

Life Technologies Corp  
Form DEF 14A  
March 19, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
SCHEDULE 14A  
(RULE 14a-101)  
INFORMATION REQUIRED IN  
PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

- Filed by the Registrant   
Filed by a Party other than the Registrant   
Check the appropriate box:  
 Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to sec. 240.14a-12

**LIFE TECHNOLOGIES CORPORATION**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
- (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:

(4) Date Filed:

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March 19, 2010

Dear Stockholder:

This year's Annual Meeting of Stockholders will be held on April 29, 2010 at 8:00 a.m. local time, at the offices of the Company, 5781 Van Allen Way, Carlsbad, California 92008. You are cordially invited to attend.

We are pleased to furnish proxy materials to our stockholders over the Internet pursuant to rules of the U.S. Securities and Exchange Commission. On March 19, 2010, we mailed to our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our 2010 Proxy Statement and 2009 Annual Report to Stockholders. The Notice also provides instructions on how to vote online or by telephone, and includes instructions on how to receive a paper copy of the proxy materials by mail. If you received your annual meeting materials by mail, the Notice of Annual Meeting of Stockholders, Proxy Statement, Annual Report to Stockholders and proxy card were enclosed.

The Notice of Annual Meeting of Stockholders and the Proxy Statement, which describe the formal business to be conducted at the meeting, follow this letter.

Whether or not you plan to attend the meeting, your vote is very important and we encourage you to vote promptly. After reading the Proxy Statement, please make sure to vote your shares by promptly voting electronically or telephonically as described in the enclosed Proxy Statement, or if you received a paper copy of the proxy card, by dating, signing and returning your proxy card, or attending the annual meeting in person. Instructions regarding all three methods of voting are provided on the proxy card. If you hold shares through an account with a brokerage firm, bank or other nominee, please follow the instructions you receive from them to vote your shares. Regardless of the number of shares you own, your careful consideration of, and vote on, the matters before our stockholders are important.

A copy of our 2009 Annual Report is also enclosed, but we also encourage you to view our more in depth annual report online at [www.lifetechnologies.com](http://www.lifetechnologies.com).

Your vote is very important to us. I urge you to vote FOR all proposals.

I look forward to seeing you at the annual meeting.

Very truly yours,

Gregory T. Lucier  
Chairman and Chief Executive Officer

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD APRIL 29, 2010**

*To our Stockholders:*

The Annual Meeting of Stockholders of Life Technologies Corporation (the Company), will be held on April 29, 2010, at 8:00 a.m. local time, at the offices of the Company, 5781 Van Allen Way, Carlsbad, California 92008, for the following purposes:

1. To elect four Class II directors, each to hold office for a three-year term and until his respective successor is elected and qualified. The Board of Directors has nominated the following persons for election as Class II directors at the meeting: George F. Adam, Jr., Raymond V. Dittamore, Arnold J. Levine, Ph.D. and Bradley G. Lorimier. Also, to elect one additional Class III director, to hold office until the 2011 annual meeting of stockholders and until his successor is elected and qualified. The Board of Directors has nominated the following person for election as a Class III director at the meeting: David C. U Prichard, Ph.D.
2. To consider a proposal to ratify the appointment of Ernst & Young LLP as the independent auditors for the Company for the fiscal year ending December 31, 2010.
3. To consider two proposals to adopt changes to the Restated Certificate of Incorporation of the Company.
4. To consider two proposals to adopt changes to the Bylaws of the Company.
5. To consider a proposal to adopt the Company's 2010 Incentive Compensation Plan.
6. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Our Board recommends a vote FOR each of these proposals. Stockholders of record at the close of business on March 1, 2010, are entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof. For ten days prior to the Annual Meeting, a complete list of the stockholders of record on March 1, 2010, will be available at our principal offices, located at 5791 Van Allen Way, Carlsbad, California 92008, for examination during ordinary business hours by any stockholder for any purpose relating to the meeting.

By Order of the Board of Directors,

John A. Cottingham  
Chief Legal Officer & Secretary

Carlsbad, California  
March 19, 2010

**IMPORTANT:** Please vote telephonically or electronically, as described in the accompanying materials, or promptly fill in, date, sign and return the enclosed proxy card in the accompanying pre-paid envelope to ensure that your shares

are represented at the meeting. You may revoke your proxy before it is voted. If you attend the meeting, you may choose to vote in person even if you have previously sent in your proxy card.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 29, 2010:** A complete set of proxy materials relating to our annual meeting is available on the Internet. These materials may be viewed at [www.proxydocs.com/life](http://www.proxydocs.com/life).

**Life Technologies Corporation  
5791 Van Allen Way  
Carlsbad, California 92008**

**PROXY STATEMENT FOR THE ANNUAL MEETING OF STOCKHOLDERS**

The accompanying proxy is being solicited by the Board of Directors of Life Technologies Corporation (also referred to as Life Technologies, the Company or we) and contains information related to the Annual Meeting of Stockholders (the Annual Meeting) to be held April 29, 2010, at 8:00 a.m. local time, or any adjournment or postponement thereof, for the purposes described in the accompanying Notice of Annual Meeting. The Annual Meeting will be held at the offices of the Company, 5781 Van Allen Way, Carlsbad, California 92008. This Proxy Statement was filed with the Securities and Exchange Commission (the SEC) on March 19, 2010, and the approximate date on which the Proxy Statement and the accompanying proxy were first sent or made available to stockholders was March 19, 2010.

Life Technologies will bear the cost of soliciting proxies. In addition to soliciting proxies by mail, telephone or electronic means, we may request banks and brokers, and other custodians, nominees and fiduciaries, to solicit their customers who have Life Technologies stock registered in their names and will reimburse them for their reasonable, out-of-pocket costs. We may use the services of our officers, directors, and others to solicit proxies, personally or by telephone, without additional compensation. In addition, Life Technologies has retained The Altman Group, Inc. to solicit stockholder proxies at a cost of approximately \$7,000, plus reimbursement of reasonable out-of-pocket expenses.

**ABOUT THE MEETING**

***What is the purpose of the Annual Meeting?***

At the Annual Meeting, stockholders will act upon the matters presented in this Proxy Statement. These matters include the election of directors, the ratification of the reappointment of Ernst & Young LLP as our independent auditors, adoption of certain changes to the Restated Certificate of Incorporation of the Company (the Restated Certificate of Incorporation), adoption of certain changes to the Bylaws of the Company (the Bylaws), and adoption of the Company's 2010 Incentive Compensation Plan (the 2010 ICP). In addition, management will report on Life Technologies' performance during 2009 and will respond to questions from our stockholders. The Annual Report for the fiscal year ended December 31, 2009, is available online at [www.lifetechnologies.com](http://www.lifetechnologies.com).

***Who is entitled to vote at the meeting?***

Stockholders of record as of the close of business on the record date, March 1, 2010, are entitled to vote the shares of Life Technologies stock they held on the record date at the Annual Meeting. As of the close of business on the record date, there were 181,230,766 shares of the Company's common stock (the Common Stock) outstanding and entitled to vote.

Stockholders may vote in person or by proxy. Each holder of shares of Common Stock is entitled to one vote for each share of stock held on the proposals presented in this Proxy Statement.

***How is a quorum established and what is the vote required for each proposal?***

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The Bylaws provide that a majority of all the outstanding shares of stock entitled to vote, whether present in person or represented by proxy, constitutes a quorum for the transaction of business at the Annual Meeting.

Votes for and against, abstentions and broker non-votes will be counted for purposes of determining the presence or absence of a quorum. Broker non-votes are shares held by brokers or nominees who are present in person or represented by proxy, but which are not voted on a particular matter because the brokers or nominees do not have discretionary authority with respect to that proposal and they have not received voting instructions from the beneficial owner. Under the rules that govern brokers, brokers have the discretion to vote on routine matters, but not on non-routine matters. Routine matters include the ratification of the appointment of the Company's independent registered public accountants. Non-routine matters include the election of directors and actions on stock plans and the Company's charter documents.

The specific vote required for the election of directors and for the approval of each of the other proposals is set forth under each proposal. Abstentions and broker non-votes will have no effect on the election of directors, the ratification of the appointment of Ernst & Young LLP as the independent auditors for the Company and the adoption of the Company's 2010 Incentive Compensation Plan. Abstentions and broker non-votes have the same effect as a vote against the proposals to amend the Restated Certificate of Incorporation and the Bylaws.

***Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials this year instead of a full set of proxy materials?***

Pursuant to rules adopted by the SEC, we have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the Notice) to our stockholders of record and beneficial owners. All stockholders will have the ability to access the proxy materials on a website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

***How do I vote?***

All shares represented by a proxy will be voted, and where a stockholder specifies a choice with respect to any matter to be acted upon, the shares will be voted in accordance with the specification so made. If you do not indicate a choice on the proxy card, the shares will be voted in favor of the election of the nominees for director contained in this Proxy Statement, in favor of ratifying Ernst & Young LLP as independent auditors for the Company for 2010, in favor of adopting certain changes to the Restated Certificate of Incorporation, in favor of adopting certain changes to the Bylaws, in favor of adopting the 2010 ICP and, in the discretion of the proxy holders, on any other matter that comes before the meeting.

If you are a stockholder with shares registered in your name, you may vote by one of the following three methods:

***Vote via the Internet.*** Go to the web address <http://www.proxydocs.com/life> and follow the instructions for Internet voting shown on the proxy card mailed to you. If you vote via the Internet, you should be aware that there may be incidental costs associated with electronic access, such as your usage charges from your Internet access providers and telephone companies, for which you will be responsible.

***Vote by Telephone.*** Dial 1-866-390-5390 and follow the instructions for telephone voting shown on the proxy card mailed to you.

***Vote by Proxy Card mailed to you.*** If you do not wish to vote by the Internet or by telephone, please complete, sign, date and mail the Proxy Card in the envelope provided. If you vote via the Internet or by telephone, please do not mail your Proxy Card.



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The Internet and telephone voting procedures are designed to authenticate your identity and to allow you to vote your shares and confirm that your voting instructions have been properly recorded.

If your shares are held by a broker, bank or other stockholder of record, in nominee name or otherwise, exercising fiduciary powers (typically referred to as being held in street name), you may receive a separate voting instruction form with this Proxy Statement, or you may need to contact your broker, bank or other stockholder of record to determine whether you will be able to vote electronically via the Internet or by telephone. Your broker may vote your shares on the proposal to ratify our independent auditors, but will not be permitted to vote your shares with respect to the other proposals unless you provide instructions as to how to vote your shares.

Once you have given your proxy, you may revoke it at any time prior to the time it is voted, by delivering to the Secretary of the Company at the Company's principal offices either a written document revoking the proxy or a duly executed proxy with a later date, or by attending the Annual Meeting and voting in person. Merely attending the Annual Meeting will not, by itself, revoke a proxy. Please note, however, that your shares are held of record by a broker, bank or other nominee and you wish to vote at the Annual Meeting, you must obtain and bring to the Annual Meeting a proxy card issued in your name from the broker, bank or other nominee. Otherwise, you will not be permitted to vote at the Annual Meeting.

### ***How do I vote my 401(k) shares?***

If you participate in the Life Technologies Corporation 401(k) Savings and Investment Plan, you may vote the shares of Common Stock in your account as of the record date. If you wish to vote those shares, you must complete your proxy card and return it in the envelope provided by April 26, 2010. Fidelity Management Trust Company (Fidelity), the plan trustee, will then vote the shares in your account as you indicated.

If you do not complete and return your proxy card prior to April 26, 2010, Fidelity will not vote the shares in your account. You may revoke instructions to the trustee by giving it written notice of revocation or a later dated written voting instruction by April 26, 2010.

## **ELECTION OF DIRECTORS**

The Company has a classified Board of Directors currently consisting of five Class II directors (George F. Adam, Jr., Raymond V. Dittamore, Arnold J. Levine, Ph.D., Bradley G. Lorimier and David C. U Prichard, Ph.D.) who will serve until the 2010 Annual Meeting of Stockholders, four Class III directors (Balakrishnan S. Iyer, William H. Longfield, Ronald A. Matricaria and W. Ann Reynolds, Ph.D.) who will serve until the 2011 Annual Meeting of Stockholders, and four Class I directors (Donald W. Grimm, Gregory T. Lucier, Per A. Peterson, Ph.D. and William S. Shanahan) who will serve until the 2012 Annual Meeting of stockholders, and in each case until their respective successors are duly elected and qualified. Directors in a class are elected for a term of three years to succeed the directors in such class whose terms expire at such annual meeting, or a shorter term to fill a vacancy in another class of directors.

The nominees for election at the 2010 Annual Meeting of Stockholders to fill four Class II positions on the Board of Directors are George F. Adam, Jr., Raymond V. Dittamore, Arnold J. Levine, Ph.D. and Bradley G. Lorimier. The nominee for election at the 2010 Annual Meeting of Stockholders to fill one additional Class III position on the Board of Directors is David C. U Prichard, Ph.D. If elected, the nominees for the Class II positions will serve as directors until the annual meeting of stockholders in 2013, and in each case until their successors are elected and qualified. If elected, the nominee for the Class III position will serve as a director until the annual meeting of stockholders in 2011, and until his successor is elected and qualified. If any of the nominees declines to serve or becomes unavailable for any reason, or if a vacancy occurs before the election (although we know of no reason to anticipate that this will occur), your proxy may be voted for such substitute nominees as the Company may designate.

The following information relates to the nominees listed above and to the Company's other directors whose terms of office will extend beyond the Annual Meeting, and sets forth the specific experience, qualifications, attributes and

skills that led our Board to the conclusion that he or she should serve as a director. In addition to this information, we also believe that each of our director nominees and serving directors possess the highest personal and professional ethics, integrity and values, and are committed to

representing the long-term interests of our stockholders. They each have demonstrated an inquisitive and objective perspective, business acumen and an ability to exercise sound judgment, as well as a commitment of service to Life Technologies and our Board. Finally, we value their significant experience on other public company boards of directors and board committees.

*Nominees for election at the 2010 Annual Meeting of Stockholders*

**Class II**

**(Term Ends 2013)**

- |                                     |   |
|-------------------------------------|---|
| George F. Adam, Jr.<br>(age 63)     | Director since November 2008. Mr. Adam previously served on the Board of Applied Biosystems, and is the Chairman and C.E.O. of Recondo Technology, Inc., a private healthcare software development company. Mr. Adam founded Adam Aircraft Industries, Inc., a designer and manufacturer of advanced aircraft, and New Era of Networks, Inc., an e-business infrastructure provider that went public in 1997 and filed for Chapter 7 bankruptcy proceedings on February 15, 2008. Mr. Adam previously served as a general partner at Goldman, Sachs & Co. Before Goldman Sachs, Mr. Adam held executive positions at Baxter Healthcare, FMC, Litton Industries, and IBM. Mr. Adam also previously served on the Board of Directors for TransUnion, Inc. Mr. Adam received his B.S. in engineering from the United States Military Academy at West Point and an M.B.A. from Golden Gate University. We believe Mr. Adam's qualifications to sit on our Board of Directors include his executive experience in the healthcare and computer businesses, his experience in the investment banking industry, his understanding of the Applied Biosystems business, and his experience on other public company boards and board committees. |
| Raymond V. Dittamore<br>(age 66)    | Director since July 2001. Mr. Dittamore also serves as a director of QUALCOMM Incorporated and was formerly a member of the Board of Directors of Gen-Probe Incorporated. In June 2001, Mr. Dittamore retired as a partner of Ernst & Young after thirty-five (35) years of service. Mr. Dittamore brings over three decades of public accounting experience to the Board of Directors, primarily serving companies in the life sciences industry. Mr. Dittamore received his B.S. from San Diego State University. We believe Mr. Dittamore's qualifications to sit on our Board of Directors include his thirty-five (35) years years of experience with Ernst & Young, his experience in working with life sciences companies, his service on other public company boards and audit committees, and his status as a financial expert under Sarbanes-Oxley.   |
| Arnold J. Levine, Ph.D.<br>(age 70) | Director since November 2008. Dr. Levine previously served on the Board of Applied Biosystems, a position he held since 1999. Dr. Levine is a professor at the Institute for Advanced Study and currently serves on the Boards of Theravance Corporation and Infinity Pharmaceuticals. Dr. Levine previously served as President and Chief Executive Officer of Rockefeller University from 1998 to 2002 and was the Harry C. Weiss Professor of the Life Sciences and Chairman of the Molecular Biology Department at Princeton University from 1984 to 1998. Dr. Levine received his B.A. from SUNY Binghamton and a Ph.D. from the University of Pennsylvania. We believe Dr. Levine's qualifications to sit on our Board of Directors include his more than twenty-five (25) years of experience in academic positions relating to the life sciences, his status as a prominent inventor in the field of molecular biology, his understanding of the Applied Biosystems business, and his service on other public company boards.   |

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Bradley G. Lorimier  
(age 64)

Director since November 1998. Mr. Lorimier served as Senior Vice President, Business Development and Director of Human Genome Sciences, Inc., a

biotechnology company, from March 1994 to June 1997. Mr. Lorimier was a director of Matrix Pharmaceutical, Inc. from December 1997 to March 2002, and was a Director of Avalon Pharmaceuticals from its founding in November 2000 to May 2009. Mr. Lorimier was Chairman of Avalon from January 2008 to May 2009. Mr. Lorimier was also a Director for several private companies. Mr. Lorimier received his B.S. in biology from the University of Illinois. We believe Mr. Lorimier's qualifications to sit on our Board of Directors include his extensive knowledge of the Invitrogen business, his executive experience in the biotech and pharmaceutical industries, and his service on other public company boards and board committees.

**Class III**

**(Term Ends 2011)**

David C.  
U Prichard, Ph.D.  
(age 61)

Director since April 2004. Dr. U Prichard currently serves as a venture partner with the private equity firm Red Abbey Venture Partners LP (Baltimore, MD), and President of Druid Consulting LLC, a consulting firm specializing in the pharmaceutical and biotechnology industries. From September 1999 to April 2003, Dr. U Prichard served as CEO of 3-Dimensional Pharmaceuticals, Inc. Dr. U Prichard served as Chairman of Research and Development at SmithKline Beecham from July 1997 to March 1999 and in senior R&D management positions at ICI/Zeneca from July 1986 to June 1997. Dr. U Prichard has also served as an Associate Professor of Pharmacology and Neurobiology at Northwestern University Medical School and has held academic appointments at The Johns Hopkins University, and the Universities of Maryland and Pennsylvania. Dr. U Prichard is an honorary professor at the University of Glasgow, serves as Chairman of the Board of Oxagen Limited (Oxford, UK) and Cyclacel Pharmaceuticals Inc. (NASDAQ: CYCC Berkeley Heights, NJ) and is a Director of Silence Therapeutics Ltd (London, UK). Dr. U Prichard received his B.S. in pharmacology from the University of Glasgow and a Ph.D. in pharmacology from the University of Kansas. We believe Dr. U Prichard's qualifications to sit on our Board of Directors include his extensive experience in pharmaceutical research and development, his executive and consulting experience in the pharmaceutical and biotechnology industries, his academic experience, and his service on other public company boards and board committees.

**The Board of Directors recommends a vote For the nominees named above.**

***Directors Continuing in Office***

**Class III**

**(Term Ends 2011)**

Balakrishnan S. Iyer  
(age 53)

Director since July 2001. Mr. Iyer is currently a director of Conexant Systems, Inc., Skyworks Solutions, Inc., Power Integrations, Inc., IHS Inc., and Qlogic Corporation. From October 1998 to June 2003, Mr. Iyer was Senior Vice President and Chief Financial Officer of Conexant Systems, Inc. Mr. Iyer previously served as Senior Vice President and Chief Financial Officer of VLSI Technology, Inc., where he was responsible for all worldwide financial functions, information technology and strategic planning. During his career, Mr. Iyer has held a variety of other key management positions, including Finance Director and

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Group Controller for a \$1 billion business at Advanced Micro Devices. Mr. Iyer received his B.S. in mechanical engineering from the Indian Institute of Technology, Madras and his M.S. in industrial engineering from the University of California, Berkeley. Mr. Iyer

also received an M.B.A. in finance from the Wharton School. We believe Mr. Iyer's qualifications to sit on our Board of Directors include his experience as a chief financial officer, his service on other public company boards and audit committees, and his status as a financial expert under Sarbanes-Oxley.

William H. Longfield  
(age 71)

Director since November 2008. Mr. Longfield previously served on the Board of Applied Biosystems and is the retired Chairman and Chief Executive Officer of C.R. Bard, Inc., a manufacturer of health care products. Mr. Longfield joined C.R. Bard in 1989 as executive vice president, became President in 1991, and served as Chairman and Chief Executive Officer from 1995 until his retirement in August 2003. Mr. Longfield was also the Chairman and Trustee of Atlantic Health System in New Jersey from 2003 to 2009, and a director of each of West Pharmaceutical Services, Inc. from 1995 to 2007, Horizon Health Corporation from 1989 to 2007, and Manor Care from 1998 to 2007. Mr. Longfield received his B.S. from Drake University and a Masters of Management from the Kellogg School at Northwestern University. We believe Mr. Longfield's qualifications to sit on our Board of Directors include his fourteen (14) years as a senior executive for a prominent health care company, his knowledge of the Applied Biosystems business, and his service on other public company boards and board committees.

Ronald A. Matricaria  
(age 67)

Director since July 2004. Mr. Matricaria is the former Chairman and Chief Executive Officer of St. Jude Medical, Inc. Mr. Matricaria spent twenty-three (23) years with Eli Lilly and Company, Inc., serving in several leadership roles. Mr. Matricaria's last positions with Eli Lilly were as Executive Vice President of the Pharmaceutical Division and President of North American operations. Mr. Matricaria also served as President of Eli Lilly International Corporation. In 2002, Mr. Matricaria was recognized by the medical device industry with a lifetime achievement award. In addition, Mr. Matricaria is currently a member of the Board of Directors of Hospira, Inc., Chairman of the Board of Volcano Therapeutics, Inc., Vice-Chairman of the Board of Phoenix Children's Hospital, and is also Trustee Emeritus of the University of Minnesota Foundation. Mr. Matricaria holds a B.S. from the Massachusetts College of Pharmacy and was awarded an honorary doctorate degree in pharmacy in recognition of his contributions to the practice of pharmacy. We believe Mr. Matricaria's qualifications to sit on our Board of Directors include his experience as the CEO of a prominent health care organization, his twenty-three (23) years of executive experience in the pharmaceutical industry, and his service on other public company boards and board committees.

W. Ann Reynolds, Ph.D.  
(age 72)

Presiding Director since April 2008. Director since February 2005. Dr. Reynolds is the former President of the University of Alabama at Birmingham. Prior to joining The University of Alabama at Birmingham as President in 1997, Dr. Reynolds served as Chancellor of the City University of New York. Prior to that, Dr. Reynolds was the Chancellor of the California State University system, Provost of Ohio State University and Associate Vice Chancellor for Research and Dean of the Graduate College of the University of Illinois Medical Center. Earlier in her career, Dr. Reynolds held appointments as professor of anatomy, research professor of obstetrics and gynecology, and acting associate dean for academic affairs at the University of Illinois College of Medicine. A native of Kansas, Dr. Reynolds holds a M.S. and a Ph.D. in zoology from the University of Iowa, as well as a B.S. in biology from Emporia State University, Kansas. Dr. Reynolds is also currently a director of Abbott Laboratories, Humana Inc., Owens Corning and the Champaign-Urbana News Gazette. We believe Dr. Reynolds' qualifications to sit on our



Board of Directors include her executive leadership experience at prominent academic

institutions, her academic and research experience in fields relating to human health, and her service on other public company boards and board committees.

**Class I**

**(Term Ends 2012)**

Donald W. Grimm  
(age 68)

Director since June 1998. Mr. Grimm has been a director of Hamilton BioVentures, LLC since August 2001. Since June 1995, Mr. Grimm has served as Chairman and President of Strategic Design, LLC, a strategic planning and consulting company. Mr. Grimm retired from Eli Lilly & Company, a research-based pharmaceutical company, in December 1993 after twenty-three (23) years of service. Mr. Grimm held positions at Eli Lilly as Director of Worldwide Pharmaceutical Pricing, Director of Pharmaceutical Market Research and Director of Sales. Following these assignments, Mr. Grimm was President and CEO of Hybritech, Inc., a wholly owned subsidiary of Lilly. In addition, Mr. Grimm is currently a director of several private companies. Mr. Grimm received his B.S. in pharmacy and his M.B.A. from the University of Pittsburgh. We believe Mr. Grimm's qualifications to sit on our Board of Directors include his extensive knowledge of the Invitrogen business, his twenty-three (23) years of executive experience in the pharmaceutical industry, his marketing, pricing, and sales expertise, and his service on other public company boards and board committees.

Gregory T. Lucier  
(age 45)

Gregory T. Lucier serves as Chief Executive Officer of Life Technologies and as Chairman of the Company's Board of Directors. Previously, Mr. Lucier served as Chairman and Chief Executive Officer of Invitrogen Corporation, which merged with Applied Biosystems in November 2008 to form Life Technologies. The Company is one of the largest providers of systems, biological reagents, and services to life scientists around the world. The Company aims to improve the human condition by enabling basic research, accelerating drug discovery and development, and advancing scientific exploration in areas such as regenerative science, molecular diagnostics, agricultural and environmental research, and 21st century forensics. Mr. Lucier has leveraged his background in healthcare management to prepare the company to participate in and shape the new era of personalized medicine.

Mr. Lucier serves as a Director of Biotechnology Industry Organization, as well as the Chairman of the Board of Trustees for the Sanford/Burnham Medical Research Institute, and a Director for CareFusion Corporation, a publicly-traded medical technology company. Mr. Lucier is actively involved at San Diego State University as a distinguished lecturer. Mr. Lucier received his B.S. in Engineering from Pennsylvania State University and an M.B.A. from Harvard Business School. We believe Mr. Lucier's qualifications to sit on our Board of Directors include his experience as a CEO and business leader, his experience in the healthcare industry, his broad involvement in the biotechnology and health care fields, and his service as both director and chairman on other public company and non-profit boards.

Per A. Peterson, Ph.D.  
(age 65)

Director since March 2007. Dr. Peterson recently retired as Chairman, Research & Development, Pharmaceuticals at Johnson & Johnson. Dr. Peterson joined Johnson & Johnson in 1994 as Vice President, Drug Discovery, of the R.W. Johnson Pharmaceutical Research Institute. Dr. Peterson is also a Director for Entelos, Inc., a life sciences company focused on improving human health through predictive biosimulation, which he joined in

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2007 and Bio Investment Group, each of which are privately held companies. Dr. Peterson was named Group Vice President of the Pharmaceutical Research Institute in April 1998 and its president in November 1998. In 2000, Dr. Peterson was named Chairman, Research & Development,

Pharmaceuticals Group and became a member of the Executive Committee in 2001. Prior to joining Johnson & Johnson, Dr. Peterson spent eight (8) years at Scripps Research Institute in La Jolla, CA, where he headed the Division of Molecular Immunogenics before being appointed Chairman of the Department of Immunology in 1987. Dr. Peterson had earlier served as Director of the Wallenberg Laboratory, as well as professor of cell biology at the University of Uppsala, Sweden. Born in Kalmar, Sweden, Dr. Peterson received his B.M. in medicine and his Ph.D. in medicinal biochemistry from the University of Uppsala, Sweden. We believe Dr. Peterson's qualifications to sit on our Board of Directors include his extensive experience in pharmaceutical research and development, his executive experience in the pharmaceutical industry, and his academic and research experience.

William S. Shanahan  
(age 69)

Director since December 2008. Mr. Shanahan retired as President of Colgate-Palmolive in 2005, after having served the company for almost forty (40) years in positions of increasing responsibility. Since 2007, Mr. Shanahan has served on the Board of Directors for Visa Inc., the world's largest consumer payment system. Mr. Shanahan is an adviser to Value Act Capital. Mr. Shanahan is also a former member of the Board of Directors of each of Diageo PLC, a world-wide beverage producer, and MSD Ignition, a leading maker of performance ignition systems. Mr. Shanahan received his B.A. from Dartmouth. We believe Mr. Shanahan's qualifications to sit on our Board of Directors include his forty (40) years of business experience, including his tenure as President of a major consumer products company, his expertise in operating a global business, and his service on other public company boards and board committees.

***How often did the Board of Directors meet during 2009?***

During the fiscal year ended December 31, 2009, the Board of Directors held seven meetings. Each director serving on the Board of Directors in fiscal year 2009 attended at least 75% of the meetings of the Board of Directors and the committees on which he or she served. The Board of Directors meets in Executive Session, without any members of management present, at each regularly scheduled meeting. The independent directors elect a Presiding Director annually. W. Ann Reynolds, Ph.D. has served as the Presiding Director since April 2008. The Presiding Director presided at each Executive Session in 2009.

***Who are the independent directors on the Board of Directors?***

The Board of Directors has determined that, other than Gregory T. Lucier, our CEO, each of the members of the Board of Directors is an independent director in accordance with NASDAQ listing standards.

***What is the Company's policy regarding attendance by the Board of Directors at the Annual Meeting of Stockholders?***

Members of the Board of Directors are strongly encouraged to attend the 2010 Annual Meeting of Stockholders. At the 2009 Annual Meeting of Stockholders, all thirteen of the incumbent directors were present.

***What is the leadership structure of our Board of Directors?***

Our Bylaws and governance principles provide our Board of Directors with flexibility to combine or separate the positions of Chairman of the Board and Chief Executive Officer in accordance with its determination that utilizing one or the other structure is in the best interests of our company. Currently, Mr. Lucier serves as both Chairman of the Board and Chief Executive Officer. Our Board has determined that this structure is the most effective leadership

structure for our company at this time. The Board believes that Mr. Lucier is the director best situated to identify strategic opportunities and focus the activities of the Board due to his full-time commitment to the business and his company-specific experience. The Board also believes

that the combined role of Chairman/Chief Executive Officer promotes effective execution of strategic imperatives and facilitates information flow between management and the Board.

Our Board has determined that maintaining the independence of the Company's directors other than Mr. Lucier, managing the composition and function of its committees, and appointing an independent Presiding Director having the duties described below help maintain the Board's strong, independent oversight of management. In accordance with our governance principles, our Board consists of a supermajority of independent directors. These independent directors meet regularly in executive session without the presence of management or non-independent directors. In addition, our Audit, Compensation and Organizational Development, and Governance and Nominating Committees, which oversee critical matters such as the integrity of our financial statements, the compensation of executive management, the selection and evaluation of directors, and the development and implementation of corporate governance policies, each consist entirely of independent directors. Furthermore, our Board annually appoints an independent director to serve as Presiding Director. The Presiding Director has the responsibility of providing input to the Chairman/Chief Executive Officer on agenda items for meetings of the Board and the Board committees and of serving as a point person for stockholder communications with the Board. The Presiding Director presides over all executive sessions and meetings of the independent directors, defines the agenda for the executive sessions, gives feedback to the Chief Executive Officer following such executive sessions, serves as a point of leadership during special situations, ensures that all directors have an equal voice, and assists the Chairman or members of management in managing corporate crises, to the extent they arise, making related communications to the other directors. In addition to the President Director, our other directors are encouraged to make suggestions for Board agenda items or pre-meeting materials.

***What committees has the Board of Directors established?***

The Board of Directors has established an Audit Committee, a Compensation and Organizational Development Committee, a Governance and Nominating Committee, and a Science and Technology Committee. Each committee operates under a written charter approved by the Board of Directors. The charters of each committee are available on the Company's website at [www.lifetechnologies.com](http://www.lifetechnologies.com). The Audit Committee consists of Mr. Dittamore, Mr. Adam, Mr. Grimm, Mr. Iyer and Mr. Lorimier, and Mr. Dittamore serves as the Chairman. The Compensation and Organizational Development Committee consists of Mr. Matricaria, Mr. Longfield, Dr. Reynolds, Mr. Shanahan and Dr. U Prichard, and Mr. Matricaria serves as the Chairman. The Governance and Nominating Committee consists of Mr. Iyer, Mr. Dittamore, Mr. Matricaria and Dr. Peterson, and Mr. Iyer serves as the Chairman. The Science and Technology Committee consists of Dr. Peterson, Mr. Grimm, Dr. Levine, Mr. Lorimier and Dr. U Prichard, and Dr. Peterson serves as the Chairman.

*Audit Committee.* The Audit Committee's function is to review with our independent registered public accounting firm and management the annual financial statements and independent registered public accounting firm opinion, review and maintain direct oversight of the plan, scope and results of the audit by the independent registered public accounting firm, review and approve all professional services performed and related fees charged by the independent auditors, be solely responsible for the retention or replacement of the independent registered public accounting firm, and monitor the adequacy of the Company's accounting and financial policies, controls, and reporting systems. During 2009, the Audit Committee held seven meetings.

The Board of Directors and the Audit Committee believe that the Audit Committee's current member composition satisfies the rule of the NASDAQ listing standards that governs audit committee composition, including the requirement that audit committee members all be independent directors as that term is defined by NASDAQ Rule 5605(a)(2) and the definition of independent under the Sarbanes-Oxley Act of 2002. Additionally, the Company certifies that it has, and will continue to have, at least one member of the Audit Committee that is defined as an audit committee financial expert in accordance with Section 407 of the Sarbanes-Oxley Act with past employment

experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. Currently, the Board of Directors has determined

that Raymond V. Dittamore and Balakrishnan S. Iyer are audit committee financial experts. Additional information regarding the Audit Committee is set forth in the Report of the Audit Committee below.

*Compensation and Organizational Development Committee.* The functions of the Compensation and Organizational Development Committee in 2009 included providing guidance to management and assisting the Board of Directors in matters relating to the compensation of the CEO and senior executives, the organizational structure of the Company, the Company's compensation and benefits programs, the Company's succession, retention and training programs, and such other matters that have a direct impact on the success of our human resources. During 2009, the Compensation and Organizational Development Committee held seven meetings.

The Board of Directors and the Compensation and Organizational Development Committee believe that the Compensation and Organizational Development Committee's current member composition satisfies the rule of the NASDAQ listing standards that governs committee composition, including the requirement that committee members all be independent directors as that term is defined by NASDAQ Rule 5605(a)(2) and the definition of independent under the Sarbanes-Oxley Act of 2002.

#### ***What is the Board's Role in Risk Oversight?***

The Board's role in the Company's risk oversight process includes receiving regular reports from members of senior management on areas of material risk to the Company, including operational, financial, legal and regulatory, and strategic and reputational risks. The full Board (or the appropriate Committee in the case of risks that are under the purview of a particular Committee) receives these reports from the appropriate risk owner within the organization to enable it to understand our risk identification, management and mitigation strategies. The Board has developed an agenda of risk topics that are presented to the Board or one of its Committees on an annual basis. When a Committee receives such a report, the Chairman of the Committee discusses the report with the full Board during the next Board meeting. This practice enables the Board and its Committees to coordinate risk oversight for the Company, particularly regarding the interrelationship among various risks. Consistent with its charter, the Audit Committee discusses our policies with respect to risk assessment and risk management. The Compensation and Organizational Development Committee and the Board each discuss the relationship between our compensation policies and corporate risk to assess whether these policies encourage excessive risk-taking by executives and other employees.

*The Governance and Nominating Committee.* The functions of the Governance and Nominating Committee include leading any searches for new Board of Director candidates, reviewing and making recommendations to the Board of Directors regarding director compensation, and making recommendations to the Board of Directors regarding director nominees to be put forth by the Board of Directors at each annual meeting of stockholders. In addition, the area of corporate governance has taken on increasing importance in the creation and preservation of stockholder value. Therefore, the Governance and Nominating Committee focuses on core processes that the Board of Directors and its committees utilize to carry out their responsibilities, including fundamental issues such as how decisions are made. During the year ended December 31, 2009, the Governance and Nominating Committee held four meetings.

The Board of Directors and the Governance and Nominating Committee believe that the Governance and Nominating Committee's current member composition satisfies the rule of the NASDAQ listing standards that governs committee composition, including the requirement that committee members all be independent directors as that term is defined by NASDAQ Rule 5605(a)(2) and the definition of independent under the Sarbanes-Oxley Act of 2002.

*The Science and Technology Committee.* The Science and Technology Committee examines management's direction and investment in the Company's research and development and technology initiatives. The Science and Technology Committee functions as a broadly knowledgeable and objective group of scientists and non-scientists to consider and report periodically to the Board of Directors on matters relating to the investment in the Company's research and



development and technology initiatives. The Science and Technology Committee's actions are generally related to high-level policy and strategy. The administration of

the research and development function remains the responsibility of management. During the year ended December 31, 2009, the Science and Technology Committee held four meetings.

***Who are the nominees for election at the 2010 Annual Meeting of Stockholders?***

The Governance and Nominating Committee will consider for inclusion in its nominations of new directors those nominees recommended by stockholders who have held at least 1% of the outstanding voting securities of the Company for at least one year. Board of Directors candidates referred by such stockholders will be considered on the same basis as Board of Directors candidates referred from other sources. Any stockholder who wishes to recommend for the Governance and Nominating Committee's consideration a prospective nominee to serve on the Board of Directors may do so by giving the candidate's name and qualifications in writing to the Company's Secretary at the following address: 5791 Van Allen Way, Carlsbad, CA 92008.

The Governance and Nominating Committee recommended George F. Adam, Jr., Raymond V. Dittamore, Arnold J. Levine, Ph.D. and Bradley G. Lorimier to be nominated by the Board of Directors for election to Class II of the Board of Directors at the Annual Meeting of Stockholders. In addition, the Governance and Nominating Committee recommended David C. U Prichard, Ph.D. to be nominated by the Board of Directors for election to Class III of the Board of Directors at the Annual Meeting of Stockholders.

In selecting non-incumbent candidates and reviewing the qualifications of incumbent candidates for the Board of Directors, the Governance and Nominating Committee considers the Company's corporate governance principles, which include the following:

Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the stockholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment. They must be actively engaged in the pursuit of information relevant to the Company's business and must constructively engage their fellow Board of Directors members, the CEO, and other members of management in dialogue and decision making.

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board of Directors for an extended period of time. Directors should offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities.

Our governance principals also specify that our Board should represent a diverse experience at policy-making levels in business and technology in areas that are relevant to our global activities. The Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. Nominees are not discriminated against on the basis of race, religion, national origin, sexual orientation, disability or any other basis proscribed by law.

A supermajority of at least 2/3 of the directors will be independent directors as defined in the National Association of Securities Dealers, Inc. (NASD) rules for companies listed on the NASDAQ National Market. Directors who do not meet the NASD Manual's independence standards also make valuable contributions to the Board of Directors and to the Company through their experience and wisdom.

In general, to be considered independent under the NASD Manual's rules, the Board of Directors must determine, among other things, that a director does not have any relationships that, in the Board of Directors' opinion, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board of Directors will make an affirmative finding with respect to the independence of directors not less frequently than

annually. The Board of Directors has determined that other than Mr. Lucier, the Company's CEO, each of the current members of the Board of Directors, including the nominees for Class II director, are independent directors.

In addition to the policy that a supermajority of the Board of Directors members satisfy the independence standards discussed in the section above, members of the Audit Committee must also satisfy additional NASD

independence requirements. Specifically, they may not directly or indirectly receive any compensation from the Company other than their directors' compensation, must not have participated in preparing the financial statements of the Company or any of its subsidiaries during the past three years, and must not be affiliated with the Company except through their membership on the Board of Directors and its committees.

### **REPORT OF THE AUDIT COMMITTEE**

The purpose of the Audit Committee is to assist the Board of Directors in its general oversight of Life Technologies financial reporting, internal controls and audit functions. As described in the Audit Committee Charter, which is available at our website at [www.lifetechnologies.com](http://www.lifetechnologies.com), the Audit Committee has oversight responsibilities to stockholders, potential stockholders, the investment community, and other stakeholders related to the:

- integrity of the Company's financial statements;
- financial reporting process;
- systems of internal accounting and financial controls;
- performance of the Company's internal audit function and independent registered public accounting firm;
- independent registered public accounting firm's qualifications and independence; and
- compliance with ethics policies and legal and regulatory requirements.

The Audit Committee is composed solely of independent directors as defined by the listing standards of the NASD.

The Audit Committee has reviewed and discussed the consolidated financial statements with management and Ernst & Young LLP, the Company's independent registered public accounting firm. Management is responsible for the preparation, presentation and integrity of Life Technologies' financial statements; accounting and financial reporting principles; establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)); establishing and maintaining internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)); evaluating the effectiveness of disclosure controls and procedures; evaluating the effectiveness of internal control over financial reporting; and evaluating any change in internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting. Ernst & Young LLP is responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States of America, as well as expressing an opinion on the effectiveness of internal control over financial reporting.

During 2009, the Audit Committee provided oversight and advice to management relating to management's assessment of the adequacy of Life Technologies' internal control over financial reporting in accordance with the requirements of the Sarbanes-Oxley Act of 2002. The Committee received periodic updates from management and Ernst & Young LLP relating to such assessment. The Audit Committee held regular private sessions with Ernst & Young LLP to discuss their audit plan for the year, the results of their quarterly reviews, and the annual audit. At the conclusion of the process, the Audit Committee reviewed a report from management on the effectiveness of the Company's internal control over financial reporting. The Committee also reviewed the report of management contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2009, filed with the SEC, as well as Ernst & Young LLP's Report of Independent Registered Public Accounting Firm included in the Company's Annual Report on Form 10-K related to its audit of (i) the consolidated financial statements and financial statement schedule, and (ii) the effectiveness of internal control over financial reporting.

The Audit Committee provided oversight and guidance to members of management, including the Chief Legal Officer, Director of Internal Audit (who reports to the Audit Committee), and Director of Compliance on the Company's policies and procedures relating to risk assessment and risk management and on the legal

and regulatory compliance programs. The Committee received periodic reports on these matters throughout the year.

The Audit Committee met on seven occasions in 2009. The Audit Committee met privately with Ernst & Young LLP, the internal auditor, and the Chief Financial Officer (CFO) at each regular meeting.

Life Technologies has an internal audit department that reports directly to the Audit Committee. The Audit Committee reviews and approves the internal audit plan and receives regular updates on internal audit activity. Updates include discussion of results and findings by the internal audit team, follow up, staffing level of the internal audit function, and assessment of internal controls and risk of fraud.

The Audit Committee has discussed with Ernst & Young LLP the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, Communication with Audit Committees and PCAOB Auditing Standard No. 5, An Audit of Internal Control Over Financial Reporting That Is Integrated with an Audit of Financial Statements. In addition, Ernst & Young LLP has provided the Audit Committee with the written disclosures and the letter required by the PCAOB Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence, and the Audit Committee has discussed with Ernst & Young LLP their firm's independence. In addressing the quality of management's accounting judgments, the Audit Committee asked for management's representations and reviewed certifications prepared by the CEO and CFO that the unaudited quarterly and audited consolidated financial statements of the Company fairly present, in all material respects, the financial condition and results of operations of the Company.

Based on the review of the consolidated financial statements and discussions with and representations from management and Ernst & Young LLP referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in Life Technologies' Annual Report on Form 10-K for the year ended December 31, 2009, for filing with the SEC.

In accordance with Audit Committee policy and the requirements of law, the Audit Committee pre-approves all non-audit services to be provided by Life Technologies' outside auditors, Ernst & Young LLP. In addition, the Audit Committee pre-approves all audit and audit related services provided by Ernst & Young LLP. The Audit Committee has delegated to its chairman the ability to pre-approve non-audit services. Such pre-approval is later reported to the Audit Committee. A further discussion of the fees paid to Ernst & Young LLP for audit and non-audit expenses is included below under the heading PRINCIPAL ACCOUNTING FEES & SERVICES. Although the Audit Committee has the sole authority to appoint independent auditors, the Audit Committee is continuing its long-standing practice of recommending that the Board of Directors ask the stockholders to ratify the appointment at the Annual Meeting.

#### AUDIT COMMITTEE

Raymond V. Dittamore, Chairman  
George F. Adam  
Donald W. Grimm  
Balakrishnan S. Iyer  
Bradley G. Lorimier

**PRINCIPAL ACCOUNTING FEES AND SERVICES**

In connection with the audit of the 2009 financial statements, the Company entered into an engagement agreement with Ernst & Young LLP which set forth the terms by which Ernst & Young LLP has performed audit services for the Company. That agreement is subject to alternative dispute resolution procedures.

The following table sets forth the aggregate fees agreed to by the Company for the annual and statutory audits for the fiscal years ended December 31, 2009 and 2008, and all other fees paid by the Company during 2009 and 2008 to its independent registered public accounting firm, Ernst & Young LLP:

<i>(in thousands)</i>	<b>For the Years Ended December 31,</b>	
	<b>2009</b>	<b>2008</b>
Audit Fees	\$ 5,502	\$ 4,345
Audit-Related Fees	427	694
Tax Fees	2,605	1,253
All Other Fees	0	0
Total	\$ 8,534	\$ 6,292

The Audit Committee has determined that the rendering of all non-audit services by Ernst & Young LLP is compatible with maintaining the auditor's independence. The fees listed under Audit Fees above were incurred for service related to the annual audit of the Company's consolidated financial statements, including the audit of internal control over financial reporting, reviews of the Company's interim consolidated financial statements on Form 10-Q, SEC registration statements, accounting consultations and services that are normally provided in connection with statutory and regulatory filings and engagements. The fees listed under Audit-Related Fees above were incurred for services related to mergers and acquisitions, including accounting consultations, dispositions and benefit plan audits. The fees listed under Tax Fees above were incurred for service related to federal, state and international tax compliance, tax advice and tax planning. The Audit Committee approves non-audit services by Ernst & Young LLP on an ad hoc basis, and has vested authority with Raymond V. Dittamore, the chairman of the Audit Committee, to approve non-audit services as needed.

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## EXECUTIVE COMPENSATION DISCUSSION AND ANALYSIS

### *Introduction*

The Compensation and Organizational Development Committee of the Company's Board of Directors (the Committee) is made up of the following five Board members: Ronald A. Matricaria, who serves as Chairperson, William H. Longfield, W. Ann Reynolds, Ph.D., William S. Shanahan, and David C. U Prichard, Ph.D. The members of the Committee are independent directors and comply with the requirements of Rule 16b-3 of the Exchange Act, NASDAQ rules and Section 162(m) of the Internal Revenue Code.

The Committee's primary responsibility is to develop high-level policies, strategy and guidance related to the Company's executive compensation, benefits, and succession planning. As part of its duties and responsibilities, the Committee oversees and approves all aspects of the executive compensation program for the Company's Section 16 officers (the executive officers). In this role, the Committee makes recommendations to the non-employee Directors on the compensation of the CEO and reviews and approves all compensation decisions relating to other executive officers to ensure those decisions are aligned with the short and long-term goals of the Company and stockholders. Additionally, the Committee is responsible for providing guidance on the organizational structure of senior management, as well as the succession, retention planning and leadership development of senior management.

For a more detailed description of the Committee's duties and responsibilities, refer to the Compensation and Organizational Development Committee Charter which is located in the Investor Relations section of the Company's website at [www.lifetechnologies.com](http://www.lifetechnologies.com).

### *Executive Compensation Philosophy and Objectives*

The underlying premise of the Company's executive compensation philosophy is to retain and reward leaders who create long-term value for stockholders. Consistent with that philosophy, the Committee has chosen compensation components designed to align executive interests with those of stockholders. The Committee views all components of pay together in making compensation decisions. The components include base salary, annual incentives, long-term incentives, fringe benefits and perquisites. The Committee utilizes various components of compensation to strike an appropriate balance between promoting sustainable and excellent performance and discouraging inappropriate short-sighted risk-taking behavior.

In July 2008, the Committee established an executive officer compensation philosophy for the primary components of pay (base salary, annual bonus target, and long-term incentives). The Committee targets each component above the 50th percentile of benchmark data (discussed below) in recognition of the company's superior performance relative to its peer companies measured by total shareholder return, revenue growth, gross margin, and other financial/operational indicators. While the Committee reviews the Company's performance relative to its peer companies across multiple metrics and time frames each year, it does not rely on any single metric to make compensation decisions. For 2009, the Company performed well above the median relative to its peer companies for an overwhelming majority of the metrics that the Committee considered. This philosophy also recognizes the need to attract the best talent in the industry in order to deliver on the long-term growth goals of the Company. The Committee reviews this philosophy regularly and may make adjustments in the future if the Company's performance relative to peer companies or the business strategy dramatically changes.

The Committee employs the following core principles and objectives to guide its decisions regarding executive compensation. No specific weight is assigned to each particular principle but they are considered in a holistic manner.



*Pay Competitively:* The Committee believes overall compensation should be set at a competitive level to attract and retain exceptional leadership talent that is capable of both effectively managing the Company today and through the course of its anticipated future growth. The Committee utilizes benchmarking data, which is explained in more detail below, as a reference point to establish competitive compensation packages.

*Stock Ownership:* The Committee believes executive officers will make better decisions and align their interests with those of the Company's stockholders if they are required to maintain a certain level of stock ownership. As a result, the Committee has established stock ownership guidelines for executive officers and provides a meaningful portion of an executive officer's total compensation in the form of equity-based long-term incentives.

*Pay-for-Performance:* The Committee structures its executive compensation program to reward executive officers who consistently perform at a high level, which enables the Company to meet its ultimate business goal of increasing stockholder value. The alignment of executive compensation to existing business dynamics may, on a year-to-year basis, result in different components of overall compensation being utilized to ensure executive officers are focused on executing the Company's business strategy. With regard to each individual executive officer, the Committee, based on the Company's short and long-term strategy, establishes performance goals. The Committee measures performance against these goals to determine compensatory rewards for past performance and to establish future performance goals with appropriate remuneration.

The Committee conducted its most recent compensation philosophy review in December 2009 at which time the Committee affirmed the appropriateness of its philosophy.

### ***Design of Executive Compensation***

The Committee is ultimately responsible for the decisions relating to executive officers' compensation; however, the Committee considers recommendations from and discusses decisions with external consultants and the management team.

### ***Role of the Committee***

The Committee has responsibility for overseeing all forms of compensation for executive officers, including the named executive officers listed below in the 2009 Summary Compensation Table (collectively, the Company's NEOs). For FY 2009, the NEOs and their respective titles were as follows:

Gregory T. Lucier, Chairman & Chief Executive Officer;

Mark P. Stevenson, President & Chief Operating Officer;

David F. Hoffmeister, Chief Financial Officer;

Joseph C. Beery, Chief Information Officer;

Bernd Brust, President, Commercial Operations;

Paul D. Grossman, Ph.D., Senior Vice President Strategy and Corporate Development, and

Peter M. Leddy, Ph.D., Chief Human Resources Officer

Under new Securities and Exchange Commission rules, the calculation to determine named-executive officers (NEOs) changed for this proxy statement. Specifically, long-term incentive compensation must be valued based on the grant date fair value of all awards made during the year as opposed to the accounting expense for all awards that has been used in prior years. Since most executive officers did not receive a long-term incentive award during the 2009 fiscal year (see the Long-term Incentives section for additional details), the Committee included Mr. Bernd Brust and Peter M. Leddy, Ph.D. among the list of NEOs as a comparison relative to prior years. All of the above listed NEOs

currently serve as executive officers.

In establishing executive compensation, the Committee:

collaborates with management in developing a compensation philosophy for executive officers and broad-based employee groups,

makes recommendations to the Board of Directors regarding the CEO's compensation,

evaluates and approves all compensation for the other executive officers,

engages the services of external advisors when appropriate,

oversees all employee compensation and benefit programs (including the general employee benefit programs, equity incentive plans, annual bonus plan, and other similar plans), and

provides guidance to management regarding organizational structure, succession planning, retention strategies, and development programs.

During 2009, the Committee held seven meetings and frequently met in executive session. The Committee reviews the adequacy of its charter at least annually.

#### *Role of Consultants*

The Committee has retained its own independent compensation consultant, DolmatConnell & Partners, since September 2006 to advise it on matters related to executive compensation. DolmatConnell provides the Committee with executive compensation benchmarking data derived from surveys and public disclosures of peer companies.

DolmatConnell recommends to the Committee an industry peer group for purposes of comparison and benchmarking executive compensation. DolmatConnell is also available to the Committee to attend meetings, provide an independent perspective, and provide an environmental overview of executive compensation matters. DolmatConnell also provides the Committee with competitive analysis and recommendations regarding the annual use of stock compensation, bonus plan design, and executive benefits and perquisites. DolmatConnell does not provide any other services to the Company.

The Committee also retains an external advisor, Van Latham, Ph.D. to gather feedback from each Board member in January as to their perspectives regarding the CEOs performance during the prior year and goals for the future.

#### *Role of Management*

The Committee has full access to the management team when assessing and taking action related to executive compensation matters. The Chief Human Resources Officer and the Vice President for Global Compensation, Benefits & HR Systems work closely with the CEO to develop management's recommendations and perspective on the alignment of executive compensation with the business strategy, which are presented at Committee meetings. The Chief Financial Officer, Chief Legal Officer, and their respective teams periodically attend Committee meetings and are also involved in providing input to material presented.

The CEO presents recommendations to the Committee for specific executive officer compensation actions, other than for himself, which include:

- (i) an assessment of individual performances relative to previously approved performance goals and objectives, and
- (ii) recommendations for base salary adjustments, bonus awards, and long-term incentive grants aligned to the CEO's assessment of an individual executive officer's past performance, comparison of internal equity, necessity of retention, if applicable, and the Company's short and long-term strategy.

Management provides other information to the Committee to assist in its analysis and decision making process, including:

- (i) recommendations for the design of short and long-term incentive plans,
- (ii) tally sheets,
- (iii) stock ownership and cash/equity retention levels,
- (iv) current events and trends in executive compensation, and
- (v) impact of compensation and benefit programs on the Company's financial statements.

### *Benchmarking Executive Compensation*

The Committee periodically reviews competitive market data as a reference point when considering compensation actions. Several other data points are used in addition to market data, including:

- (i) individual performance and relative contribution to the Company's performance,
- (ii) overall Company and business unit performance,
- (iii) financial impact on the Company's income statement and balance sheet,
- (iv) an executive officer's role, responsibilities, and demonstrated leadership, and the Company's need to retain the executive, and
- (v) internal equity among the entire senior management team.

The Committee annually reviews benchmark compensation data provided by DolmatConnell. This data is developed from publicly-filed proxy statements (referred to as Proxy Data) of the companies listed below for Messrs. Lucier, Stevenson, and Hoffmeister. The Committee also annually reviews the companies used to develop the Proxy Data to ensure it reflects a balance between corporate revenue, market capitalization and competitive labor markets. In July 2009, three additional firms were added to the Proxy Data comparator group (Beckman Coulter, Inc., Cephalon, Inc., and Hologic, Inc.) to better balance these factors.

DolmatConnell uses a combination of the Proxy Data and two published surveys for all other executive officers. Specifically, DolmatConnell utilizes the *Radford Executive Survey* (224 companies over \$1B in annual revenue) and the *Towers Perrin Executive Compensation Survey* (111 companies between \$3B and \$6B in annual revenue). For Mr. Brust, DolmatConnell uses only the *Radford Executive Survey* to produce benchmark data while using the *Radford Executive Survey* and the *Towers Perrin Executive Compensation Survey* results for the other NEOs (data from the two sources equally weighted). This methodology is consistent with past practice and provides the Committee with a perspective relative to prior years.

### *Proxy Data Comparator Companies*

Agilent Technologies	Genzyme Corporation
Allergan, Inc.	Hologic, Inc.
Beckman Coulter, Inc.	Hospira, Inc.
Becton, Dickinson and Co.	Quest Diagnostics, Inc.
Biogen Idec, Inc.	Sigma-Aldrich Corp.
Cephalon, Inc.	St. Jude Medical, Inc.
C.R. Bard, Inc.	Thermo Fisher Scientific
DENTSPLY International	Varian Medical Systems
Forest Laboratories	Waters Corp.

### *Determining 2009 Compensation for the Company's Named Executive Officers (NEOs)*

Effective upon the merger of Invitrogen and Applied Biosystems in November 2008 (into the combined company Life Technologies) the Committee took several actions to retain and motivate the executive team to integrate successfully the two organizations and to realize quickly the synergies of the merger. Specifically, the Committee:

(i) re-aligned base salary levels to compensate executive officers based on his/her going forward roles and responsibilities

(ii) established annual bonus performance targets (the 2009 Incentive Compensation Plan or the 2009 ICP ) that if achieved provide stockholders with an appropriate return in the first year following the merger,

(iii) approved a special one-time incentive to reward executive officers (excluding the CEO) for achieving specified financial and operational synergy goals during the 24-month period following the merger, or sooner, in addition to all other forms of compensation, and

(iv) provided executive officers with a long-term incentive grant in November of 2008 that ordinarily would have been granted in the first quarter of 2009 to ensure executives balance short-term goals and objectives associated with the merger with the Company's long-term goal of increasing stockholder value through sustainable and superior performance.

The above actions and the ultimate awards were made after the Committee considered the competitive benchmark data, internal equity among executive officers, individual performance results relative to goals and objectives, payout and other award obligations resulting from contractual change-in-control agreements, and the importance of establishing a consistent executive compensation framework for the Company to build upon after the merger integration. The Committee did not assign any particular weight to these factors but each was important in analyzing and determining appropriate compensation packages for the executive officers. Additionally, the Committee made these decisions and took action in November 2008 in exchange for each NEO's agreement (other than the CEO) to waive certain rights pursuant to the terms of their then existing change-in-control agreements. The Committee also considered the value of these change-in-control payouts assuming executive officers triggered their agreement for good reason and the retention value associated with taking these actions.

The Committee's actions relating to short-term goals for 2009 were driven primarily by integration objectives related to the merger. The Board re-assessed the Company's short and long-term strategy during its December 2009 and February 2010 meetings and subsequently designed the 2010 executive compensation packages to incentivize executives to execute the 2010 strategy. The approval of executive compensation packages in early 2010 also better aligns the timing of executive compensation actions with the annual performance management process and the timing of compensation actions for all other employees.

#### *Determining 2009 Compensation for the CEO*

The CEO developed his goals and objectives for 2009 in collaboration with the Board of Directors in December 2008. These goals and objectives were established primarily as a result of the Company's operating plan for 2009, but also included non-financial metrics and goals the Board believed were critical to a successful integration of the merged companies. The CEO's goals and objectives also became the basis for determining the goals and objectives of his direct reports and ultimately the entire organization, which ensured consistency across the business units and the support functions.

The CEO reviews his actual performance with the Board periodically during the year and formally at the December meeting. Subsequently, Van Latham, Ph.D. gathers feedback from each Board member in January and compiles a report based on the information gathered. The Committee meets to review and modify the report, as appropriate, and then the final report is provided to the full Board. This report, the CEO's self assessment of his performance, actual financial performance results, and the external market competitive compensation data provided by DolmatConnell are utilized by the Committee in making its recommendations to the full Board, and are the primary factors considered by the full Board in determining the CEO's compensation.

In 2009 the CEO achieved several significant milestones through his leadership in growing and integrating the business. Specifically, his primary accomplishments during the year were:

(i) significantly exceeded the profit synergy objectives of the acquisition model, with world class results when compared against Deloitte merger benchmarks;



(ii) achieved organic revenue growth of 7%, exceeding the 2009 estimated market growth rate of 2%, in the face of a difficult economic environment;

(iii) exceeded company financial expectations while becoming an industry leader in corporate citizenship; maintaining a position in the Dow Jones Sustainability Index for the second year in a row and earning a spot on FTSE4Good Index; and

(iv) provided extraordinary leadership integrating the Invitrogen and Applied Biosystems workforces while maintaining high retention rates and high employee morale.

The timing of CEO compensation actions in prior years has been different from the timing of compensation actions taken for other executive officers. However, beginning in 2010 the timing of payments and decisions related to the compensation of the CEO will be aligned with all other executive officers and the Company's broader employee population.

### ***Elements of the Company's Executive Compensation Program***

In addition to the benefit plans generally available to all employees, executive officers compensation consists of the following components:

#### ***Base Salary***

Base salary ranges are established for each executive officer. The salary range midpoint is set at the 65th percentile of the comparator group market data. The midpoints are set at this level to ensure the Company can attract the best talent to deliver on shareholder goals in a very competitive environment. However, to be paid at the midpoint or higher an executive officer must have consistently performed at an exceptional level and displayed behaviors that have significantly impacted the Company's growth and success. The Committee also believes the full breadth of the salary range should be utilized to recognize the difference in individual performance and contribution. As a result, individual base salaries may be higher or lower than the 65th percentile of the applicable comparator group market data, depending on various factors, including job performance, skill level, prior experience in his or her field of expertise, the executive's experience with the Company, consistency regarding pay levels for similar positions or skill levels within the Company, the need to attract and retain talent, and external market conditions.

Base salaries were last adjusted for executive officers in November 2008 after the merger of Invitrogen and Applied Biosystems in recognition of the additional responsibilities executive officers took on in conjunction with integrating the merged companies. No base salary adjustments were made during 2009. The Committee reviewed executive base salaries at the beginning of 2010 and approved adjustments to occur on April 1, 2010. Scheduling executive officer base salary adjustments to occur on April 1, 2010 will ensure the Committee has the opportunity to evaluate fully each executive's 2009 performance before determining an appropriate 2010 base salary.

The Committee reviewed Proxy Data showing the CEO's 2009 base salary approximates the 60th percentile while base salary for other NEOs collectively approximates the 75th percentile relative to executives in similar roles.

#### ***Annual Bonus Incentive Compensation Plan (ICP)***

Executive officers participate in an annual cash bonus plan called the Incentive Compensation Plan (ICP). The Committee establishes an individual ICP target bonus opportunity for each executive officer expressed as a percentage of their base salary paid during the fiscal year. Target bonuses are established at the beginning of the fiscal year based on a review of:

(i) benchmark data for both target bonus opportunity and target total cash opportunity,

- (ii) the role of each executive officer, including their ability to impact the Company's overall performance, and
- (iii) the Committee's assessment of internal equity among the executive officers.

The Committee's philosophy is to provide an ICP target bonus opportunity for the Company's executive officers that approximates the 75th percentile of the applicable comparator group market data. The ICP target bonus of some executive officers may be higher or lower than the 75th percentile of the appropriate benchmark data.

For 2009, the following were the ICP target bonus amounts for each NEO:

<b>Name</b>	<b>Title</b>	<b>Target Bonus</b>
Gregory T. Lucier	Chairman & CEO	150%
Mark P. Stevenson	Chief Operating Officer	100%
David F. Hoffmeister	Chief Financial Officer	75%
Joseph C. Beery	Chief Information Officer	75%
Bernd Brust	President, Commercial Operations	75%
Paul D. Grossman, Ph.D.	Senior Vice President, Strategy and Corporate Development	75%
Peter M. Leddy, Ph.D.	Chief Human Resources Officer	75%

After establishing targets, the Committee selects ICP performance metric(s) that are closely aligned with both the Company's short-term strategy and its long term objective of creating sustainable stockholder value. For 2009, the Committee selected Operating Income as its sole funding metric under the ICP. The Company's definition of Operating Income for ICP purposes is non-GAAP operating income recorded on the year-end financial statements, adjusted to include operating income from the Mass Spec JV Division, exclude the effect of currency fluctuations in revenue and costs, and exclude the effect of the Company's stock option and restricted stock expense.

The Committee selected Operating Income as the short-term performance metric to focus the leadership team on a common goal the Committee believed was aligned closely with stockholder value creation, while at the same time aligning executive officer performance to measurable results. The Committee also believed the Operating Income metric would align the leadership team's efforts on the critical twelve-month period for integrating the Invitrogen and Applied Biosystems organizations.

The Committee then established a fiscal year 2009 (FY2009) ICP Operating Income performance goal of \$758 million for NEOs that would fund 200% of an executive officer's ICP target bonus opportunity. ICP Operating Income below the goal would result in no bonus funding/payout for NEOs. Additionally, ICP Operating Income above the goal does not result in additional ICP bonus funding/payout. In the event the Company's actual ICP Operating Income funded the 200% opportunity, the Committee retained the discretion to adjust the ICP bonus payout amount downward based on its assessment of the NEO's individual performance in FY2009. The CEO provides the Committee with his perspective on individual NEO performance and makes recommendations for actual ICP payouts.

For FY2009, the Company achieved actual ICP Operating Income of \$893 million, which resulted in an ICP bonus funding amount equal to 200% of each NEO's target bonus opportunity. However, pursuant to its retained discretion, the Committee adjusted downward each NEO's funded bonus amount (excluding the CEO), resulting in an aggregate payout relative to target ICP bonus opportunity of 160% (excluding the CEO) and 200% for the CEO. The specific ICP bonus paid to each NEO for FY2009 is included in the Summary Compensation Table.

#### *Long-Term Incentives*

*Overview.* The Company's long-term incentive plan is designed to align the financial interests of stockholders directly with executive officers by focusing them on the sustainable appreciation of stockholder value. The Committee has a

policy of granting equity awards on an annual basis, generally in the first few months of the fiscal year. However, as a result of the Invitrogen and Applied Biosystems merger in 2008, the Committee granted long-term incentive (LTI) awards to most executive officers in November 2008 to provide an immediate post-close incentive to effectively integrate the two organizations. Absent extraordinary

circumstances, beginning in 2010, annual LTI awards to executive officers and other eligible employees will be made on March 1.

The Committee approved grants of non-qualified stock options and time-based vesting restricted stock units for most executive officers in November 2008 as a FY2009 LTI award. The FY2009 LTI design targeted an economic value of the total award to be evenly split between stock options and restricted stock units for employees at and above the Vice President level. The Committee believes the 50/50 split of stock options and restricted stock units strikes the right balance between upside potential and downside protection, rewarding overall Company performance and retaining a highly talented executive team.

*Determining Award Levels.* The Committee's philosophy is to target an economic value for LTI awards to executive officers that approximate the 65th percentile of the competitive market. DolmatConnell provides the Committee with grant ranges for executive officers with the midpoint of the range aligned to this strategy. The Committee then reviews the CEO's recommendation for individual grants to executive officers based on his assessment of individual performance and potential contribution to the Company's success. In addition to taking into account the CEO's recommendations, the Committee decides the final award level for each executive officer based upon:

- (i) its assessment of individual performance during the prior fiscal year and potential for future contribution,
- (ii) recommendations from its external consultant,
- (iii) current retention value associated with each executive officer's outstanding LTI awards,
- (iv) the potential impact on stockholder dilution, and
- (v) the impact on financial statements.

The Committee believes this approach balances the short and long-term goals and interests of stockholders and executives.

The Committee has delegated to management the ability to approve LTI awards to new hires and employees (excluding executive officers) within defined parameters. Management provides the Committee with quarterly reports regarding all equity awards made by management pursuant to this delegation of authority. The policy is to make these equity grants on the first trading day of the month following the receipt of appropriate approvals.

*Stock Option Awards.* Stock options awarded to employees have an exercise price equal to the closing price of the Company's common stock on the NASDAQ market on the date of grant. Stock options vest ratably over four years following the grant date and have a ten-year total exercise term, which term may be shorter under certain circumstances such as a termination of employment.

*Restricted Stock Unit Awards.* Restricted stock units fully vest, which is also referred to as cliff vesting, on the third anniversary of the grant date.

*2007 and 2008 LTI Performance Awards.* A grant of 800,000 performance shares was made to the CEO on March 1, 2007 and 560,000 shares vested on February 28, 2010 since the Company's common stock met certain share price targets during the three-year performance period. Specifically, the Committee approved six share price targets in 2007 ranging from \$40 to \$52.50 per share. If the closing price of the Company's common stock met or exceeded a share price target during the performance period, then a specific number of performance shares vest on February 28, 2010.

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During the performance period, five of the six stock price targets were achieved which resulted in 70% vesting of the 2007 Performance Award to the CEO.

On May 15, 2008, twelve executives (excluding the CEO) received a performance-based RSU grant under the 2008 annual LTI award. This grant had a single stock price target of \$52.50 per share. Because the stock price target was not met, these shares were forfeited by executives on February 28, 2010.

*Other Long-Term Incentive Awards.* In addition to the stock options and restricted stock unit awards, most executive officers (excluding the CEO) also became eligible for a one-time cash incentive for achieving

synergy goals related to the merger. Under this plan, which became effective upon the merger in November 2008, executive officers have the opportunity to receive a cash award payable in March 2010 and/or March 2011 if certain performance goals are achieved.

Specifically, eligible executive officers have synergy goals relating to their functional areas of responsibility. Every executive officer has both a FY2009 and FY2010 financial goal to achieve cost synergies related to the merger and other FY2009/2010 goals customized to their function and areas of responsibility.

In general, an executive officer's total payout under this incentive was targeted at 150% of his or her FY2009 annual ICP target bonus opportunity. To focus executive officers on accelerating the achievement of synergies, the plan pays-out 60% of the target award opportunity in March 2010 for achieving FY2009 goals and 40% of the target award in March 2011 for achieving FY2010 goals. However, the final 40% can be accelerated should the FY2010 goals be achieved in FY2009. This design feature was added to incentivize accelerated achievement of the planned synergy objectives.

Following are the total target payouts for the NEOs who received a one-time synergy cash incentive award:

Name	Title	Total 2-Year Synergy Bonus Target Amount
Mark P. Stevenson	Chief Operating Officer	\$ 975,000
David F. Hoffmeister	Chief Financial Officer	\$ 562,500
Joseph C. Beery	Chief Information Officer	\$ 300,000
Bernd Brust	President, Commercial Operations	\$ 534,375
Paul D. Grossman, Ph.D.	Senior Vice President, Strategy and Corporate Development	\$ 450,000
Peter M. Leddy, Ph.D.	Chief Human Resources Officer	\$ 506,250

The CEO was excluded from this one-time synergy incentive plan because the Committee believes he already had adequate ICP and long-term incentive tied to the successful integration of Invitrogen and Applied Biosystems.

For 2009, Messrs. Stevenson, Hoffmeister, Beery, and Brust achieved their FY2009 goals while Messrs. Leddy and Grossman achieved their combined 2009/2010 goals. This resulted in an aggregate payout of \$2,379,375 to the NEOs as a result of the overachievement against their collective 2009 synergy target of \$90.8 million. The specific synergy bonus paid to each individual for FY09 is included in the Summary Compensation Table.

#### *Employee Benefits and Perquisites*

The Committee oversees the strategy, design, and administration of all broad-based and supplemental executive benefit/perquisite programs. The Company offers a limited number of supplemental benefits and perquisites to executive officers. Specifically, the Company provides supplemental long-term disability and life insurance (CEO only) to make-up for limits in the Company's group insurance contracts, a financial counseling allowance, a non-qualified deferred compensation plan, and an annual executive physical benefit. The Committee has approved these benefits and perquisites because it believes they are market competitive, reasonable, and allow executive officers to focus their primary attention on the strategic objectives of the Company versus personal matters.



One executive officer, Mark Stevenson, also participates in a supplemental executive retirement plan that was implemented in August 2007 while Mr. Stevenson was an Applied Biosystems executive. Effective January 1, 2010, the Committee froze the supplemental executive retirement plan, and Mr. Stevenson ceased accruing any additional benefits under this arrangement.

The Company also owns an aircraft which is operated by a third party and made available for charter when not in use by the Company. Executive officer family members/guests may accompany an executive for

business related activities. However, if family members/guests accompany an executive on a business trip and their travel is not business related, the executive reimburses the cost of such family member/guest travel to the Company at the then prevailing Standard Industry Fare Level rates.

The Company does not provide an income tax gross-up for the executive officer's cost associated with these benefits or perquisites. The amounts relating to benefits and perquisites are disclosed in the footnotes to the Summary Compensation Table.

#### *Executive Severance Plan and Agreements*

In February 2006, the Committee approved an executive officer severance plan to provide specific benefits to eligible executives whose employment is involuntarily terminated without Cause (as defined under the plan). The plan was subsequently amended in November 2008 to comply with Section 409A of the Internal Revenue Code. The following benefits are provided to executive officers who become eligible to participate in this severance plan:

- (i) twelve (12) months of base salary continuation, payable over time in accordance with regular payroll practices, provided that all such payments are made by March 15 of the year following the year in which termination occurs.
- (ii) a cash lump sum payment equal to the executive's ICP target bonus for the year in which the termination occurred (prorated to the date of termination),
- (iii) nine months of outplacement assistance, and
- (iv) up to twelve months of health benefits continuation.

The Company has also entered into individual agreements with the CEO and CFO providing them with specific benefits if their employment is terminated involuntarily without cause or they voluntarily terminate employment for good reason (as defined in their agreements). Specifically, their agreements provide the following benefit upon termination:

- (i) a cash lump-sum payment equal to 1.5 times the sum of the executive's base salary and ICP target bonus for the year in which the termination occurred, and
- (ii) eighteen months of group health benefits continuation.

The Committee believes these benefits are competitive and reasonable and that they avoid lengthy negotiations with executives when they leave the Company.

#### *Executive Change-in-Control (CIC) Agreements*

The Company has entered into change-in-control (CIC) agreements with the NEOs and a very small group of other executives because the Committee believes these individuals are the most likely to lose their jobs due to redundancy but not performance, and believe these agreements provide any potential buyer with the flexibility to retain the management team if so desired.

The CIC agreements are double trigger agreements, meaning no payouts are made to the executives unless there is a:

- (i) change in ownership, and

(ii) termination or constructive termination of the executive's employment within 24 months following the change in ownership.

If a double-trigger occurs the agreement provides for the executive to receive:

(i) a cash lump-sum payment equal to two times his or her existing base salary plus an amount equal to two times the higher of the last bonus paid or their target bonus;

- (ii) up to twenty-four months of group health insurance continuation coverage (which ceases should the executive accept employment that allows the executive to participate in group health insurance coverage before the twenty-four month period ends);
- (iii) outplacement assistance for nine months;
- (iv) acceleration of vesting of all outstanding long-term incentive awards; and
- (v) a tax gross-up if an Internal Revenue Code section 280G excise tax penalty is imposed for excess parachute payments.

In April 2009, the Committee agreed to remove the gross up of any excise tax in future CIC agreements, except in extraordinary circumstances. Additionally, any new CIC agreements must be approved by the Committee. Additional information regarding applicable payments under the CIC and executive severance arrangements for the NEOs is provided below under the heading Potential Payments Upon Termination or Change-in-Control.

### ***Other Policies and Practices***

#### *Stock Ownership Guidelines*

The Committee has determined each of the executive officers should own a significant amount of the Company's common stock to more closely align the financial interests of the executive officers with those of stockholders. Executive officers are expected to attain these ownership levels within four years after their election or appointment to the specified officer position. The Committee expects the CEO to hold at least 90,000 shares of the Company's common stock and senior vice presidents to hold at least 20,000 shares. In determining individual ownership levels, all shares held outright, as well as unvested restricted stock units or performance shares awarded to the executive are included. Stock option awards are not included for purposes of determining stock ownership.

As of March 1, 2010, all executive officers were in compliance with these stock ownership guidelines.

#### *Equity Grant Practices*

The Committee awards stock options at an exercise price equal to the closing price of the Company's common stock reported on the date of the grant. In most situations, the date of grant is the first day of the month following the date the grants are approved. Under the terms of the Company's equity plans, stock option re-pricing is not permitted without stockholder approval.

#### *Deductibility of Named Executive Officer Compensation*

In evaluating compensation program alternatives, the Committee considers the potential impact of Section 162(m) of the Internal Revenue Code. Section 162(m) eliminates the deductibility of compensation over \$1 million paid to NEOs that is not performance-based compensation as defined under the specific rules.

The Committee endeavors to maximize deductibility of compensation under Section 162(m) to the extent practicable while maintaining competitive, performance-based compensation. However, the Committee believes it is important to retain maximum flexibility in designing compensation programs that meet its stated objectives and fit within the Committee's compensation philosophy. Further, the actual impact of the loss of deduction for compensation paid to NEOs over the limitation would have a minimal impact on the Company's financial position. Therefore, the Committee may choose not to limit compensation in order to preserve deductibility for certain payments under various

compensation programs. The Committee will consider alternative forms of compensation that preserve deductibility, consistent with its compensation goals.

*Clawback Policy*

The Committee believes the strong financial controls in place for the Company provide a substantial safeguard against the risk of a material financial restatement. However, if an extraordinary event were to occur resulting in a restatement of the Company's financial performance, the Committee would take all relevant factors into account when deciding subsequent compensation actions and exercise business judgment and discretion to determine amounts to recoup, if any.

*Policy on Stock Hedging*

Executive officers are prohibited from participating in short sales on the Company's stock, or the purchase or sale of options, puts, calls, straddles, equity swaps or other derivative securities that are directly linked to Life Technologies securities.

**REPORT OF THE  
COMPENSATION AND ORGANIZATIONAL DEVELOPMENT COMMITTEE  
OF THE  
BOARD OF DIRECTORS**

The Compensation and Organizational Development Committee reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of SEC Regulation S-K with management. Based on such review and discussions, the Compensation and Organizational Development Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the registrant's Proxy Statement on Schedule 14A.

Ronald A. Matricaria (Chairman)  
William H. Longfield  
W. Ann Reynolds, Ph.D.  
William S. Shanahan  
David C. U Prichard, Ph.D.

### 2009 Summary Compensation Table

The following table sets forth information for the fiscal year ended December 31, 2009, concerning the compensation of the CEO and CFO of the Company and each of the three other most highly compensated executive officers as of December 31, 2009. In order to provide continuity for prior year comparisons, Messers Bernd Brust and Peter M. Leddy, Ph.D. have been included.

Executive Position	(b) Year	(c) Salary (\$) <sup>(1)</sup>	(d) Bonus (\$)	(e) Stock Awards (\$) <sup>(2)</sup>	(f) Option Awards (\$) <sup>(2)</sup>	(g) Non-Equity Incentive Plan Compensation (\$) <sup>(3)</sup>	(h) Change in Pension Value and	(i) All Other Compensation (\$) <sup>(4)</sup>
							Non-Qualified Deferred Comp Earnings	
	2009	1,116,346	0	0	0	3,349,039 <sup>(5)</sup>	0	43,469 <sup>(6)</sup>
	2008	978,404	0	4,521,326	3,589,602	2,050,000	0	64,244 <sup>(7)</sup>
	2007	910,000	0	26,018,037	0	2,047,500	0	45,747 <sup>(8)</sup>
	2009	650,000	0	0	0	1,505,000 <sup>(9)</sup>	246,052 <sup>(10)</sup>	113,494 <sup>(11)</sup>
	2008	75,000	6,744,492 <sup>(13)</sup>	999,994	1,196,534	709,122	62,882	2,199 <sup>(12)</sup>
	2007							
er ficer	2009	519,231	0	0	0	887,500 <sup>(15)</sup>	0	22,095 <sup>(14)</sup>
	2008	475,192	0	1,324,984	1,363,421	445,315	0	48,430 <sup>(14)</sup>
	2007	440,000	225,000	439,596	554,422	332,640	0	24,847 <sup>(14)</sup>
Officer	2009	415,385	0	549,965	515,418	680,000 <sup>(19)</sup>	0	156,508 <sup>(20)</sup>
	2008							
	2007							
tions Officer	2009	493,269	0	0	0	1,020,625 <sup>(21)</sup>	0	27,695 <sup>(22)</sup>
	2008	421,846	0	1,396,167	1,422,236	548,136	0	33,042 <sup>(22)</sup>
	2007	377,692	0	497,243	1,088,428	416,406	0	32,020 <sup>(22)</sup>
Ph.D. ent, orate	2009	415,385	100,000	0	0	950,000 <sup>(25)</sup>	0	506,535 <sup>(23)</sup>
	2008							
	2007							
.D ources	2009	467,307	0	0	0	1,156,250 <sup>(27)</sup>	0	31,365 <sup>(24)</sup>
	2008	397,039	0	949,308	1,018,928	372,075	0	73,563 <sup>(24)</sup>
	2007	358,846	0	354,296	600,623	293,895	0	56,351 <sup>(24)</sup>



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- (1) Figures in 2009 reflect approximately 3.85% additional base salary than annual base salary level since paid over 27 pay periods for Messer's Lucier, Hoffmeister, Beery, Grossman, Leddy and Brust versus 26 pay periods. Effective April 4, 2010, base salaries will be adjusted as follows: Mr. Lucier to \$1,150,000, Mr. Stevenson to \$700,000, Mr. Hoffmeister to \$575,000, Mr. Beery to \$425,000, Mr. Brust to \$575,000, Mr. Grossman to \$450,000, and Mr. Leddy to \$485,000.
- (2) Figures in all years reflect new Securities and Exchange Commission rules, whereby long-term incentive compensation must be valued based on the grant date fair value of all awards made during the year as opposed to the accounting expense for all awards that has been used in prior years.
- (3) 2007 Figures consist of the full 2007 ICP award made March 14, 2008. Each NEO was eligible to elect to receive a portion of the 2007 ICP in restricted stock units.
- (4) Consists of any Executive financial planning services, executive physical, supplemental benefit premiums, 401(k) matching program, and relocation payments. 2007 and 2008 figures reflect fringe benefits available to general employees while 2009 figures represent cost for those benefits/perquisites specific to executives.
- (5) Consists of 2009 ICP payout of \$3,349,039. Mr. Lucier was not eligible for a synergy bonus, as described in the section entitled Compensation Discussion & Analysis .
- (6) Consists of Executive financial planning services of \$12,250, executive physical of \$1,560, supplemental life insurance premiums of \$658, supplemental long-term disability premiums of \$21,651, and 401(k) matching of \$7,350.
- (7) Consists of Executive financial planning services of \$19,984, 401(k) matching of \$6,900, supplemental life insurance premium payments of \$15,801, executive physical of \$2,500, health insurance contribution of \$11,088, enhanced security protection of \$7,921, and miscellaneous award of \$50.
- (8) Consists of Executive financial planning services of \$10,000, 401(k) matching of \$6,750, supplemental life insurance premium payments of \$15,513, executive physical of \$2,500 and health insurance contribution of \$10,984.
- (9) Consists of 2009 ICP payout of \$920,000 and 2009 synergy bonus payout of \$585,000.
- (10) SERP benefit for Mr. Stevenson was frozen on December 31, 2009.
- (11) Consists of Executive financial planning services of \$7,653, supplemental long-term disability premiums of \$2,637, 401(k) matching of \$14,700, non-qualified Excess Savings Plan match of \$1,800, and taxable relocation payments of \$86,704.
- (12) Consists of payments made from November 21, 2008 through December 31, 2008.
- (13) Consists of a cash payment equal to three years of base salary and target bonus, plus reimbursement and gross-up for excise taxes.
- (14) Consists of Executive financial planning services of \$860, car allowance of \$1,154, supplemental long-term disability refund of \$53, and life insurance premium payments of \$132.

- (15) Consists of 2009 ICP payout of \$550,000 and 2009 synergy bonus payout of \$337,500.
- (16) Consists of Executive financial planning services of \$9,113, supplemental long-term disability premiums of \$5,632, and 401(k) matching of \$7,350.
- (17) Consists of Executive financial planning services of \$13,667, 401(k) matching of \$1,056, supplemental life insurance premium payments of \$8,207, executive physical of \$2,500, health insurance contribution of \$7,567 and \$15,433 for professional services rendered by Morrison Cohen, LLP.
- (18) Consists of Executive financial planning services of \$7,500, supplemental life insurance premium payments of \$7,352, executive physical of \$2,500 and health insurance contribution of \$7,495.
- (19) Consists of 2009 ICP payout of \$500,000 and 2009 synergy bonus payout of \$180,000.
- (20) Consists of Executive financial planning services of \$1,323, supplemental long-term disability premiums of \$2,031, 401(k) matching of \$692, and taxable relocation payments of \$152,462.
- (21) Consists of 2009 ICP payout of \$700,000 and 2009 synergy bonus payout of \$320,625.
- (22) Consists of Executive financial planning services of \$15,885, executive physical of \$1,326, supplemental long-term disability premiums of \$3,134, and 401(k) matching of \$7,350.
- (23) Consists of Executive financial planning services of \$5,452, 401(k) matching of \$6,900, supplemental life insurance premium payments of \$3,803, executive physical of \$2,500, health insurance contribution of \$11,551, and medical expenses of \$2,836.
- (24) Consists of Executive financial planning services of \$7,500, 401(k) matching of \$6,750, supplemental life insurance premium payments of \$3,875, executive physical of \$2,500, and health insurance contribution of \$11,395.
- (25) Consists of 2009 ICP payout of \$500,000 and 2009 synergy bonus payout of \$450,000.
- (26) Consists of Executive financial planning services of \$23,346, executive physical of \$1,558, supplemental long-term disability premiums of \$3,934, 401(k) matching of \$7,350, taxable relocation payments of \$470,347.
- (27) Consists of 2009 ICP payout of \$650,000 and 2009 synergy bonus payout of \$506,250.
- (28) Consists of Executive financial planning services of \$6,930, executive physical of \$118, supplemental long-term disability premiums of \$3,586, 401(k) matching of \$7,350, and relocation payments of \$13,381.
- (29) Consists of Executive financial planning services of \$17,207, 401(k) matching of \$6,900, supplemental life insurance premium payments of \$3,424, executive physical of \$2,500, and health insurance contribution of \$11,088, enhanced security protection of \$6,500, and housing loan of \$25,944.
- (30) Consists of Executive financial planning services of \$7,500, 401(k) matching of \$5,651, supplemental life insurance premium payments of \$2,990, executive physical of \$2,500, health insurance contribution of \$10,984 and relocation payments of \$26,726.



### Grants of Plan-Based Awards Table

The following table sets forth certain information with respect to stock and option awards and other plan-based awards granted to the named executive officers during the fiscal year ended December 31, 2009.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive			Estimated Future Payouts Under Equity Incentive			All Other Stock Awards:	All Other	Exercise Price of Base Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards
		Plan Awards Threshold	Plan Awards Target	Plan Awards Maximum	Plan Awards Threshold	Plan Awards Target	Plan Awards Maximum	Number of Shares of Stock or Units	Option Awards: Number of Securities Underlying Options		
(a)	(b)	(\$)(c)	(\$)(d)	(\$)(e)	(\$)(f)	(\$)(g)	(\$)(h)	(i)	(j)	(k)	(l)
Gregory T. Lucier Chairman & Chief Executive Officer	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Mark P. Stevenson President & Chief Operating Officer	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
David F. Koffmeister Chief Financial Officer	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Joseph C. Beery Chief Information Officer	03/01/09	0	0	0	0	0	0	9,433	0	0	274,972
	03/01/09	0	0	0	0	0	0	0	23,584	29.15	272,270
	09/01/09	0	0	0	0	0	0	6,181	0	0	274,993
	09/01/09	0	0	0	0	0	0	0	15,452	44.49	243,148
Ernd Brust President & Chief Commercial Operations Officer	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Paul D. Crossman, Ph.D.	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Senior Vice  
President, Strategy  
and Corporate  
Development  
Peter M.  
Leddy, Ph.D.  
Chief Human  
Resources Officer

N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A

### Options Exercised and Stock Vested Table

The following information sets forth the stock awards vested and stock options exercised by the named executive officers during the fiscal year ended December 31, 2009.

Name	Option Awards		Stock Awards	
	Number of Shares Exercised	Value Realized on Exercise <sup>(1)</sup>	Number of Shares Vesting	Value Realized on Vesting <sup>(2)</sup>
Gregory T. Lucier Chairman & Chief Executive Officer	N/A	N/A	11,266	\$ 330,995
Mark P. Stevenson President & Chief Operating Officer	N/A	N/A	N/A	N/A
David F. Hoffmeister Chief Financial Officer	192,728	\$ 3,852,633	9,830	\$ 345,765
Joseph C. Beery Chief Information Officer	N/A	N/A	N/A	N/A
Bernd Brust President & Chief Commercial Operations Officer	6,292	\$ 213,339	92,002	\$ 1,838,461
Paul D. Grossman, Ph.D. Senior Vice President, Strategy and Corporate Development	N/A	N/A	N/A	N/A
Peter M. Leddy, Ph.D. Chief Human Resources Officer	N/A	N/A	8,818	\$ 310,337

(1) Represents the excess of the fair market value of the shares exercised over the aggregate price of such shares on the date of exercise.

(2) Represents the fair market value of the shares on the date of vesting.

### Outstanding Equity Awards at Fiscal Year-end Table

The following table sets forth certain information with respect to the value of all unexercised options and unvested stock awards previously awarded to the named executive officers as of December 31, 2009 (market value of shares is based on grant date fair value of the awards determined pursuant to Statement of Financial Accounting Standards 123(R), *Share Based Payment*).

Name (a)	Equity Incentive Plan Awards:					Number of Shares or Units of Stock That Have Not Vested (g)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (h)	Equity Incentive Plan Awards: Payout Value of Unearned Shares, Units or Rights That Have Not Vested (i) (j)	
	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Number of Securities Underlying Unexercised Options (#) Unearned Options (d)	Price (\$)	Expiration Date (f)			Number of Shares or Units of Stock That Have Not Vested (g)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (h)
Gregory T. Lucier Chairman & Chief Executive Officer	0	0	0	0	02/28/2010	800,000	25,704,000	0	0
	507,352	0	0	19.01	05/30/2013	0	0	0	0
	105,000	0	0	32.69	05/14/2014	0	0	0	0
	70,000	0	0	31.26	11/12/2014	0	0	0	0
	85,000	0	0	38.43	05/13/2015	0	0	0	0
	85,000	0	0	32.26	11/14/2015	0	0	0	0
	157,500	52,500	0	37.33	03/01/2016	0	0	0	0
	0	0	0	0	03/01/2017	9,522	305,942	0	0
	0	0	0	0	03/14/2018	11,266	460,667	0	0
	0	485,829	0	22.23	11/21/2018	161,943	3,599,993	0	0
	<b>1,009,852</b>	<b>538,329</b>	<b>0</b>			<b>982,731</b>	<b>30,070,602</b>	<b>0</b>	<b>0</b>
Mark P. Stevenson	8,697	0	0	93.13	04/13/2010	0	0	0	0

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President & Chief Operating Officer	69,584	0	0	39.81	01/30/2017	0	0	0	0
	40,486	121,457	0	22.23	11/21/2018	44,984	999,994	0	0
	<b>118,767</b>	<b>121,457</b>	<b>0</b>			<b>44,984</b>	<b>999,994</b>	<b>0</b>	<b>0</b>
David F. Hoffmeister Chief Financial Officer	0	0	0	0	02/28/2010	3,200	149,920	0	0
	207,272	0	0	27.50	10/13/2014	0	0	0	0
	30,000	0	0	38.43	05/13/2015	0	0	0	0
	30,000	0	0	32.26	11/14/2015	0	0	0	0
	43,500	14,500	0	32.94	05/12/2016	0	0	0	0
	0	0	0	0	03/01/2017	3,860	124,022	0	0
	24,000	24,000	0	35.87	05/15/2017	5,300	190,111	0	0
	0	0	0	0	03/14/2018	1,830	74,829	0	0
	7,204	21,610	0	46.85	05/15/2018	3,200	149,920	0	0
	31,208	93,623	0	22.23	11/21/2018	41,610	924,990	0	0
	<b>373,184</b>	<b>153,733</b>	<b>0</b>			<b>59,000</b>	<b>1,613,792</b>	<b>0</b>	<b>0</b>
Joseph C. Beery Chief Information Officer	20,548	61,643	0	36.50	10/01/2018	16,438	599,987	0	0
	0	23,584	0	29.15	03/01/2019	9,433	274,972	0	0
	0	15,452	0	44.49	09/01/2019	6,181	274,993	0	0
	<b>20,548</b>	<b>100,679</b>	<b>0</b>			<b>32,052</b>	<b>1,149,952</b>	<b>0</b>	<b>0</b>
Bernd Brust President, Commercial Operations	0	0	0	0	02/28/2010	3,628	169,972	0	0
	6,252	0	0	38.12	02/17/2014	0	0	0	0
	2,336	0	0	32.09	06/15/2014	0	0	0	0
	5,000	0	0	38.43	05/13/2015	0	0	0	0
	120	0	0	32.26	11/14/2015	0	0	0	0
	0	7,500	0	32.94	05/12/2016	0	0	0	0
	0	6,250	0	27.51	11/30/2016	0	0	0	0
	0	23,500	0	28.30	01/01/2017	6,000	169,800	0	0
	0	28,000	0	35.87	05/15/2017	5,500	197,285	0	0
	0	0	0	0	03/14/2018	2,290	93,638	0	0
	8,164	24,492	0	46.85	05/15/2018	3,628	169,972	0	0
	0	93,623	0	22.23	11/21/2018	41,610	924,990	0	0
	<b>21,872</b>	<b>183,365</b>	<b>0</b>			<b>62,656</b>	<b>1,725,657</b>	<b>0</b>	<b>0</b>
Paul D. Grossman, Ph.D. Senior Vice President, Strategy and Corporate Development	0	0	0	0	02/28/2010	3,200	149,920	0	0
	50,000	50,000	0	36.24	06/01/2017	30,000	1,087,200	0	0
	7,204	21,610	0	46.85	05/15/2018	3,200	149,920	0	0
	18,556	55,668	0	22.23	11/21/2018	24,741	549,992	0	0
	<b>75,760</b>	<b>127,278</b>	<b>0</b>	<b>105</b>		<b>61,141</b>	<b>1,937,032</b>	<b>0</b>	<b>0</b>

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Peter M. Leddy, Ph.D. Chief Human Resources Officer	0	0	0	0	02/28/2010	3,414	159,946	0	0
	100,000	0	0	42.45	07/05/2015	0	0	0	0
	18,000	0	0	32.26	11/14/2015	0	0	0	0
	39,000	13,000	0	32.94	05/12/2016	0	0	0	0
	97,500	32,500	0	31.71	09/29/2016	0	0	0	0
	0	0	0	0	03/01/2017	1,206	38,749	0	0
	26,000	26,000	0	35.87	05/15/2017	5,300	190,111	0	0
	0	0	0	0	03/14/2018	1,616	66,078	0	0
	7,684	23,052	0	46.85	05/15/2018	3,414	159,946	0	0
	18,556	55,668	0	22.23	11/21/2018	24,741	549,992	0	0
	<b>306,740</b>	<b>150,220</b>	<b>0</b>			<b>39,691</b>	<b>1,164,822</b>	<b>0</b>	<b>0</b>



## ***Employment and Severance Arrangements***

### *Employment Agreements*

The Company entered into an Employment Agreement, effective on May 30, 2003, with Gregory T. Lucier, its current Chairman and Chief Executive Officer. Under the terms of this Employment Agreement, upon termination of employment he could receive a payment totaling 1.5 times his annual salary plus 1.5 times an imputed bonus of 150% of his annual salary. In addition, he could receive continuing health and welfare benefits for 18 months. Mr. Lucier would be eligible for these payments and benefits upon his separation from the Company under specified circumstances other than termination for cause. The Employment Agreement was filed as Exhibit 10.57 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2003, filed with the SEC on August 13, 2003.

The Company entered into an Employment Agreement, effective on October 13, 2004, with David F. Hoffmeister, for Mr. Hoffmeister to serve as the Company's Chief Financial Officer. Under the terms of this Employment Agreement, Mr. Hoffmeister received his target bonus under the Incentive Compensation Plan for his first year of employment. Mr. Hoffmeister received a one time signing bonus of \$375,000. Mr. Hoffmeister also received a \$225,000 employment bonus which was paid on or before each of the first three anniversary dates of Mr. Hoffmeister's initial employment. The Employment Agreement also provides Mr. Hoffmeister with severance benefits in the event of his termination for certain reasons. The Employment Agreement was filed as Exhibit 10.1 to an 8-K filed with the SEC on October 18, 2004.

The Company entered into an Employment Agreement, effective on November 20, 2008, with Mark P. Stevenson, for Mr. Stevenson to serve as the Company's President and Chief Operating Officer. Under the terms of the Agreement, Mr. Stevenson was to receive a cash lump sum payment in the amount of \$3.744 million, plus reimbursement and gross up for excise taxes. The Agreement also provides that Mr. Stevenson was to receive an Equity Incentive Award by way of (i) an option to purchase a number of shares of Company common stock that have a grant face value of \$3.6 million, vesting ratably over four years, and (ii) a grant of restricted stock units of Company common stock that have a grant face value of \$1.0 million, vesting 100% on the third anniversary of the date of grant. In addition, Mr. Stevenson is eligible for certain severance benefits in the event of his termination for certain reasons. The Employment Agreement was filed as Exhibit 99.4 to an 8-K filed with the SEC on November 29, 2008.

The Company has entered into letter agreements with each of our other executive officers outlining the terms of their employment and the elements of their compensation. Each of these letter agreements follows our standard employment offer template, and provides for employment at will.

*Compensation of Directors*

During 2009, certain directors who are not executive officers received compensation as described below:

**Director Compensation Table**

Name (a)	Fees Earned  Paid in Cash (\$) <sup>(1)</sup> (b)	Stock Awards (\$) <sup>(1)(2)</sup> (c)	Option Awards (\$) <sup>(1)(2)</sup> (d)	Change in Pension Value and Non-Equity Nonqualified Incentive			Total (\$) (h)
				Plan Compensation (\$) (e)	Deferred Compensation Earnings (f)	All Other Compensation (\$) (g)	
George F. Adam, Jr. <sup>(3)</sup>	102,292	225,031	0	0	0	0	327,323
Raymond V. Dittamore	105,625	225,031	0	0	0	0	330,656
Donald W. Grimm	93,750	225,031	0	0	0	0	318,781
Balakrishnan S. Iyer	105,625	225,031	0	0	0	0	330,656
Arnold J. Levine, Ph.D. <sup>(3)</sup>	102,625	225,031	0	0	0	0	327,323
William H. Longfield	102,292	225,031	0	0	0	0	327,323
Bradley G. Lorimier	93,750	225,031	0	0	0	0	318,781
Ronald A. Matricaria	105,625	225,031	0	0	0	0	330,656
Per A. Peterson, Ph.D.	105,625	225,031	0	0	0	0	330,656
W. Ann Reynolds, Ph.D.	105,625	225,031	0	0	0	0	330,656
William S. Shanahan <sup>(4)</sup>	97,083	225,031	0	0	0	0	322,114
David C. U Prichard, Ph.D.	93,750	225,031	0	0	0	0	318,781

(1) Prior to April 1, 2009, the Board of Directors received fixed annual compensation of \$250,000 with 30% payable in cash, and 70% payable in restricted stock units each year.

(2) In 2008, the Company moved to granting only stock awards from the 2007 mix of stock and option awards.

(3) Mr. Adam, Dr. Levine and Mr. Longfield each joined the Board of Directors effective November 21, 2008.

(4) Mr. Shanahan joined the Board of Directors effective December 16, 2008.

The aggregate number of stock awards and stock option awards for each director is included in the information set forth with respect to each director in the section entitled *Stock Ownership*.

Effective April 1, 2009, the Board of Directors adopted annual compensation guidelines as follows. Each Director receives a fixed annual compensation of \$325,000 with \$100,000 payable in cash, and \$225,000 payable in restricted stock units. Cash payments are made in advance at the start of each calendar quarter, and the Board of Directors, at its

first meeting following the Annual Meeting of stockholders, determines the amount of each cash payment for the subsequent four quarters. The Presiding Director and each Committee Chairman receive an additional \$12,500 per year. In addition, Directors are reimbursed for the reasonable out-of-pocket expenses that they incur in attending meetings of the Board of Directors, committee meetings of the Company, and director-related education seminars.

Restricted stock units (RSUs) are granted at the first Board of Directors meeting following the Annual Meeting. The Board of Directors anticipates that members of the Board of Directors will receive RSUs with a Fair Market Value on the date of grant of \$225,000 for each year. Each RSU grant completely vests at the earlier of the anniversary of its grant date, or the date of the next annual meeting. The holding period for RSUs is a minimum of three years. Each Director may elect to have the company issue his or her RSUs at a specified time after three years, and if no election is made, the RSUs will be issued at termination of such Director's service. RSUs are taxed when they are issued.

Cash and equity compensation for newly appointed directors are pro-rated to the date of the next annual meeting.

*Compensation Committee Interlocks and Insider Participation*

None of the members of the Compensation Committee are or have been an officer or employee of the Company. During 2009, no member of the Compensation Committee had any relationship with the Company requiring disclosure under Item 404 of Regulation S-K. During 2009, none of the Company's executive officers served on the compensation committee or board of directors of another entity any of whose executive officers served on the Company's Compensation Committee or Board of Directors.

**Director Stock Ownership Guidelines Table**

In February 2008, the Board of Directors adopted stock ownership guidelines for the directors and required each director to meet the guidelines within the time period set forth below. The chart below indicates each director's progress toward compliance.

<b>Name</b>	<b>Shares Owned<sup>(1)</sup></b>	<b>Ownership Requirement</b>	<b>Deadline for Meeting Ownership Requirement</b>
<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	
George F. Adam, Jr.	12,253	20,000	2013
Raymond V. Dittamore	24,215	20,000	2010
Donald W. Grimm	27,003	20,000	2010
Balakrishnan S. Iyer	23,003	20,000	2010
Arnold J. Levine, Ph.D.	35,050	20,000	2013
William H. Longfield	37,636	20,000	2013
Bradley G. Lorimier	27,203	20,000	2010
Ronald A. Matricaria	79,003	20,000	2010
Per A. Peterson, Ph.D.	15,277	20,000	2012
W. Ann Reynolds, Ph.D.	25,003	20,000	2010
William S. Shanahan	9,054	20,000	2013
David C. U Prichard, Ph.D.	21,800	20,000	2010

(1) Consists of Direct Stock Ownership, Restricted Stock Units and Deferred Stock Units, as applicable.

**Potential Payments upon Termination or Change in Control**

The Company has entered into certain agreements and maintains certain plans that will require us to provide compensation to named executive officers of Life Technologies in the event of a termination of employment or a change in control of Life Technologies. The amount of compensation payable to each named executive officer in each situation is set forth in the tables below.

The following table describes the potential payments upon termination or a change in control of Life Technologies for Gregory T. Lucier, Life Technologies Chairman & Chief Executive Officer:

<b>Executive Benefits and Payments Upon Termination<sup>(1)</sup></b>	<b>Voluntary Termination For Good Reason</b>	<b>Involuntary Termination other than for Cause<sup>(2)</sup></b>	<b>Termination for Cause</b>	<b>Termination Following Change in Control<sup>(3)</sup></b>
<b>Compensation</b>				
Base salary		1,612,500		2,150,000
Non-equity Incentive Plan		2,418,750		3,225,000
Long-term incentives <sup>(4)</sup>	25,580,935	54,824,135		79,718,084
Option acceleration				
Restricted stock acceleration				
<b>Benefits and Perquisites</b>				
Health care insurance				
Benefit Continuation		25,104		33,473
Deferred Compensation Balance				
Accrued Vacation				
Outplacement Assistance		10,000		25,000
280G gross-up				
Vesting of Employer 401(k) Contributions				
<b>Total:</b>	<b>25,580,935</b>	<b>58,890,489</b>		<b>85,151,557</b>

(1) Assumes the executive's compensation is as follows: current base salary equal to \$1,075,000, annual incentive opportunity equal to 150% of base salary.

(2) Assumes the executive's severance benefit under an involuntary termination other than for cause is equal to 1.5 times base salary and target annual bonus.

(3) Based on involuntary termination or termination for good reason within two years of a Change in Control.

(4) Assumes the executive's date of termination is December 31, 2009 (assuming a calendar fiscal year-end) and the price per share of the Company's stock on the date of termination is \$52.22 per share.



The following table describes the potential payments upon termination or a change in control of Life Technologies for Mark P. Stevenson, Life Technologies President & Chief Operating Officer:

<b>Executive Benefits and Payments Upon Termination<sup>(1)</sup></b>	<b>Voluntary Termination For Good Reason</b>	<b>Involuntary Termination other than for Cause<sup>(2)</sup></b>	<b>Termination for Cause</b>	<b>Termination Following Change in Control<sup>(3)</sup></b>
<b>Compensation</b>				
Base salary		650,000		1,300,000
Non-equity Incentive Plan		650,000		1,300,000
Long-term incentives <sup>(4)</sup>	2,077,713	2,077,713		8,069,272
Option acceleration				
Restricted stock acceleration				
<b>Benefits and Perquisites</b>				
Health care insurance				
Benefit Continuation		16,391		32,783
Accrued Vacation				
Outplacement Assistance		10,000		25,000
280G gross-up				
Vesting of Employer 401(k) Contributions				
<b>Total:</b>	2,077,713	3,404,104		10,727,055

- (1) Assumes the executive's compensation is as follows: current base salary equal to \$650,000, annual incentive opportunity equal to 100% of base salary.
- (2) Assumes the executive's severance benefit under an involuntary termination other than for cause is equal to one times base salary, target annual bonus.
- (3) Based on involuntary termination or termination for good reason within two years of a Change in Control.
- (4) Assumes the executive's date of termination is December 31, 2009 (assuming a calendar fiscal year-end) and the price per share of the Company's stock on the date of termination is \$52.22 per share.

The following table describes the potential payments upon termination or a change in control of Life Technologies for David F. Hoffmeister, Life Technologies Chief Financial Officer:

<b>Executive Benefits and Payments Upon Termination<sup>(1)</sup></b>	<b>Voluntary Termination For Good Reason</b>	<b>Involuntary Termination other than for Cause<sup>(2)</sup></b>	<b>Termination for Cause</b>	<b>Termination Following Change in Control<sup>(3)</sup></b>
<b>Compensation</b>				
Base salary		750,000		1,000,000
Non-equity Incentive Plan		562,500		750,000
Long-term incentives <sup>(4)</sup>	8,341,957	8,341,957		14,851,593
Option acceleration				
Restricted stock acceleration				
<b>Benefits and Perquisites</b>				
Health care insurance				
Benefit Continuation		16,922		22,562
Accrued Vacation				
Outplacement Assistance		10,000		25,000
280G gross-up				
Vesting of Employer 401(k) Contributions				
<b>Total:</b>	8,341,957	9,681,379		16,649,155

- (1) Assumes the executive's compensation is as follows: current base salary equal to \$500,000, annual incentive opportunity equal to 75% of base salary.
- (2) Assumes the executive's severance benefit under an involuntary termination other than for cause is equal to 1.5 times base salary, target annual bonus.
- (3) Based on involuntary termination or termination for good reason within two years of a Change in Control.
- (4) Assumes the executive's date of termination is December 31, 2009 (assuming a calendar fiscal year-end) and the price per share of the Company's stock on the date of termination is \$52.22 per share.



The following table describes the potential payments upon termination or a change in control of Life Technologies for Joseph C. Beery, Life Technologies Chief Information Officer:

<b>Executive Benefits and Payments Upon Termination<sup>(1)</sup></b>	<b>Voluntary Termination For Good Reason</b>	<b>Involuntary Termination other than for Cause<sup>(2)</sup></b>	<b>Termination for Cause</b>	<b>Termination Following Change in Control<sup>(3)</sup></b>
<b>Compensation</b>				
Base salary		400,000		800,000
Non-equity Incentive Plan		300,000		600,000
Long-term incentives <sup>(4)</sup>	323,015	323,015		3,629,325
Option acceleration				
Restricted stock acceleration				
<b>Benefits and Perquisites</b>				
Health care insurance				
Benefit Continuation		16,736		33,473
Accrued Vacation				
Outplacement Assistance		10,000		25,000
280G gross-up				931,389
Vesting of Employer 401(k) Contributions				866
<b>Total:</b>	<b>323,015</b>	<b>1,049,751</b>		<b>6,020,053</b>

- (1) Assumes the executive's compensation is as follows: current base salary equal to \$400,000, annual incentive opportunity equal to 75% of base salary.
- (2) Assumes the executive's severance benefit under an involuntary termination other than for cause is equal to one times base salary, target annual bonus.
- (3) Based on involuntary termination or termination for good reason within two years of a Change in Control.
- (4) Assumes the executive's date of termination is December 31, 2009 (assuming a calendar fiscal year-end) and the price per share of the Company's stock on the date of termination is \$52.22 per share.

The following table describes the potential payments upon termination or a change in control of Life Technologies for Bernd Brust, Life Technologies President, Commercial Operations:

<b>Executive Benefits and Payments Upon Termination<sup>(1)</sup></b>	<b>Voluntary Termination For Good Reason</b>	<b>Involuntary Termination other than for Cause<sup>(2)</sup></b>	<b>Termination for Cause</b>	<b>Termination Following Change in Control<sup>(3)</sup></b>
<b>Compensation</b>				
Base salary		475,000		950,000
Non-equity Incentive Plan		356,250		712,500
Long-term incentives <sup>(4)</sup>	250,363	250,363		7,591,038
Option acceleration				
Restricted stock acceleration				
<b>Benefits and Perquisites</b>				
Health care insurance				
Benefit Continuation		16,736		33,473
Deferred Compensation Balance	114,152	114,152		114,152
Accrued Vacation				
Outplacement Assistance		10,000		25,000
280G gross-up				1,352,706
Vesting of Employer 401(k)				
Contributions				
<b>Total:</b>	<b>364,515</b>	<b>1,222,501</b>		<b>10,778,869</b>

- (1) Assumes the executive's compensation is as follows: current base salary equal to \$475,000, annual incentive opportunity equal to 75% of base salary.
- (2) Assumes the executive's severance benefit under an involuntary termination other than for cause is equal to one times base salary, target annual bonus.
- (3) Based on involuntary termination or termination for good reason within two years of a Change in Control.
- (4) Assumes the executive's date of termination is December 31, 2009 (assuming a calendar fiscal year-end) and the price per share of the Company's stock on the date of termination is \$52.22 per share.

The following table describes the potential payments upon termination or a change in control of Life Technologies for Paul D. Grossman, Ph.D., Life Technologies Senior Vice President, Strategy and Corporate Development:

<b>Executive Benefits and Payments Upon Termination<sup>(1)</sup></b>	<b>Voluntary Termination For Good Reason</b>	<b>Involuntary Termination other than for Cause<sup>(2)</sup></b>	<b>Termination for Cause</b>	<b>Termination Following Change in Control<sup>(3)</sup></b>
<b>Compensation</b>				
Base salary		400,000		800,000
Non-equity Incentive Plan		300,000		600,000
Long-term incentives <sup>(4)</sup>	1,394,180	1,394,180		7,004,388
Option acceleration				
Restricted stock acceleration				
<b>Benefits and Perquisites</b>				
Health care insurance				
Benefit Continuation		16,736		33,473
Accrued Vacation				
Outplacement Assistance		10,000		25,000
280G gross-up				1,066,135
Vesting of Employer 401(k) Contributions				
<b>Total:</b>	1,394,180	2,120,916		9,528,996

(1) Assumes the executive's compensation is as follows: current base salary equal to \$400,000, annual incentive opportunity equal to 75% of base salary.

(2) Assumes the executive's severance benefit under an involuntary termination other than for cause is equal to one times base salary, target annual bonus.

(3) Based on involuntary termination or termination for good reason within two years of a Change in Control.

(4) Assumes the executive's date of termination is December 31, 2009 (assuming a calendar fiscal year-end) and the price per share of the Company's stock on the date of termination is \$52.22 per share.

The following table describes the potential payments upon termination or a change in control of Life Technologies for Peter M. Leddy, Ph.D., Life Technologies Chief Human Resources Officer:

<b>Executive Benefits and Payments Upon Termination<sup>(1)</sup></b>	<b>Voluntary Termination For Good Reason</b>	<b>Involuntary Termination other than for Cause<sup>(2)</sup></b>	<b>Termination Following Change for Cause</b>	<b>Termination Following Change in Control<sup>(3)</sup></b>
<b>Compensation</b>				
Base salary		450,000		900,000
Non-equity Incentive Plan		337,500		675,000
Long-term incentives <sup>(4)</sup>	5,110,783	5,110,783		10,140,755
Option acceleration				
Restricted stock acceleration				
<b>Benefits and Perquisites</b>				
Health care insurance				
Benefit Continuation		16,736		33,473
Deferred Compensation Balance	85,547	85,547		85,547
Accrued Vacation				
Outplacement Assistance		10,000		25,000
280G gross-up				
Vesting of Employer 401(k)				13,654
Contributions				
<b>Total:</b>	<b>5,196,330</b>	<b>6,010,566</b>		<b>11,873,429</b>

- (1) Assumes the executive's compensation is as follows: current base salary equal to \$450,000, annual incentive opportunity equal to 75% of base salary.
- (2) Assumes the executive's severance benefit under an involuntary termination other than for cause is equal to one times base salary, target annual bonus.
- (3) Based on involuntary termination or termination for good reason within two years of a Change in Control.
- (4) Assumes the executive's date of termination is December 31, 2009 (assuming a calendar fiscal year-end) and the price per share of the Company's stock on the date of termination is \$52.22 per share.

***Nonqualified Deferred Compensation Table***

<b>Name of Executive</b>	<b>Type of Deferred Compensation Plan</b>	<b>Executive Contributions in Last Fiscal Year</b>	<b>Registrant Contributions in Last Fiscal Year</b>	<b>Aggregate Earnings in the last</b>	<b>Aggregate Balance at Last Fiscal Year End</b>
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		<b>Fiscal Year</b>			
Gregory T. Lucier	Deferred Compensation Plan	0	0	0	0
Mark P. Stevenson	Excess Savings Plan	0	1,700	41	7,266
David F. Hoffmeister	Deferred Compensation Plan	0	0	0	0
Joseph C. Beery	Deferred Compensation Plan	0	0	0	0
Bernd Brust	Deferred Compensation Plan	0	0	4,432	114,152
Paul D. Grossman, Ph.D.	Deferred Compensation Plan	0	0	0	0
Peter M. Leddy, Ph.D.	Deferred Compensation Plan	46,731	0	9,089	85,547

***Pension Benefit Table***

<b>Name of Executive</b>	<b>Year</b>	<b>Plan Name</b>	<b>Number of Years Credited Service (#)</b>	<b>Present Value of Accumulated Benefit (\$)</b>	<b>Payments During Last Fiscal Year (\$)</b>
Mark P. Stevenson	2009	Applera Corporation Supplemental Executive Retirement Plan	5.33	1,062,040	0
	2008	Applera Corporation Supplemental Executive Retirement Plan	4.33	815,988	0

**EQUITY COMPENSATION PLAN INFORMATION*****Securities Authorized for Issuance Under Equity Compensation Plans***

Information about Life Technologies' equity compensation plans at December 31, 2009 is as follows (shares in thousands):

<b>Plan Category</b>	<b>Number of Shares to be Issued Upon Exercise of Outstanding Options</b>	<b>Weighted Average Exercise Price of Outstanding Options</b>	<b>Number of Shares Remaining Available for Future Issuance</b>	<b>Weighted Average Remaining Contractual Life in Years</b>
Equity compensation plans approved by stockholders			16,064 <sup>(2)</sup>	
Stock Options	15,850	\$ 40.63		5.6
Restricted Stock Units	3,208	\$		8.5
Equity compensation plans not approved by stockholders <sup>(1)</sup>	558	\$ 17.85		3.3
Total	19,543	\$ 33.34	16,064	6.0

(1)

Represents the 2000 Invitrogen Corporation Stock Option Plan, the Invitrogen Corporation 2001 and 2002 Stock Incentive Plans, and options granted to Life Technologies Chief Executive Officer (CEO); with none available for future issuance. Stock options under the Invitrogen Corporation 2001 and 2002 Stock Incentive Plans were assumed as part of the Molecular Probes acquisition in August 2003. At December 31, 2009, these two assumed plans collectively total 50,306 shares to be issued upon exercise of outstanding options at a weighted average exercise price of \$6.20, with none available for future issuance. Pursuant to an employment agreement with its CEO, an option to purchase 1,350,000 shares of Life Technologies common stock is included in this amount; of which 842,648 exercised as of December 31, 2009.

- (2) Includes 11,122,689 shares reserved for issuance under the Life Technologies Corporation 2009 Equity Incentive Plan, 4,321,729 shares reserved for issuance under the Invitrogen Corporation 1998 Employee Stock Purchase Plan, and 619,705 shares reserved for issuance under the Life Technologies Corporation Amended and Restated 1999 Employee Stock Purchase Plan.

The material features of the 2000 Invitrogen Corporation Stock Plan (the 2000 Plan) are set forth below. Only employees or consultants of the Company are eligible to receive awards under the 2000 Plan. The 2000 Plan provides for the award of stock options, which typically provide for 100% vesting after four years of service. The 2000 Plan provides that no option may be granted with an exercise price less than fair market value on the date of grant, except as allowed by Section 424(a) of the Internal Revenue Code of 1986, as amended. Upon a change in control, the vesting and exercisability of all outstanding awards under the 2000 Plan is 100% accelerated only to the extent an acquiring entity does not assume such outstanding awards.

The material features of the 2001 and 2002 Stock Incentive Plans are identical to one another. Only employees, consultants or directors of the Company who were hired after the closing of the Molecular Probes acquisition in August of 2003, or any such individuals who were previously employed by Molecular Probes, were eligible to receive awards under the assumed plans. The assumed plans provide for the award of either stock options or

restricted stock. These plans typically provide for 100% vesting after four years of service. The plans provide that options, other than incentive stock options, may be granted with exercise prices less than fair market value on the date of grant, although the Company has never granted any options with an exercise price lower than fair market value. Upon a change in control, the vesting and exercisability of all outstanding awards under the plans are 100% accelerated only to the extent an acquiring entity does not assume such outstanding awards.

The material terms of the CEO Option described in Footnote 1 to the table above are as follows: (i) the exercise price is \$19.01, (ii) half of the option shares vested on the two-year anniversary of the option grant and the remaining half of the shares vest on the four-year anniversary of the option grant date, (iii) upon a change in control the CEO Option fully vests, (iv) upon the CEO's death or disability the CEO Option shall become vested in an amount which would reflect an additional twelve months of service by the CEO, and (v) upon the CEO's termination without cause or termination for good reason, the CEO Option shall become vested in an amount which would reflect an additional eighteen months of service by the CEO.

### STOCK OWNERSHIP

The following table sets forth information as of March 1, 2010, regarding the beneficial ownership of Common Stock by (i) each person known by us to own beneficially more than five percent of our outstanding Common Stock, (ii) each director and nominee for election as a director, (iii) each executive officer named in the Executive Summary Compensation Table, and (iv) all directors and executive officers as a group. Except as otherwise specified, the named beneficial owner has sole voting and investment power over the shares listed. Except as otherwise indicated, the address for each beneficial owner is c/o Life Technologies Corporation, 5791 Van Allen Way, Carlsbad, California 92008.

#### Stock Ownership Table

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership of Common Stock <sup>(1)</sup>	Percentage of Common Stock
FMR LLC <sup>(2)</sup>	15,520,500	8.56%
BlackRock, Inc. <sup>(3)</sup>	13,757,985	7.59%
Gregory T. Lucier <sup>(4)</sup>	1,555,481	*
Joseph C. Beery <sup>(5)</sup>	27,850	*
Bernd Brust <sup>(6)</sup>	43,389	*
Paul D. Grossman, Ph.D. <sup>(7)</sup>	58,508	*
David F. Hoffmeister <sup>(8)</sup>	405,046	*
Peter M. Leddy, Ph.D. <sup>(9)</sup>	314,166	*
Mark P. Stevenson <sup>(10)</sup>	138,414	*
George F. Adam, Jr. <sup>(11)(23)</sup>	18,345	*
Raymond V. Dittamore <sup>(12)(23)</sup>	132,215	*
Donald W. Grimm <sup>(13)(23)</sup>	95,003	*
Balakrishnan S. Iyer <sup>(14)(23)</sup>	91,003	*
Arnold J. Levine, Ph.D. <sup>(15)(23)</sup>	90,457	*
William H. Longfield <sup>(16)(23)</sup>	73,909	*



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Bradley G. Lorimier <sup>(17)(23)</sup>		135,203	*
Ronald A. Matricaria <sup>(18)(23)</sup>		127,003	*
Per A. Peterson, Ph.D. <sup>(19)(23)</sup>		17,195	*
W. Ann Reynolds, Ph.D. <sup>(20)(23)</sup>		55,689	*
William S. Shanahan <sup>(21)(23)</sup>		7,544	*
David C. U Prichard, Ph.D. <sup>(22)(23)</sup>		54,803	*
All Directors and Section 16 Executive Officers as group	Total	32,719,708	18.05%

\* Less than 1%.

(1) Beneficial ownership is determined in accordance with the rules of the SEC, based on factors including voting and investment power with respect to shares. Percentage of beneficial ownership is based on the number of shares of Common Stock outstanding as of March 1, 2010. Shares of Common Stock issuable upon conversion of convertible notes, or the exercise of options or warrants currently exercisable, or

exercisable within 60 days after March 1, 2010, are deemed outstanding for the purpose of computing the percentage ownership of the person holding such options or warrants, but are not deemed outstanding for computing the percentage ownership of any other persons.

- (2) The address for FMR LLC is 82 Devonshire Street, Boston, Massachusetts 02109.
- (3) The address for BlackRock, Inc. is 40 East 52nd Street, New York, New York 10022.
- (4) Consists of 481,863 shares owned directly by Mr. Lucier, 11,266 shares of restricted stock, and 1,062,352 shares Mr. Lucier may acquire upon the exercise of stock options.
- (5) Consists of 1,406 shares owned directly by Mr. Beery, and 26,444 shares Mr. Beery may acquire upon the exercise of stock options.
- (6) Consists of 19,227 shares owned directly by Mr. Brust, 2,290 shares of restricted stock, and 21,872 shares Mr. Brust may acquire upon the exercise of stock options.
- (7) Consists of 1,304 shares owned directly by Dr. Grossman, and 57,204 shares Dr. Grossman may acquire upon the exercise of stock options.
- (8) Consists of 30,032 shares owned directly by Mr. Hoffmeister, 1,830 shares of restricted stock, and 373,184 shares Mr. Hoffmeister may acquire upon the exercise of stock options.
- (9) Consists of 5,810 shares owned directly by Dr. Leddy, 1,616 shares of restricted stock, and 306,740 shares Dr. Leddy may acquire upon the exercise of stock options.
- (10) Consists of 28,344 shares owned directly by Mr. Stevenson, and 110,070 shares Mr. Stevenson may acquire upon the exercise of stock options.
- (11) Consists of 2,747 shares owned directly by Mr. Adam, 7,770 shares of restricted stock units, and 7,828 shares Mr. Adam may acquire upon the exercise of stock options.
- (12) Consists of 4,000 shares owned directly by a family trust in which Mr. Dittamore has a beneficial interest, 20,215 shares of restricted stock units, and 108,000 shares that Mr. Dittamore may acquire upon the exercise of stock options.
- (13) Consists of 8,000 shares owned by Donald and Kathryn A. Grimm, Trustees, the Grimm Family Trust dated January 31, 1986, 19,003 shares of restricted stock units, and 68,000 shares Mr. Grimm may acquire upon the exercise of stock options.
- (14) Consists of 4,000 shares owned directly by Mr. Iyer, 19,003 shares of restricted stock units, and 68,000 shares that Mr. Iyer may acquire upon the exercise of stock options.
- (15) Consists of 1,081 shares owned directly by Dr. Levine, 7,770 shares of restricted stock units, 24,463 shares owned as Deferred Stock Units, and 57,143 shares Dr. Levine may acquire upon the exercise of stock options.
- (16) Consists of 13,000 shares owned directly by Mr. Longfield, 7,770 shares of restricted stock units, 15,130 shares owned as Deferred Stock Units, and 38,009 shares Mr. Longfield may acquire upon the exercise of stock options.

- (17) Consists of 8,200 shares owned directly by Mr. Lorimier, 19,003 shares of restricted stock units, and 108,000 shares Mr. Lorimier may acquire upon the exercise of stock options.
- (18) Consists of 60,000 shares owned directly by Mr. Matricaria, 19,003 shares of restricted stock units, and 48,000 shares that Mr. Matricaria may acquire upon the exercise of stock options.
- (19) Consists of 0 shares owned directly by Dr. Peterson, 15,277 shares of restricted stock, and 1,918 shares that Dr. Peterson may acquire upon the exercise of stock options.
- (20) Consists of 5,616 shares owned directly by Dr. Reynolds, 19,387 shares of restricted stock, and 30,686 shares that Dr. Reynolds may acquire upon the exercise of stock options.
- (21) Consists of 0 shares owned directly by Mr. Shanahan, 7,544 shares of restricted stock units, and 0 shares Mr. Shanahan may acquire upon the exercise of stock options.
- (22) Consists of 2,800 shares owned directly by Dr. U Prichard, 19,003 shares of restricted stock units, and 33,000 shares that Dr. U Prichard may acquire upon the exercise of stock options.
- (23) Disclosures with respect to the stock ownership guidelines for each Director are set forth in the section titled Director Compensation below.

## **CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS**

### ***Procedures for Approval of Related Party Transactions***

Pursuant to the Life Technologies Protocol and the Audit Committee Charter, the executive officers, directors and principal stockholders, including their immediate family members and affiliates, are prohibited from entering into a related party transaction with the Company without the consent of the Audit Committee (or other independent committee of the Board of Directors in cases where it is inappropriate for the Audit Committee to review such transaction due to a conflict of interest). Any request for the Company to enter into a transaction with an executive officer, director, principal stockholder or any of such persons' immediate family members or affiliates in which the amount involved exceeds \$120,000 must be presented to the Audit Committee for review, consideration and approval. In approving or rejecting the proposed transaction, the Audit Committee will consider the relevant facts and circumstances available and deemed relevant, including, but not limited to, the risks, costs, and benefits to the Company, the terms of the transactions, the availability of other sources for comparable services or products, and, if applicable, the impact on director independence. The Audit Committee shall only approve those transactions that, in light of known circumstances, are in or are not inconsistent with, our best interests, as determined in good faith by the Audit Committee.

### ***Change in Control Agreements***

The Company has executed agreements with certain of its officers that would provide benefits following a change in control of the Company. The officers would be provided with cash payments and other benefits under their change in control agreements if, within twenty four months after a change in control, the officers' employment were involuntary terminated (for reasons other than disability or cause) or if the officer terminated his or her employment for good reason.

### ***Indemnification Agreements***

The Company has entered into indemnification agreements with each of its executive officers and directors containing provisions that may require the Company, among other things, to indemnify those officers and directors against liabilities that may arise by reasons of their status or service as officers or directors. The agreements also provide for the Company to advance to the officers and directors expenses that they expect to incur as a result of any proceeding against them as to which they could be indemnified. The Company also intends to execute such agreements with its future directors and executive officers.

### **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the executive officers, directors and persons who beneficially own more than 10% of the Company's Common Stock to file initial reports of beneficial ownership and reports of changes in beneficial ownership with the SEC. SEC regulations require these individuals to give us copies of all Section 16(a) forms they file.

Based solely on a review of forms that were furnished to us and written representations from reporting persons, we believe that our executive officers, directors and more than 10% stockholders complied with all filing requirements related to Section 16(a), except for the following:

The Company filed one late Form 4 on behalf of George F. Adam with respect to 700 shares of common stock that Mr. Adam purchased in May 2009. Mr. Adam elected to hold such common stock in trust.

### **THE LIFE TECHNOLOGIES PROTOCOL**

The Company has adopted a code of ethics applicable to all of its employees, including the principal executive officer, principal financial officer, principal accounting officer, its controller, and all of its directors. The code of ethics is called the Life Technologies Protocol, and a copy is posted to our internet site at [www.lifetechnologies.com](http://www.lifetechnologies.com).

## ITEMS FOR STOCKHOLDER CONSIDERATION

### PROPOSAL 1

#### *Election of Directors*

At the Annual Meeting, the stockholders will be asked to elect four nominees up for election in Class II to the Board of Directors and one nominee up for election in Class III to the Board of Directors. The Company has a classified Board of Directors currently consisting of five Class II directors (George F. Adam, Jr., Raymond V. Dittamore, Arnold J. Levine, Ph.D., Bradley G. Lorimier and David C. U Prichard, Ph.D.) who will serve until the 2010 Annual Meeting of stockholders, four Class III directors (Balakrishnan S. Iyer, William H. Longfield, Ronald A. Matricaria and W. Ann Reynolds, Ph.D.) who will serve until the 2011 Annual Meeting of Stockholders, and four Class I directors (Donald W. Grimm, Gregory T. Lucier, Per A. Peterson, Ph.D. and William S. Shanahan) who will serve until the 2012 Annual Meeting of stockholders, and in each case until their respective successors are duly elected and qualified. Directors in a class are elected for a term of three years to succeed the directors in such class whose terms expire at such annual meeting, or a shorter term to fill a vacancy in another class of directors.

The nominees for election at the 2010 Annual Meeting of Stockholders to fill four Class II positions on the Board of Directors are George F. Adam, Jr., Raymond V. Dittamore, Arnold J. Levine, Ph.D. and Bradley G. Lorimier. The nominee for election at the 2010 Annual Meeting of Stockholders to fill one additional Class III position on the Board of Directors is David C. U Prichard, Ph.D. If elected, the nominees for the Class II positions will serve as directors until the annual meeting of stockholders in 2013, and in each case until their successors are elected and qualified. If elected, the nominee for the Class III position will serve as a director until the annual meeting of stockholders in 2011, and until his successors is elected and qualified. If a quorum is present and voted at the meeting, the four nominees for Class II directors receiving the highest number of votes will be elected Class II directors and the one nominee for Class III director receiving the highest number of votes will be elected as a Class III director.

If a nominee declines to serve or becomes unavailable for any reason, or if a vacancy occurs before the election, the proxies may be voted for such substitute nominee as the proxy holders may designate.

#### *Vote Required and Board of Directors Recommendation*

If a quorum is present, either in person or by proxy, the four nominees for Class II who receive the greatest number of votes cast will be elected as Class II directors and the one nominee for Class III director who receives the greatest number of votes cast will be elected as a Class III director. If you hold your shares through a broker and you do not instruct the broker on how to vote on this proposal, your broker will not have authority to vote your shares. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum but will not have any effect on the outcome of the proposal.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR  
EACH OF THE NOMINEES NAMED ABOVE.

### PROPOSAL 2

#### *Ratification of Appointment of Independent Auditors*

The Audit Committee of the Board of Directors has selected Ernst & Young LLP as the independent auditors to audit our financial statements for the fiscal year ended December 31, 2010. Ernst & Young has acted in such capacity since its appointment in fiscal year 2002. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting of stockholders with the opportunity to make a statement if the representatives desire to do so, and are expected to be available to respond to appropriate questions. With respect to broker non-votes, however, brokers have the discretion to ratify the appointment of the independent auditors since the ratification is considered a routine matter.

***Vote Required and Board of Directors Recommendation***

The affirmative vote of the holders of a majority of the shares of Common Stock cast at the Annual Meeting is required for ratification of this selection. Abstentions and broker non-votes will be counted for purposes of determining the presence or absence of a quorum. Neither abstentions nor broker non-votes will have any effect upon the outcome of voting with respect to the ratification of independent public accountants.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.

**PROPOSAL 3**

***Adoption of an Amendment to the Restated Certificate of Incorporation of the Company (Adopt Majority Voting for Uncontested Elections of Directors)***

At the Annual Meeting, the stockholders will be asked to approve and adopt an amendment to the Restated Certificate of Incorporation of the Company (the Restated Certificate of Incorporation) adopted by the Board of Directors to eliminate plurality voting for the election of Directors. The Board of Directors is committed to ensuring effective corporate governance policies and practices, which ensure that the Company is governed with high standards of ethics, integrity and accountability and in the best interest of the stockholders. The Board of Directors, in its continuing review of corporate governance matters, has determined to eliminate plurality voting and, if this proposal and Proposal 5 are approved by the stockholders, to adopt a majority voting standard for uncontested elections of directors.

This proposal seeks stockholder approval of the repeal of the plurality voting standard for the election of the Company's directors in Article IV(D)(2)(a) of the Restated Certificate of Incorporation in its entirety. Unless the stockholders approve this proposal and Proposal 5, the plurality voting standard for the election of the Company's directors will remain unchanged. If this proposal and Proposal 5 are approved by the stockholders, the Company will have adopted a majority vote standard in uncontested director elections.

The complete text of the Restated Certificate of Incorporation as it is proposed to be amended (Amended Articles) is included in Appendix A to this Proxy Statement. The summary below does not contain all the information that may be necessary to you. The following summary is qualified in its entirety by reference to the text of the Amended Articles. You are urged to read the Amended Articles in their entirety.

***Majority Vote in Uncontested Director Elections***

The proposed amendment is as follows:

***Article IV(D)(2)(a) of the Restated Certificate of Incorporation - Plurality Vote Requirement.*** Delete from the Restated Certificate of Incorporation provisions requiring a plurality vote requirement for the election of directors.

In recent years, many public companies have eliminated a plurality vote standard for the election of their directors and, instead, have adopted a majority vote standard for uncontested director elections. The Board of Directors has on several occasions considered the advantages of a plurality vote standard and, in the past, had concluded that maintaining this standard was in the best interest of the Company and the stockholders. After careful consideration and review of corporate governance policies widely considered to enhance corporate governance, the Board of Directors has decided at this time that it is in the best interest of the Company and its stockholders to amend the



Restated Certificate of Incorporation to eliminate plurality voting in the election of directors. If this proposal and Proposal 5 are approved by the stockholders at the Annual Meeting, the Company will have adopted a majority voting standard for uncontested elections of directors. The Board of Directors believes that a change to a majority voting standard for uncontested elections is in the best interest of the Company and the stockholders. The Board of Directors can only eliminate plurality voting if the stockholders approve this proposal and Proposal 5.

The approval of this amendment is subject to the simultaneous approval of Proposal 5 by the stockholders at the Annual Meeting. If this proposal and Proposal 5 are approved by the stockholders at the Annual Meeting, the

Company will file the Amended Articles with the Secretary of the State of Delaware reflecting this amendment promptly after the Annual Meeting. In that case, the amendment will become effective and the Company will have adopted a majority voting standard for uncontested elections of directors when the Amended Articles are filed with the Secretary of State of the State of Delaware.

***Vote Required and Board of Directors Recommendation***

The affirmative vote of the holders of 662/3 of the outstanding shares of Common Stock is required for adoption of this proposal. If you hold your shares in your own name and abstain from voting on this matter, your abstention will have no effect on the vote. If you hold your shares through a broker and you do not instruct the broker on how to vote on this proposal, your broker will not have authority to vote your shares. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum and will have the same effect as a vote against the outcome of the proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL OF THE RESTATED CERTIFICATE OF INCORPORATION.

**PROPOSAL 4**

***Adoption of Amendments to the Restated Certificate of Incorporation of the Company (Eliminate Supermajority Provisions)***

At the Annual Meeting, the stockholders will be asked to approve and adopt an amendment to the Restated Certificate of Incorporation adopted by the Board of Directors to eliminate certain supermajority provisions. The Board of Directors is committed to ensuring effective corporate governance policies and practices, which ensure that the Company is governed with high standards of ethics, integrity and accountability and in the best interest of the stockholders. The Board of Directors, in its continuing review of corporate governance matters, has determined to remove the supermajority vote requirements from the Restated Certificate of Incorporation.

This proposal seeks stockholder approval of the elimination of the supermajority vote requirements of Article V(2) and Article IX. Unless such approval is received, the supermajority vote requirements in Article V(2) and Article IX will remain unchanged.

The complete text of the Amended Articles is included in Appendix A to this Proxy Statement. The summary below does not contain all the information that may be necessary to you. The following summary is qualified in its entirety by reference to the text of the Amended Articles. You are urged to read the Amended Articles in their entirety.

***Eliminate Supermajority Vote Provisions***

The proposed amendments are as follows:

1. *Article V(2) of the Restated Certificate of Incorporation* *Bylaws*. Article V(2) of the Restated Certificate of Incorporation requires the affirmative vote of the holders of at least 662/3% of the voting power of all the then outstanding shares of the capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class, or a vote of at least 662/3% of the number of directors of the Company then authorized to amend or repeal the Bylaws. The proposed amendment would reduce the vote requirement from 662/3% of the voting power of all the then outstanding shares of capital stock of the Company to a majority of the outstanding voting power of all the then outstanding shares of capital stock of the Company to amend or repeal the Bylaws.

As with many companies, the supermajority requirement to amend the Bylaws in Article V(2) of the Restated Certificate of Incorporation is designed to protect the rights of minority stockholders by assuring that fundamental changes in how the Company is governed are not made without either the approval of the Board of Directors (taking into account the interests of all stockholders) or a substantial majority of stockholders. Matters covered by the Bylaws include many important governance issues. These matters require careful consideration of all stockholders, and should not be lightly changed in ways that may disadvantage minority stockholders.

2. *Article IX Amendment of Restated Certificate of Incorporation.* Under Article IX of the Restated Certificate of Incorporation, the Company reserves the right to amend, alter, change or repeal any provision contained in the Restated Certificate of Incorporation in the manner prescribed by Delaware General Corporation Law; provided, however, the affirmative vote of at least 662/3% of the voting power of all the then outstanding shares of capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class, is required to amend or repeal Article V, Article VI, Article VII or Article IX. The proposed amendment would reduce the vote requirement from 662/3% of the voting power of all the then outstanding shares of capital stock to a majority of the outstanding voting power of all the then outstanding shares of capital stock of the Company to amend or repeal Article V, Article VI, Article VII or Article IX.

In deciding to recommend the elimination of supermajority vote provisions, the Board of Directors considered the arguments in favor of and against continuation of supermajority vote provisions, gave careful consideration to stockholder views concerning this matter and determined that eliminating the supermajority vote provisions, in order to enhance the accountability of our Board of Directors to our stockholders, outweighs the legitimate benefits of such provisions.

If approved, these amendments will become effective upon the filing of the Amended Articles with the Secretary of the State of Delaware reflecting this amendment, which the Company would file promptly after the Annual Meeting.

***Vote Required and Board of Directors Recommendation***

The affirmative vote of the holders of 662/3% of the outstanding shares of Common Stock is required for adoption of this proposal. If you hold your shares in your own name and abstain from voting on this matter, your abstention will have no effect on the vote. If you hold your shares through a broker and you do not instruct the broker on how to vote on this proposal, your broker will not have authority to vote your shares. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum and will have the same effect as a vote against the outcome of the proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL  
OF THE RESTATED CERTIFICATE OF INCORPORATION.

**PROPOSAL 5**

***Adoption of Amendments to the Bylaws of the Company (Adopt Majority Voting for Uncontested Elections of Directors)***

At the Annual Meeting, the stockholders will be asked to approve and adopt amendments to the Bylaws of the Company adopted by the Board of Directors to repeal plurality voting for the election of Directors and to adopt a majority voting standard for uncontested elections of directors. The Board of Directors is committed to ensuring effective corporate governance policies and practices, which ensure that the Company is governed with high standards of ethics, integrity and accountability and in the best interest of the stockholders. The Board of Directors, in its continuing review of corporate governance matters, has determined to eliminate plurality voting and, if this proposal and Proposal 3 are approved by the stockholders, to adopt a majority voting standard for uncontested elections of directors.

This proposal seeks stockholder approval of the repeal of the plurality voting standard for the election of the Company's directors in Section 1.8 of the Bylaws and the adoption of a majority voting standard for the uncontested elections of directors. Unless the stockholders approve this proposal and Proposal 3, the plurality voting standard for the election of the Company's directors will remain unchanged. If this proposal and Proposal 3 are approved by the

stockholders, the Company will have adopted a majority vote standard in uncontested director elections.

The complete text of the amendment to the Bylaws as they are proposed to be amended (Amended Bylaws) is included in Appendix B to this Proxy Statement. The summary below does not contain all the information that may be necessary to you. The following summary is qualified in its entirety by reference to the text of the Amended Bylaws. You are urged to read the Amended Bylaws in their entirety.

*Majority Vote in Uncontested Director Elections*

The proposed amendments are as follows:

Section 1.8 of the Bylaws - Plurality Vote Requirement. Delete from the Bylaws provisions requiring a plurality vote requirement for the election of directors and add provisions requiring a majority voting standard for uncontested election of directors.

In recent years, many public companies have eliminated a plurality vote standard for the election of their directors and, instead, have adopted a majority vote standard for uncontested director elections. The Board of Directors has on several occasions considered the advantages of a plurality vote standard and, in the past, has concluded that maintaining this standard was in the best interest of the Company and the stockholders. After careful consideration and review of corporate governance policies widely considered to enhance corporate governance, the Board of Directors has decided at this time that it is in the best interest of the Company and its stockholders to amend the Bylaws to eliminate plurality voting in the election of directors. If this proposal and Proposal 3 are approved by the stockholders at the Annual Meeting, the Company will have adopted a majority voting standard for uncontested elections of directors. The Board of Directors believes that a change to a majority vote standard for uncontested elections is in the best interest of the Company and the stockholders. The Board of Directors can only eliminate plurality voting if the stockholders approve this proposal and Proposal 3.

The approval of these amendments is subject to the simultaneous approval of Proposal 3 by the stockholders at the Annual Meeting. If this proposal and Proposal 3 are approved by the stockholders at the Annual Meeting, the Company will have adopted a majority voting standard for uncontested elections of directors when the Amended Bylaws re filed with the secretary of State of Delaware.

***Vote Required and Board of Directors Recommendation***

The affirmative vote of the holders of 662/3 of the outstanding shares of Common Stock is required for adoption of this proposal. If you hold your shares in your own name and abstain from voting on this matter, your abstention will have no effect on the vote. If you hold your shares through a broker and you do not instruct the broker on how to vote on this proposal, your broker will not have authority to vote your shares. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum and will have the same effect as a vote against the outcome of the proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL OF THIS AMENDMENT TO THE BYLAWS.

**PROPOSAL 6**

***Adoption of an Amendment to the Bylaws of the Company (Eliminate Supermajority Provisions)***

At the Annual Meeting, the stockholders will be asked to approve and adopt an amendment to the Bylaws adopted by the Board of Directors to eliminate certain supermajority provisions. The Board of Directors is committed to ensuring effective corporate governance policies and practices, which ensure that the Company is governed with high standards of ethics, integrity and accountability and in the best interest of the stockholders. The Board of Directors, in its continuing review of corporate governance matters, has determined to remove the supermajority vote requirements from the Bylaws.

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This proposal seeks stockholder approval of the elimination of the supermajority vote requirements of Article IX of the Bylaws. Unless such approval is received, the supermajority vote requirements in Article IX of the Bylaws will remain unchanged.

The complete text of the Amended Bylaws is included in Appendix B to this Proxy Statement. The summary below does not contain all the information that may be necessary to you. The following summary is qualified in its entirety by reference to the text of the Amended Bylaws. You are urged to read the Amended Bylaws in their entirety.

*Eliminate Supermajority Vote Provision*

The proposed amendment is as follows:

Article IX Amendment of Bylaws. Under Article IX of the Bylaws, the Company reserves the right to amend, alter, change or repeal any provision contained in the Bylaws in the manner prescribed by Delaware General Corporation Law; provided, however, the affirmative vote of at least 66 $\frac{2}{3}$ % of the voting power of all the then outstanding shares of capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class, or by vote of at least 66 $\frac{2}{3}$ % of the number of directors of the Company then authorized is required to amend or repeal the Bylaws. The proposed amendment would reduce the vote requirement from 66 $\frac{2}{3}$ % of the voting power of all the then outstanding shares of capital stock to a majority of the outstanding voting power of all the then outstanding shares of capital stock of the Company to amend or repeal the Bylaws.

In deciding to recommend the elimination of supermajority vote provisions, the Board of Directors considered the arguments in favor of and against continuation of supermajority vote provisions, gave careful consideration to stockholder views concerning this matter and determined that eliminating the supermajority vote provisions, in order to enhance the accountability of our Board of Directors to our stockholders, outweighs the legitimate benefits of such provisions.

***Vote Required and Board of Directors Recommendation***

The affirmative vote of the holders of 66 $\frac{2}{3}$ % of the outstanding shares of Common Stock is required for adoption of this proposal. If you hold your shares in your own name and abstain from voting on this matter, your abstention will have no effect on the vote. If you hold your shares through a broker and you do not instruct the broker on how to vote on this proposal, your broker will not have authority to vote your shares. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum and will have the same effect as a vote against the outcome of the proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL OF THIS AMENDMENT TO THE BYLAWS.

**PROPOSAL 7**

***Adoption of the Company's 2010 Incentive Compensation Plan***

At the Annual Meeting, the stockholders will be asked to approve and adopt the Life Technologies Corporation 2010 Incentive Compensation Plan (ICP) in order to allow future performance-based compensation bonuses paid under the ICP to be fully deductible by the Company under Section 162(m) of the Internal Revenue Code of 1986, as amended (Code). The Compensation and Organizational Development Committee of the Board of Directors (Committee) approved the ICP on February 24, 2010, subject to its approval by stockholders. If approved by the stockholders, the ICP would become effective with respect to awards made under the ICP beginning in 2010 and following the date of the annual meeting.

***Background***

The ICP is a performance-based compensation bonus plan designed to exempt payments from the deduction limitations provided under Section 162(m) of the Code (Section 162(m)), such that the Company will be able to fully deduct ICP payments as a compensation expense. Section 162(m) and related guidance generally disallows a tax deduction to public companies for compensation in excess of \$1 million paid during a single year to each of a public



company's Chief Executive Officer and any of the three other most highly compensated named executive officers, excluding the Chief Financial Officer. Certain compensation is exempt from this deduction limit if it meets the requirements of Section 162(m) in qualifying as performance-based compensation. The requirements that compensation qualify as performance-based under Section 162(m) include the following: payment of the compensation must be contingent upon achievement of performance goals that are established and administered in a manner specified under Section 162(m); the performance criteria that may be used to establish the performance goals must be approved by stockholders; there must be a limit on the amount of compensation that may be paid to

any participant during a specified period of time; and achievement of the pre-established performance goals must be substantially uncertain at the time the individual awards are approved. Section 162(m) also imposes certain independence requirements on the sub-committee of the Board administering the performance-based compensation program.

We intend to administer an annual cash incentive program under the ICP, which has a performance period that coincides with our fiscal year. This annual cash incentive program is described in more detail in our Compensation Discussion & Analysis . In the future, the Committee will determine whether it will make awards with a longer, shorter or the same performance period. We seek your approval of the ICP under which awards will be made to our Section 16 officers, including our NEOs. Your approval will constitute approval of all the material terms of the ICP for purposes of Section 162(m), as described below. If the stockholders do not approve the ICP, we might not be able to deduct some or all of the annual cash bonuses paid to certain named executive officers.

#### *Material Terms of the ICP*

The ICP is a component of the Company's overall strategy to pay its employees for achieving performance goals instrumental to the Company's success. The purposes of the ICP are to motivate the Company's executives by basing a portion of compensation on performance aligned with the Company's financial and business objectives and to attract and retain top-performing senior executives.

The following is a summary of the material provisions of the ICP. This summary does not describe the ICP in detail and qualified in its entirety by reference to the full text of the ICP, which is attached as Appendix C.

*Administration.* The Committee will administer the ICP. Committee members must qualify as outside directors under Section 162(m) in order for bonuses paid under the ICP to qualify as performance-based compensation. All of our Committee members meet this requirement. The Committee has the discretion to determine the terms and conditions of each bonus, including the performance period and goals that apply to the bonus, and whether or not the performance goals are achieved.

*Performance Criteria.* To qualify bonuses as performance-based compensation under Section 162(m), the payment of the value of such bonuses must be made contingent upon achievement of performance goals approved by the Committee. The ICP permits us to use one or more of the following performance criteria with respect to bonuses: attainment of objective operating goals; attainment of research and development milestones; average invested capital; capital expenditures; cash conversion cycle; cash flow (including operating cash flow or free cash flow); change in assets; contract awards or backlog; controllable operating profit; cost of capital; credit rating; customer indicators; debt; debt reduction; earnings (which may be determined, and any derivative of earnings on this list hereafter, in accordance with U.S. Generally Accepted Accounting Principles, or successor accounting principle (GAAP), or adjusted to include or exclude any or all GAAP or non-GAAP items); earnings before taxes; earnings before interest and taxes; earnings before interest, taxes, depreciation, and amortization; earnings from operations; earnings per share; earnings per share from continuing operations, diluted or basic; earnings per share, diluted or basic; economic value added; employee metrics; employee satisfaction; expense reduction levels; gross margin; growth in any of the foregoing measures; growth in stockholder value relative to the moving average of the S&P 500 Index or another index; improvement in workforce diversity; improvements in productivity; inventory turnover; market share; net asset turnover; net assets; net earnings; net operating profit; net or gross sales; new product invention or innovation; operating earnings; operating expenses; operating expenses as a percentage of revenue; operating margin; operating profit; overhead or other expense reduction; productivity; return on assets; return on capital; return on committed capital; return on equity or average stockholders' equity; return on invested capital; return on investment; return on net assets; return on sales; return on total assets; revenue (on an absolute basis or adjusted for currency effects); stock price; strategic plan development and implementation; succession plan development and implementation; total

earnings; total shareholder return; and working capital.

*Performance Goals.* The Committee may establish performance goals based on one or more of the performance criteria listed above either individually, alternatively or in any combination, applied to either the Company as a whole or to a business unit, affiliate, region, or business segment, either individually, alternatively or in any combination, and measured either on an absolute basis or relative to a pre-established target, to a previous period's results or to a designated comparison group. The performance goals must be approved prior to the time

limitations under Section 162(m), which for an annual performance period is within 90 days from the beginning of that period, and the performance goals must be substantially uncertain of achievement at that time.

To the extent permitted under Section 162(m), the Committee may appropriately adjust any evaluation of performance under a performance goal to exclude the effects of extraordinary, unusual, or non recurring items that occur during a performance period, including: (i) the effects of currency fluctuations; (ii) any or all items that are excluded from the calculation of non-GAAP earnings as reflected in any Company press release and Form 8-K filing relating to an earnings announcement; (iii) asset impairment; (iv) litigation or claim judgments or settlements; (v) the effect of changes in tax laws, accounting principles or other such laws or provisions affecting reported results; (vi) accruals for reorganization and restructuring programs; and (vii) any other extraordinary or non-operational items.

*Eligibility.* Only the Company's employees subject to Section 16 of the Securities Exchange Act of 1934 are permitted to participate in the ICP.

*ICP Bonuses.* Under the ICP, the Committee will determine the performance period measuring performance. The Committee will establish for each performance period the performance criteria that apply and the target levels of required performance, as well as a formula for calculating a participant's bonus based on actual performance compared to the pre-established performance goals.

After the end of each performance period, the Committee will determine the extent to which the performance goals for each participant were achieved and the bonus payment that may be made based on the achievement of those performance goals. However, the Committee may eliminate or reduce the actual bonus payable to any participant below that which otherwise would be payable under the applicable formula at any time before the bonus is paid. The Committee also has discretion to make certain adjustments to take into account certain extraordinary events occurring during the performance period, as described above.

In order to earn and receive a bonus payment under the ICP, the participant must be an active employee on the date of payment or vesting, except that the Committee retains the discretion to make a prorated payment in the event of a change in control or if a participant dies, becomes disabled or is on an approved leave of absence.

Awards granted under the ICP are not transferable by a participant, except by will or the laws of descent and distribution. Furthermore, if a participant has a change of status after the beginning of the performance period the Committee has the discretion to pay a prorated bonus.

*Bonus Limit.* The maximum payment of a bonus for a single fiscal year to any ICP participant is \$7,000,000.

*Amendments and Termination; Stockholder Approval.* The Committee may amend, modify, suspend or terminate the ICP at any time and for any reason, except an action which would cause an increase in a bonus payment or otherwise cause a bonus to not qualify as performance-based compensation for purposes of Section 162(m). The ICP and certain future material amendments will require stockholder approval in accordance with the requirements of Section 162(m). The Company has the authority to amend, modify, suspend or terminate the ICP as the law requires, or to comply or conform with local practices or procedures outside of the U.S.

*ICP Benefits.* Because payments of bonuses under the ICP will be determined by comparing actual performance to the performance goals established by the Committee under this plan, it is not possible to predict the amount of future benefits that will be paid under the ICP for any future performance period. Bonuses are paid from the Company's general assets; the ICP is an unfunded and unsecured plan.

*Federal Income Tax Information*

Below is a summary of the effect of U.S. federal income taxation on participants and the Company with respect to bonuses under the ICP. The summary discusses the material effect of awards made and bonuses paid under the ICP, but does not discuss the tax consequences arising in the context of the participant's death or the income tax laws of any municipality, state or foreign country in which the participant's income or gain may be taxable.

Bonuses paid under the ICP will cause the participant to have taxable ordinary income, in the year of receipt, equal to the cash received. Any bonus payment that a participant receives will be subject to tax withholding and other deductions, including income and FICA taxes.

The ICP is intended to be exempt from Section 409A of the Code, which governs the deferral the receipt of compensation to future tax year than the year in which the compensation is earned. The Company may permit participants to defer bonuses paid under the ICP; however, any such deferrals will be governed by the Company-sponsored plan under which the deferral is made.

As discussed above, our purpose in seeking stockholder approval with respect to the ICP is to qualify future ICP bonuses as performance-based compensation under Section 162(m) so that we may fully deduct bonuses paid under the plan.

***Vote Required and Board of Directors Recommendation***

The affirmative vote of a majority of the votes cast at the meeting, at which a quorum is present, either in person or by proxy, is required to approve the adoption of the proposed ICP. If you hold your shares in your own name and abstain from voting on this matter, your abstention will have no effect on the vote. If you hold your shares through a broker and you do not instruct the broker on how to vote on this proposal, your broker will not have authority to vote your shares. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum but will not have any effect on the outcome of the proposal.

The Board of Directors believes that the proposed adoption of the ICP is in the best interests of the Company and its stockholders for the reasons stated above.

THE BOARD UNANIMOUSLY RECOMMENDS  
A VOTE FOR APPROVAL OF THE ADOPTION OF THE ICP.

### ADDITIONAL INFORMATION

*Advance Notice Procedures.* Our Bylaws require that, for business to be properly brought by a stockholder before an annual meeting, notice must be delivered by the stockholder and received at the offices of the Company not less than 120 days prior to the anniversary of the date of the prior year's proxy statement, except if we did not hold an annual meeting the previous year, or if the date of this year's Annual Meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before we begin to print and mail our proxy materials.

*Stockholders Sharing the Same Last Name and Address.* In accordance with notices that we sent to certain stockholders, we are sending only one copy of the Company's Annual Report and Proxy Statement to stockholders who share the same last name and address, unless they have notified the Company that they want to continue receiving multiple copies. This practice, known as householding, is designed to reduce duplicate mailings and save significant printing and postage costs as well as natural resources.

If you received a householded mailing this year and you would like to have additional copies of the Company's Annual Report and/or Proxy Statement mailed to you, or you would like to opt out of this practice for future mailings, please submit your request to Investor Relations via e-mail at [ir@lifetech.com](mailto:ir@lifetech.com), by fax to (760) 603-7229 or by mail to Investor Relations, Life Technologies Corporation, 5791 Van Allen Way, Carlsbad, CA 92008, or call at (760) 603-7208. We will promptly send additional copies of the Annual Report and/or Proxy Statement upon receipt of such request. You may also contact the Company if you received multiple copies of the Annual Meeting materials and would prefer to receive a single copy in the future.

Householding for bank and brokerage accounts is limited to accounts within the same bank or brokerage firm. For example, if you and your spouse share the same last name and address, and you and your spouse each have two accounts containing Life Technologies stock at two different brokerage firms, your household will receive two copies of the Life Technologies Annual Meeting materials—one from each brokerage firm.

*Stockholder Communications with Board of Directors.* Any stockholder who wishes to communicate with the Board of Directors may do so by writing to the Company's Secretary at the following address: 5791 Van Allen Way, Carlsbad, CA 92008.

*Stockholder Proposals and Director Nominations for the Next Annual Meeting.* Stockholder proposals may be considered at the Company's 2011 Annual Meeting of Stockholders, so long as they are provided to us on a timely basis and satisfy the other conditions set forth in our Bylaws and in applicable SEC rules. All stockholder proposals that are intended to be presented at the 2011 Annual Meeting of Stockholders of the Company must be received by the Company at our principal executive offices at 5791 Van Allen Way, Carlsbad, California 92008, ATTN: Corporate Secretary, no later than November 19, 2010, for inclusion in the Board of Directors' Proxy Statement and proxy relating to the meeting. Any stockholder who intends to present a proposal at the Company's 2011 Annual Meeting of Stockholders without requesting the Company to include such proposal in the Company's Proxy Statement must notify the Company no later than February 2, 2011, of his, her or its intention to present the proposal. Otherwise, the Company may exercise discretionary voting with respect to such stockholder proposal pursuant to authority conferred on the Company by proxies to be solicited by the Board of Directors of the Company and delivered to the Company in connection with the meeting. A copy of our Bylaws may be obtained by written request to the Corporate Secretary at the same address. Our Bylaws are also available on our website at [www.lifetechnologies.com](http://www.lifetechnologies.com).





**TRANSACTION OF OTHER BUSINESS**

At the date of this Proxy Statement, the only business the Board of Directors intends to present or knows that others will present at the Annual Meeting is as set forth above. If any other matter or matters are properly brought before the meeting, or any adjournment thereof, it is the intention of the persons named in the accompanying form of proxy to vote the proxy on such matters in accordance with their best judgment.

By Order of the Board of Directors

John A. Cottingham  
Chief Legal Officer & Secretary

March 19, 2010  
Carlsbad, California

**RESTATED CERTIFICATE OF INCORPORATION  
OF LIFE TECHNOLOGIES CORPORATION**

LIFE TECHNOLOGIES CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the Corporation ), hereby certifies as follows:

**ONE:** The name of this Corporation is LIFE TECHNOLOGIES CORPORATION. Life Technologies Corporation was originally incorporated under the name Invitrogen Inc., and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on May 21, 1997. The Certificate of Incorporation was later amended and restated pursuant to the terms of an Agreement and Plan of Merger filed with the Delaware Secretary of State on June 12, 1997. The Corporation filed an Amended and Restated Certificate of Incorporation on September 16, 1997. The Amended and Restated Certificate of Incorporation was further amended pursuant to resolutions approved by the Board of Directors and Stockholders of the Corporation, and such amendments were filed with the Delaware Secretary of State on January 29, 1999, and September 14, 2000. The Corporation filed a Certificate of Correction to the September 14, 2000, Amendment to the Amended and Restated Certificate of Incorporation with the Delaware Secretary of State on February 21, 2001. The Corporation filed a Restated Certificate of Incorporation with the Delaware Secretary of State on October 20, 2003 and filed a Certificate of Correction to the October 20, 2003 Restated Certificate of Incorporation with the Delaware Secretary of State on February 18, 2004. The Corporation filed a Certificate of Amendment to the October 20, 2003 Restated Certificate of Incorporation with the Delaware Secretary of State on June 1, 2006. The Corporation filed a Restated Certificate of Incorporation with the Delaware Secretary of State and a Certificate of Correction to the March 27, 2001 Statement of Designation on September 14, 2006. The Corporation filed a Restated Certificate of Incorporation with the Delaware Secretary of State on November 20, 2008. The Corporation filed a Restated Certificate of Incorporation with the Delaware Secretary of State on May , 2010.

**TWO:** Pursuant to Sections 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and does not further amend the provisions of the Certificate of Incorporation of this Corporation.

**THREE:** The text of the Certificate of Incorporation as heretofore in effect is hereby restated to read in its entirety as follows:

**ARTICLE I**

The name of the Corporation is Life Technologies Corporation.

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV**

The total number of shares of capital stock which the Corporation shall have authority to issue is 406,405,884, of which (a) 6,405,884 shares shall be preferred stock, par value \$.01 per share ( Preferred Stock ), and (b) 400,000,000 shares shall be common stock, par value \$.01 per share.

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Except as otherwise restricted by this Certificate of Incorporation, the Corporation is authorized to issue, from time to time, all or any portion of the capital stock of the Corporation which may have been authorized but not issued, to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

In addition, the Preferred Stock authorized by this Certificate of Incorporation may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption, including sinking fund provisions, the redemption price or prices, the liquidation preferences and the other preferences, powers, rights, qualifications, limitations and restrictions of any wholly unissued class or series of Preferred Stock, not including any Convertible Preferred Stock nor Redeemable Preferred Stock, as defined in Article IV. A. and B. below, and the number of shares constituting any such series and the designation thereof, or any of them.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions of each class of capital stock of the Corporation, shall be as provided in this Article IV.

#### **A. CONVERTIBLE PREFERRED STOCK**

1. **Designation.** A total of 2,202,942 shares of the Corporation's Preferred Stock shall be designated as Series A Convertible Redeemable Preferred Stock, \$.01 par value per share (the Convertible Preferred Stock ).

2. **Election of Directors; Voting.**

(a) **Election of Directors.** The holders of outstanding shares of Convertible Preferred Stock shall, voting together as a separate class, be entitled to elect one (1) Director of the Corporation. Such Director shall be the candidate receiving the highest number of affirmative votes (with each holder of Convertible Preferred Stock entitled to cast one vote for or against each candidate with respect to each share of Convertible Preferred Stock held by such holder) of the outstanding shares of Convertible Preferred Stock (the Convertible Preferred Stock Director Designee ), with votes cast against such candidate and votes withheld having no legal effect. The election of the Convertible Preferred Stock Director Designee by the holders of the Convertible Preferred Stock shall occur (i) at the annual meeting of holders of capital stock, (ii) at any special meeting of holders of capital stock, (iii) at any special meeting of holders of Convertible Preferred Stock called by holders of a majority of the outstanding shares of Convertible Preferred Stock or (iv) by the unanimous written consent of holders of the outstanding shares of Convertible Preferred Stock. If at any time when any share of Convertible Preferred Stock is outstanding the Convertible Preferred Stock Director Designee should cease to be a Director for any reason, the vacancy shall only be filled by the vote or written consent of the holders of the outstanding shares of Convertible Preferred Stock, voting together as a separate class, in the manner and on the basis specified above. The holders of outstanding shares of Convertible Preferred Stock shall also be entitled to vote for all other Directors of the Corporation together with holders of all other shares of the Corporation's outstanding capital stock entitled to vote thereon, voting as a single class, with each outstanding share entitled to the same number of votes specified in Section A.2(b).

(b) **Voting Generally.** The holder of each share of Convertible Preferred Stock shall be entitled to the number of votes equal to the largest number of full shares of Common Stock (as defined in Section C of this Article IV) into which each share of Convertible Preferred Stock could be converted pursuant to Section A.6 hereof (other than by means of

Section A.6(b)) on the record date for the vote or for written consent of stockholders, if applicable, multiplied by the number of shares of Convertible Preferred Stock held of record on such date. The holder of each share of Convertible Preferred Stock shall be entitled to notice of any stockholders meeting in accordance with the by-laws of the Corporation and shall vote with holders of the Common Stock, voting together as single class, upon all matters submitted to a vote of stockholders excluding those matters required to be submitted to a class or series vote pursuant to the terms hereof (including without limitation Section A.8) or by law.

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Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Convertible Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half rounded upward to one).

3. ***Dividends.*** The holders of Convertible Preferred Stock shall be entitled to receive, out of funds legally available therefor, cumulative (non-compounding) dividends on the Convertible Preferred Stock in cash, at the rate per annum of six percent (6%) of the Convertible Base Liquidation Amount (as defined in Section A.4 below), or \$.4085 per share of Convertible Preferred Stock as of the date this Certificate of Incorporation is first filed with the Delaware Secretary of State (the Convertible Cumulative Dividend ). Such dividends will accumulate commencing as of the date of issuance of the Convertible Preferred Stock and shall be cumulative, to the extent unpaid, whether or not they have been declared and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends. Convertible Cumulative Dividends shall become due and payable with respect to any share of Convertible Preferred Stock as provided in Sections A.4, A.5, A.6, B.4 and B.5. So long as any shares of Convertible Preferred Stock are outstanding and the Convertible Cumulative Dividends have not been paid in full in cash: (a) no dividend whatsoever shall be paid or declared, and no distribution shall be made, on any capital stock of the Corporation ranking junior to the Convertible Preferred Stock; and, (b) except as permitted by Sections A.8(c)(ii) and (iii), no shares of capital stock of the Corporation ranking junior to the Convertible Preferred Stock shall be purchased, redeemed or acquired by the Corporation and no monies shall be paid into or set aside or made available for a sinking fund for the purchase, redemption or acquisition thereof. All numbers relating to the calculation of dividends pursuant to this Section A.3 shall be subject to equitable adjustment in the event of any stock split, combination, reorganization, recapitalization, reclassification or other similar event involving a change in the Convertible Preferred Stock.

4. ***Liquidation.***

(a) ***Liquidation Preference.*** Upon any liquidation, dissolution or winding up of the Corporation and its subsidiaries, whether voluntary or involuntary (a Liquidation Event ), each holder of outstanding shares of Convertible Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to stockholders, whether such assets are capital, surplus or earnings, and before any amount shall be paid or distributed to the holders of Common Stock or of any other stock ranking on liquidation junior to the Convertible Preferred Stock, an amount in cash equal to (i) \$6.8091 per share of Convertible Preferred Stock held by such holder (adjusted appropriately for stock splits, stock dividends, recapitalizations and the like with respect to the Convertible Preferred Stock) (the Convertible Base Liquidation Preference Amount ) plus (ii) any accumulated but unpaid dividends to which such holder of outstanding shares of Convertible Preferred Stock is then entitled pursuant to Sections A.3 and A.5(d) hereof, plus (iii) any interest accrued pursuant to Section A.5(c) to which such holder of Convertible Preferred Stock is entitled (the Convertible Preferred Liquidation Preference Amount ); *provided, however*, that if, upon any Liquidation Event, the amounts payable with respect to the Convertible Preferred Stock are not paid in full, the holders of the Convertible Preferred Stock shall share ratably in any distribution of assets in proportion to the full respective preferential amounts to which they are entitled. The provisions of this Section A.4 shall not in any way limit the right of the holders of Convertible Preferred Stock to elect to convert their shares of Convertible Preferred Stock into Redeemable Preferred Stock and Common Stock pursuant to Section A.6 prior to or in connection with any Liquidation Event.

(b) ***Notice.*** Prior to the occurrence of any Liquidation Event, the Corporation will furnish each holder of Convertible Preferred Stock notice in accordance with Section A.9 hereof, together with a certificate prepared by the chief financial officer of the Corporation describing in detail the facts of such Liquidation Event, stating in detail the amount(s) per share of Convertible Preferred Stock each holder of Convertible Preferred Stock would receive pursuant to the provisions of Section A.4(a) hereof and stating in detail the facts upon which such amount was determined.

5. **Redemption.**

(a) **Redemption Events.**

(i) The holder or holders of not less than sixty-six and two-thirds percent in voting power of the outstanding Convertible Preferred Stock may require the Corporation to redeem on or after June 18, 2003, 50%

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of the outstanding shares of Convertible Preferred Stock; *provided, however*, that such holder or holders may not require the Corporation to redeem less than 50% of the outstanding shares of Convertible Preferred Stock.

(ii) The holder or holders of not less than sixty-six and two-thirds percent in voting power of the outstanding Convertible Preferred Stock may require the Corporation to redeem on or after June 18, 2004, all of the outstanding shares of Convertible Preferred Stock; *provided, however*, that such holder or holders may not require the Corporation to redeem less than the number of outstanding shares of Convertible Preferred Stock.

(iii) Notice. An election pursuant to subparagraphs (i) or (ii) of this Section A.5(a) shall be made by such holders giving the Corporation and each other holder of Convertible Preferred Stock not less than fifteen (15) days prior written notice, which notice shall set forth the date for such redemption.

(b) Redemption Date; Redemption Price. Upon the election of the holders of not less than sixty-six and two-thirds of the voting power of the outstanding Convertible Preferred Stock to cause the Corporation to redeem the Convertible Preferred Stock pursuant to Section A.5(a)(i) or (ii), all holders of Convertible Preferred Stock shall be deemed to have elected to cause the Convertible Preferred Stock to be so redeemed. Any date upon which a redemption shall occur in accordance with Section A.5(a) shall be referred to as a Convertible Preferred Redemption Date. The redemption price for each share of Convertible Preferred Stock redeemed pursuant to Section A.5 shall be an amount in cash equal to (i) the Convertible Base Liquidation Preference Amount plus (ii) any accumulated but unpaid dividends on such share of Convertible Preferred Stock pursuant to Sections A.3 and A.5(d) hereof, plus (iii) any interest accrued with respect to such share of Convertible Preferred Stock pursuant to Section A.5(c) (collectively, the Convertible Preferred Redemption Price). The Convertible Preferred Redemption Price shall be payable in cash in immediately available funds to the respective holders of the Convertible Preferred Stock on the Convertible Preferred Redemption Date and subject to Section A.5(c). Until the full Convertible Preferred Redemption Price has been paid to such holders for all shares of Convertible Preferred Stock being redeemed: (A) no dividend whatsoever shall be paid or declared, and no distribution shall be made, on any capital stock of the Corporation; and (B) 160