled [Risk Factors](#) beginning on page 13 and the other information included and incorporated by reference in this prospectus for a discussion of the factors you should carefully consider before deciding to participate in the exchange offer, including factors affecting forward-looking statements.

For additional information regarding the notes, see the [Description of the New Notes](#) section of this prospectus.

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RISK FACTORS

Before you decide to exchange your old notes in the exchange offer, you should understand the risks involved. You should carefully consider the risks described below as well as the risks incorporated by reference into this prospectus. Other risks and uncertainties not presently known to us or that we currently deem immaterial may also materially adversely affect us. If any of such risks actually occur, the value of the new notes could decline substantially and you may lose all or part of your investment. In these Risk Factors, unless otherwise indicated or the context otherwise requires, the words Hologic, we, us, our and ours refer to Hologic and its subsidiaries.

Risks Relating to the New Notes

If an active trading market for the new notes does not exist, you may not be able to resell them.

The new notes will constitute new issues of securities and there is no established trading market for the notes. We have not applied and do not intend to apply for the new notes to be listed on any securities exchange or to arrange for quotation of the notes on any automated dealer quotation systems. As a result, we cannot assure you as to the liquidity of any trading market for the new notes.

We also cannot assure you that you will be able to sell your new notes at a particular time or at all, or that the prices that you receive when you sell them will be favorable. If no active trading market develops, you may not be able to resell your new notes at their fair market value, or at all. The liquidity of, and trading market for, the new notes may also be adversely affected by, among other things, prevailing interest rates, our operating performance and financial condition, the interest of securities dealers in making a market, and the market for similar securities.

Historically, the market for non-investment grade debt has been subject to disruptions that have caused volatility in prices of securities similar to the notes. It is possible that the market for the new notes will be subject to disruptions. Any disruptions may have a negative effect on holders, regardless of our prospects and financial performance.

Risk Relating to the Notes and our Indebtedness

The notes are unsecured and effectively subordinated to our and the guarantors' senior secured indebtedness.

Our obligations under the notes and the guarantors' obligations under the guarantees of the notes are not secured by any of our or our subsidiaries' assets. Our borrowings under our senior secured credit facilities and the related guarantees are secured by a pledge of substantially all of our and the guarantors' assets. As a result, the notes and the guarantees are effectively subordinated to all of our and the guarantors' secured indebtedness and other obligations to the extent of the value of the assets securing such obligations.

At December 29, 2012, we and the guarantors had outstanding approximately \$2.48 billion aggregate principal of secured debt that ranked effectively senior to the notes to the extent of the value of the collateral securing such debt. In addition, the indenture governing the notes permits us and our subsidiaries to incur additional secured indebtedness, subject to certain restrictions.

If we and the guarantors were to become insolvent or otherwise fail to make payments on the notes, holders of our and the guarantors' secured obligations would be paid first and would receive payments from the assets securing such obligations before the holders of the notes would receive any payments. Holders of the notes will participate ratably with all holders of our unsecured indebtedness that is deemed to be of the same class as the notes, our outstanding convertible notes, and all of our other general creditors, based upon the respective amounts owed to each holder or creditor, in our remaining assets. You therefore may not be fully repaid in the event we become insolvent or otherwise fail to make payments on the notes.

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The notes and the guarantees are structurally subordinated to indebtedness and other liabilities of our non-guarantor subsidiaries.

Not all of our subsidiaries guarantee the notes. The notes and the guarantees are structurally subordinated to the indebtedness and other liabilities of any non-guarantor subsidiary and holders of the notes will not have any claim as a creditor against any non-guarantor subsidiary. Accordingly,