

QIAGEN NV
Form F-4/A
July 18, 2007
Table of Contents

As filed with the Securities and Exchange Commission on July 18, 2007

Registration No. 333-143791

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 2

To

FORM F-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

QIAGEN N.V.

(Exact Name of Registrant as Specified in its Charter)

The Netherlands (State or Other Jurisdiction)	2836 (Primary Standard)	Not Applicable (I.R.S. Employer)
of Incorporation or Organization)	Industrial Classification Code Number) Spoorstraat 50	Identification Number)
	5911 KJ Venlo	
	The Netherlands	
	011-31-77-320-8400	

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

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Roland Sackers

Chief Financial Officer and Managing Director

QIAGEN N.V.

19300 Germantown Rd.

Germantown, MD 20874

(240) 686-7700

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent For Service)

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As promptly as possible after this registration statement becomes effective and the conditions to the transaction described herein have been satisfied or waived.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON THE DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT THAT SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON THE DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

Table of Contents

THE INFORMATION IN THIS PROSPECTUS MAY BE CHANGED OR AMENDED. WE MAY NOT COMPLETE THE EXCHANGE OFFER OR THE MERGER AND ISSUE THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND WE ARE NOT SOLICITING OFFERS TO BUY THESE SECURITIES IN ANY JURISDICTION WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED JULY 18, 2007

OFFER BY QIAGEN N.V.

AND QIAGEN NORTH AMERICAN HOLDINGS, INC., ITS WHOLLY OWNED SUBSIDIARY

to

Exchange 3.545 Ordinary Shares

of

QIAGEN N.V.

or

\$61.25 in Cash

for

Each Outstanding Share of Common Stock

of

Digene Corporation

Subject, in Each Case, to the Election and Proration Procedures Described in this Prospectus and the Related Letter of Election and Transmittal

THIS OFFER, AND YOUR RIGHT TO WITHDRAW SHARES OF DIGENE COMMON STOCK YOU TENDER IN THIS OFFER, WILL EXPIRE AT 11:59 P.M., NEW YORK CITY TIME, ON FRIDAY, JULY 20, 2007, UNLESS WE EXTEND THIS OFFER. SHARES TENDERED PURSUANT TO THIS OFFER MAY BE WITHDRAWN AT ANY TIME PRIOR TO THE EXPIRATION OF THE OFFER.

We are offering to exchange 3.545 ordinary shares of QIAGEN N.V., a company organized under the laws of The Netherlands, or QIAGEN, or \$61.25 in cash, for each outstanding share of common stock of Digene Corporation, a Delaware corporation, or Digene, that stockholders of Digene validly tender, and do not properly withdraw, before the exchange offer expires, subject to the election and proration procedures described in this prospectus and the related letter of election and transmittal. In the offer, Digene stockholders may elect to receive ordinary shares of QIAGEN, cash, or a combination of shares and cash in exchange for their shares of Digene common stock. However, the aggregate amount of each of the cash consideration and stock consideration that Digene stockholders may receive in connection with the offer is subject to proration because not more than 55% of the shares of Digene common stock tendered in the offer can be exchanged for cash, and not more than 45% of the shares of Digene common stock tendered in the offer can be exchanged for QIAGEN shares. See The Offer Election and Proration for a detailed description of the proration procedures.

The purpose of this offer is for QIAGEN to acquire control of, and ultimately the entire common equity interest in, Digene. This offer is being made pursuant to an Agreement and Plan of Merger (as such agreement may from time to time be amended or supplemented), or the merger

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agreement, dated as of June 3, 2007, by and among QIAGEN, QIAGEN North American Holdings, Inc., a California corporation and wholly owned subsidiary of QIAGEN, or QNAH, QIAGEN Merger Sub, LLC, a Delaware limited liability company and wholly owned subsidiary of QNAH, or Merger Sub, and Digene. The board of directors of Digene has (1) adopted the merger agreement and approved the transactions contemplated thereby, including this offer, and (2) recommended that holders of Digene common stock accept this offer and tender their Digene common stock to QIAGEN pursuant to this offer, and, if necessary, approve the merger agreement.

This offer is conditioned on (1) there being validly tendered, and not properly withdrawn prior to the expiration of the offer, at least 50.1% of the fully diluted shares of Digene common stock, calculated as described in this prospectus, and (2) the other conditions described in this prospectus under The Offer Conditions of the Offer on page 64.

Table of Contents

After completion of the offer, QIAGEN will cause Digene to complete a merger with Merger Sub, in which outstanding shares of Digene common stock, excluding shares owned by QIAGEN or any subsidiary of QIAGEN or shares held in treasury by Digene, that are not exchanged in the offer will be converted into the right to receive 3.545 ordinary shares of QIAGEN, or \$61.25 in cash, subject to the same election and proration procedures applicable to Digene shares tendered in the offer. Appraisal rights will be available in the merger to the extent applicable under Delaware law. This prospectus also relates to the ordinary shares that may be issued by QIAGEN in the merger. If after the completion of this offer we beneficially own 90% or more of the outstanding shares of Digene common stock or if we exercise our option, described elsewhere in this prospectus, to purchase additional shares of common stock directly from Digene to reach the 90% ownership threshold, we may effect this merger without the approval of Digene stockholders, as permitted under Delaware law.

You should read this prospectus carefully. It sets forth the terms and conditions of the exchange offer and the merger. It also describes our and Digene's businesses and finances. We have prepared this prospectus so that you will have the information necessary to make a decision about the exchange offer and whether to pursue your appraisal rights in connection with the merger.

QIAGEN is not asking Digene stockholders for a proxy at this time and Digene stockholders are requested not to send a proxy. Any solicitation of proxies, if required, will be made pursuant to separate proxy solicitation materials complying with the requirements of Section 14(a) of the Securities Exchange Act of 1934, as amended.

SEE RISK FACTORS BEGINNING ON PAGE 32 FOR A DISCUSSION OF ISSUES THAT YOU SHOULD CONSIDER IN DETERMINING WHETHER TO TENDER YOUR SHARES IN THIS OFFER.

QIAGEN ordinary shares are traded on the Nasdaq Global Select Market under the symbol **QGEN** and on the Frankfurt Stock Exchange, Prime Standard segment, under the symbol **QIA** and with the security code number 901626. On June 14, 2007, the last reported sale price of QIAGEN ordinary shares was \$17.55. Digene common stock trades on the Nasdaq Global Select Market under the symbol **DIGE**. On June 14, 2007, the last reported sale price of Digene common stock was \$57.75.

NONE OF THE SECURITIES AND EXCHANGE COMMISSION, ANY SECURITIES COMMISSION OR SIMILAR AUTHORITY IN THE NETHERLANDS, OR ANY STATE OR FOREIGN SECURITIES COMMISSION OR SIMILAR AUTHORITY HAS APPROVED OR DISAPPROVED THE SECURITIES TO BE ISSUED IN THIS OFFER AND THE SUBSEQUENT MERGER OR DETERMINED IF THE INFORMATION CONTAINED IN THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The offer is not being made to (nor will tenders be accepted from or on behalf of) holders of shares in any jurisdiction in which the making of the offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction.

The Information Agent for this Offer is:

Innisfree M&A Incorporated

The date of this prospectus is June 15, 2007, as amended on July 3, 2007 and July 18, 2007.

The Exchange Agent and Depositary for this Offer is:

American Stock Transfer & Trust Company

As permitted under the rules of the Securities and Exchange Commission, or the SEC, this prospectus incorporates important business and financial information about QIAGEN and Digene that is contained in documents filed with the SEC but that is not included in or delivered with this prospectus. You may obtain copies of these documents, without charge, from the website maintained by the SEC at www.sec.gov, as well as other sources. See **Where You Can Find More Information** on page 113. You may also obtain copies of these documents, without charge, upon written or oral request to our Information Agent, Innisfree M&A Incorporated, toll-free at (877) 750-9499 (Banks and Brokerage Firms, call collect (212) 750-5833). To obtain timely delivery of copies of these documents, you should request them no later than five business days prior to the expiration of this offer. **ACCORDINGLY, UNLESS THIS OFFER IS EXTENDED, THE LATEST YOU HAD TO REQUEST COPIES OF THESE DOCUMENTS WAS JULY 13, 2007.**

Table of Contents**TABLE OF CONTENTS**

	Page
<u>QUESTIONS AND ANSWERS ABOUT THE OFFER</u>	i
<u>SUMMARY</u>	1
<u>The Offer</u>	1
<u>Digene Common Stock Outstanding</u>	9
<u>Ownership of Digene Common Stock by QIAGEN and its Affiliates</u>	9
<u>Ownership of QIAGEN After the Exchange Offer and the Merger</u>	9
<u>The Companies</u>	9
<u>SELECTED HISTORICAL FINANCIAL INFORMATION</u>	12
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	18
<u>UNAUDITED COMPARATIVE PER COMMON SHARE DATA</u>	26
<u>COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION</u>	28
<u>RECENT CLOSING PRICES</u>	31
<u>RISK FACTORS</u>	32
<u>Note Regarding Forward-Looking Statements and Risk Factors</u>	32
<u>Risks Related to the Offer and the Subsequent Merger</u>	32
<u>Risks Related to QIAGEN and the Combined Company</u>	34
<u>Risks Related to QIAGEN Ordinary Shares</u>	46
<u>EXCHANGE RATE INFORMATION</u>	49
<u>BACKGROUND AND REASONS FOR THE OFFER AND THE SUBSEQUENT MERGER</u>	50
<u>Background of the Offer and the Subsequent Merger</u>	50
<u>Additional Factors for Consideration by Digene Stockholders</u>	53
<u>RECOMMENDATION OF DIGENE S BOARD OF DIRECTORS</u>	57
<u>THE OFFER</u>	58
<u>Exchange of Shares of Digene Common Stock</u>	58
<u>Election and Proration</u>	58
<u>Timing of the Offer</u>	59
<u>Extension, Termination and Amendment</u>	59
<u>Procedure for Tendering Shares</u>	61
<u>Withdrawal Rights</u>	62
<u>Effect of Tendering Shares</u>	63
<u>Exchange of Digene Stock</u>	63
<u>Cash Instead of Fractional Shares of QIAGEN</u>	64
<u>Conditions of the Offer</u>	64
<u>Material U.S. Federal Income Tax Consequences</u>	67
<u>Transferability of Ordinary Shares of QIAGEN</u>	71
<u>Approval of the Merger</u>	72
<u>Appraisal Rights</u>	72
<u>CERTAIN LEGAL MATTERS AND REGULATORY APPROVALS</u>	75
<u>Regulatory Approvals</u>	75
<u>Non-U.S. Approvals</u>	75
<u>State Takeover Laws</u>	75
<u>CERTAIN EFFECTS OF THE OFFER</u>	76
<u>Effects on the Market; Exchange Act Registration</u>	76
<u>Source and Amount of Funds</u>	77
<u>Conduct of Digene if the Offer is not Completed</u>	77
<u>Plans and Proposals for Digene Following Completion of the Merger</u>	77
<u>Accounting Treatment</u>	77
<u>Fees and Expenses</u>	77

Table of Contents

	Page
<u>INTERESTS OF CERTAIN PERSONS IN THE OFFER AND THE SUBSEQUENT MERGER</u>	78
<u>Interests of Management and the Digene Board</u>	78
<u>THE MERGER AGREEMENT</u>	80
<u>The Offer</u>	80
<u>Top-Up Option</u>	80
<u>The Merger</u>	82
<u>Representations and Warranties</u>	83
<u>Conduct of Business Pending the Merger</u>	85
<u>Preparation of Registration Statement</u>	86
<u>Offers for Alternative Transactions</u>	87
<u>Digene's Board of Directors Recommendations and Entering into Acquisition Agreement with Third Party</u>	88
<u>Indemnification and Insurance</u>	89
<u>Employee Benefits</u>	89
<u>Additional Agreements</u>	90
<u>Conditions of the Offer</u>	91
<u>Conditions to the Merger</u>	91
<u>Termination and Termination Fee</u>	92
<u>Fees and Expenses</u>	93
<u>Amendment and Waiver</u>	94
<u>PRIOR TRANSACTIONS WITH DIGENE</u>	95
<u>COMPARISON OF QIAGEN SHAREHOLDERS AND DIGENE STOCKHOLDERS RIGHTS</u>	96
<u>ENFORCEABILITY OF CIVIL LIABILITIES</u>	110
<u>EXPERTS</u>	110
<u>LEGAL MATTERS</u>	111
<u>INCORPORATION BY REFERENCE</u>	111
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	113
<u>Miscellaneous</u>	114
<u>ANNEXES</u>	
<u>A Agreement and Plan of Merger</u>	A
<u>B Information Concerning the Directors and Executive Officers of QIAGEN, QNAH and Merger Sub</u>	B
<u>C Section 262 of the Delaware General Corporation Law</u>	C

Except as otherwise specifically noted, QIAGEN, we, our, us and similar words in this prospectus refer to QIAGEN N.V. (together with its subsidiaries, including QNAH and Merger Sub). QNAH refers to QIAGEN North American Holdings, Inc., a wholly owned subsidiary of QIAGEN. Merger Sub refers to QIAGEN Merger Sub, LLC, a wholly owned subsidiary of QNAH. We refer to Digene Corporation as Digene.

In Questions and Answers About the Offer below and in the Summary beginning on page 1, we highlight selected information from this prospectus, but we have not included all of the information that may be important to you. To better understand the offer and the subsequent merger, and for a more complete description of their legal terms, you should carefully read this entire prospectus, including the section entitled Risk Factors on page 32 and the annexes hereto, as well as the documents we have incorporated by reference into this prospectus. See Where You Can Find More Information on page 113.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus. The information contained in this prospectus and the documents incorporated by reference are accurate only as of their respective dates, regardless of the time of delivery of this prospectus. Our business, financial condition, results of operations and prospects may have changed since those dates.

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE OFFER

Q. Who is Making the Exchange Offer for Digene Shares?

- A. QIAGEN N.V., a Netherlands holding company, is a leading provider of innovative sample and assay technologies and products. QIAGEN's products are considered standards in areas such as pre-analytical sample preparation and assay solutions in research for life sciences, applied testing and molecular diagnostics. QIAGEN has developed a comprehensive portfolio of more than 500 proprietary, consumable products and automated solutions for sample collection, nucleic acid and protein handling, separation, and purification, and open and target specific assays. QIAGEN's products are sold to academic research markets, to leading pharmaceutical and biotechnology companies, to applied testing customers (such as in forensics, veterinary, biodefense and industrial applications) as well as to molecular diagnostics laboratories. QIAGEN employs more than 1,900 people worldwide. QIAGEN's products are sold through a dedicated sales force and a global network of distributors in more than 40 countries. Current QIAGEN molecular diagnostics products include CE-marked diagnostic assays, CE-marked diagnostic sample preparation products, an RNA product, in vitro diagnostic assays and general purpose reagents.

QNAH is a California corporation and a wholly owned subsidiary of QIAGEN. QNAH acts as a holding company and has no independent business operations.

Q. What Shares Are Being Sought?

- A. We are seeking to purchase all of the outstanding shares of Digene common stock. See "The Offer" on page 58.

Q. Why is QIAGEN Making the Exchange Offer?

- A. We are making the exchange offer for the purpose of acquiring control of, and ultimately all of the outstanding shares of common stock of Digene. The exchange offer is the first step in this process. Following the exchange offer, we will cause Digene to complete a merger with and into Merger Sub. If after completion of the exchange offer, we own at least 90% of Digene's outstanding shares, or if we exercise our option to purchase additional shares of common stock directly from Digene to reach the 90% ownership threshold, we will then cause Digene to merge with and into Merger Sub in a so-called "short-form" merger under Delaware law. A short-form merger would not require the approval of Digene's stockholders other than QIAGEN.

Q. What Can You Elect to Receive in Exchange for the Shares of Digene Common Stock that You Tender in the Offer?

- A. In exchange for your Digene shares that are validly tendered and not properly withdrawn in the offer, you may elect to receive 3.545 ordinary shares of QIAGEN, \$61.25 in cash, or a combination of such shares and cash. However, the aggregate amount of each of the cash consideration and stock consideration that Digene stockholders may receive is subject to proration because not more than 55% of the shares of Digene common stock tendered in the offer can be exchanged for cash, and not more than 45% of the shares of Digene common stock tendered in the offer can be exchanged for stock. Based on QIAGEN's and Digene's closing stock prices on June 1, 2007, the last trading day preceding our first announcement of the offer, the \$61.25 per share of consideration to be received by Digene stockholders represents a premium of approximately 37% to the closing price of Digene common stock.

We will not issue fractional shares of QIAGEN. Instead, any Digene stockholder entitled to receive a fractional share of QIAGEN will receive a cash payment in lieu of the fractional interest. See "Cash Instead of Fractional Shares of QIAGEN" on page 64.

Table of Contents

Q. What if the Holders of More than 55% of Tendered Digene Shares Elect to Receive Cash, or the Holders of More than 45% of Tendered Digene Shares Elect to Receive Stock? How will the Proration Procedures Affect You in those Circumstances?

- A. If the holders of more than 55% of the Digene shares tendered in the offer, or the maximum cash election number, elect to receive cash in exchange for their Digene shares, then all cash elections in excess of the maximum cash election number will be converted into stock elections on a pro rata basis for each record holder making a cash election so that the cash elections will equal as closely as reasonably practicable 55% of the Digene shares tendered in the offer, and the stock elections will equal as closely as reasonably practicable 45% of the Digene shares tendered in the offer.

In the above instance,

stock elections (including cash elections that are converted into stock elections) will be exchanged for stock consideration;

non-election shares, which are elections in which the stockholder has indicated no preference on the form of consideration to be received, and tendered shares submitted without an effective election form, will be exchanged for stock consideration; and

all cash elections that were not in excess of the maximum cash election number will be exchanged for cash consideration.

If the holders of more than 45% of the Digene shares tendered in the offer, or the maximum stock election number, elect to receive stock in exchange for their Digene shares, then all stock elections in excess of the maximum stock election number will be converted on a pro rata basis for each record holder making a stock election into cash elections so that the stock elections will equal as closely as reasonably practicable 45% of the Digene shares tendered in the offer, and the cash elections will equal as closely as reasonably practicable 55% of the Digene shares tendered in the offer.

In the above instance,

cash elections (including stock elections that are converted into cash elections) will be exchanged for cash consideration;

non-election shares will be exchanged for cash consideration; and

all stock elections that were not in excess of the maximum stock election number will be exchanged for stock consideration.

If neither the maximum cash election number nor the maximum stock election number is exceeded, non-election shares will be converted into stock election shares on a pro rata basis for each record holder of non-election shares so that the total number of stock election shares equals 45% of the Digene shares tendered in the offer and any remaining non-election shares will be converted into cash election shares. All stock elections and non-elections converted into stock elections will receive stock consideration in the exchange, and all cash elections and non-elections converted into cash elections will receive cash consideration in the exchange.

Q. What Does the Board of Directors of Digene Think of the Offer and the Merger?

- A. On June 2, 2007, the board of directors of Digene unanimously approved the merger agreement, this offer and the merger and determined that the merger agreement and the transactions contemplated thereby, including the offer, are fair to and in the best interest of the Digene stockholders. The board of directors of Digene also has recommended that Digene stockholders tender their shares of Digene common stock in the offer and, if necessary, approve the merger agreement. The board of directors of Digene has received a written opinion, dated June 2, 2007, from J.P. Morgan Securities Inc., the financial advisor to Digene, to the effect that, as of the date of the opinion, the

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consideration to be received by the stockholders of Digene in the offer and the merger, together and not separately, is fair, from a financial point of view, to the

ii

Table of Contents

stockholders of Digene. A summary of J.P. Morgan Securities Inc.'s opinion, including the analyses performed, the bases and methods of arriving at the opinion and a description of J.P. Morgan Securities Inc.'s investigation and assumptions, is provided in Digene's Solicitation/Recommendation Statement on Schedule 14D-9, or the Digene Recommendation Statement, which is being mailed to you together with this prospectus. The full text of J.P. Morgan Securities Inc.'s written opinion, which describes the assumptions made, procedures followed, matters considered and limitations on the review undertaken, is attached to the Digene Recommendation Statement as Annex II. For more information about the position of the board of directors of Digene on the offer and the merger, see the Digene Recommendation Statement.

Q. What Are the Potential Benefits of the Offer and the Merger to Digene Stockholders?

- A. We believe that the offer should be attractive to Digene stockholders for the reasons described elsewhere in this prospectus, as well as for the following reasons:

The cash component of the consideration to be paid, \$61.25 per share, represents a premium of 37% for Digene stock, based on the closing sale price of Digene common stock on June 1, 2007, the last trading day preceding our first announcement of the offer; and

The stock component of the consideration to be paid provides the opportunity to continue to share in the combined company's future performance through your ownership of ordinary shares of QIAGEN. Digene stockholders who receive ordinary shares of QIAGEN will be able to hold shares in a market and technology leader in molecular diagnostics, with significant sample and assay technology breadth, key assay and sample technologies, and global sales strength.

Q. What Are Some of the Other Factors You Should Consider in Deciding Whether to Tender Your Shares of Digene Common Stock?

- A. In addition to the factors described elsewhere in this prospectus, you should consider the following:

as a QIAGEN shareholder, your interest in the performance and prospects of Digene would only be indirect and in proportion to your share ownership in QIAGEN. You, therefore, will not realize the same financial benefits of future appreciation in the value of Digene, if any, that you may realize if the offer and the merger were not completed and you remained a Digene stockholder; and

an investment in a company of Digene's size may be associated with greater risk and a greater potential for a higher return than an investment in a more diversified company such as will result from the combination of Digene and QIAGEN. On the other hand, as a shareholder in a more diversified company, your investment will be exposed to risks and events that likely would have had little or no effect on Digene as a stand-alone company.

We describe various factors Digene stockholders should consider in deciding whether to tender their shares under "Risk Factors" on page 32 and "Background and Reasons for the Offer and Subsequent Merger - Additional Factors for Consideration by Digene Stockholders" on page 53.

Q. How Do You Participate in the Offer?

- A. You are urged to read this entire prospectus carefully, and to consider how the offer and the merger affect you. Then, if you wish to tender your shares of Digene common stock, you should complete and sign the enclosed letter of election and transmittal and return it with your

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stock certificates to the exchange agent and depository at its address set forth on the back cover page of this prospectus or, if you hold your shares in street name through a broker, ask your broker to tender your shares, in each case prior to the expiration of the offer. Please read this prospectus carefully for more information about procedures for tendering your shares, the timing of the offer, extensions of the offer period and your rights to withdraw your shares from the offer prior to the expiration date.

Table of Contents

If your Digene stock certificates are not immediately available or if you cannot deliver your Digene stock certificates and any other required documents to the exchange agent prior to the expiration of the offer, or you cannot complete the procedure for delivery by book-entry transfer on a timely basis, you may still tender your Digene shares if you comply with the guaranteed delivery procedures described under "The Offer Procedure for Tendering Shares" on page 61.

Q. How Do You Make Your Election?

A. You may elect to receive QIAGEN ordinary shares or cash for your Digene shares in the offer by indicating your preference, if any, on the letter of election and transmittal. You do not have to elect to exchange all of your Digene shares into one form of consideration or the other. Instead, you may elect to receive the cash consideration in exchange for some of your Digene shares, and you may elect to receive QIAGEN ordinary shares in exchange for your other Digene shares.

Any election that you make will be subject to the proration procedures described in this prospectus.

If you validly tender your Digene shares but fail to properly make an election, your shares will be deemed non-election shares and as such will be converted into stock election shares on a pro rata basis for each record holder of non-election shares so that the total number of stock elections equals the maximum stock election number. Any remaining non-election shares will be exchanged for cash consideration.

Q. Will You Have to Pay Any Fees or Commissions?

A. If you are the record owner of Digene shares and you tender your Digene shares directly to the exchange agent, you will not have to pay brokerage fees or incur similar expenses. If you own your Digene shares through a broker or other nominee, and your broker tenders the Digene shares on your behalf, your broker may charge you a fee for doing so. You should consult your broker or nominee to determine whether any charges will apply.

Q. Can You Change Your Election or Withdraw Shares that You have Tendered?

A. If you decide to change your election after you have tendered your Digene shares, you must first withdraw your tendered shares by providing written notice to the exchange agent on or before 11:59 p.m., New York City time, on Friday, July 20, 2007, or, if we extend the offer, before the offer expires, and then you must re-tender your Digene shares prior to the expiration of the offer with a new letter of election and transmittal that indicates your revised election.

You may withdraw shares that you have tendered at any time on or before August 14, 2007, or, if we extend the offer, before the exchange offer expires, by providing written notice to the exchange agent. Unless we have accepted your shares for exchange on or before Tuesday, August 14, 2007, you may also withdraw shares you have tendered which we have not accepted for exchange at any time after that date. See "The Offer Withdrawal Rights" on page 62.

Q. Can the Offer be Extended, and Under What Circumstances?

A. Yes. Subject to the terms of the merger agreement, in certain circumstances, we will be obligated to extend the offer up to February 29, 2008, if the conditions to the offer have not been satisfied or waived prior to such time. The offer may also be extended at our option for a period of not more than ten business days if all of the conditions to the offer have been satisfied or waived but the number of Digene shares tendered and not withdrawn pursuant to the offer equals more than 80% and less than 90%, of Digene's fully diluted shares. We may also be required to extend the offer in order to satisfy certain regulatory requirements. For a detailed description of the circumstances under which the offer may or must be extended, see "The Offer Extension, Termination and Amendment" on page 59.

Q. How Will You be Notified if the Offer is Extended?

- A.** If we extend the offer, we will inform the exchange agent of that fact, and will issue a press release giving the new expiration date of the offer no later than 9:00 a.m., New York City time, on the next business day

Table of Contents

after the scheduled expiration of the offer. See *The Offer Extension, Termination and Amendment* on page 59.

Q. What Are the Most Significant Conditions to the Offer?

A. The offer is conditioned upon, among other things, satisfaction of the requirement that there must be validly tendered, and not properly withdrawn, prior to the expiration of the offer, at least 50.1% of the fully diluted shares of Digene common stock, which is defined as the sum of the shares of Digene common stock outstanding immediately prior to the expiration of the offer and the shares of Digene common stock which Digene may be required to issue pursuant to equity awards outstanding at such time. In addition to this minimum condition, the following conditions must also be met as of the expiration of the offer, unless waived by us, where permissible:

the registration statement on Form F-4, of which this prospectus is a part, must have been declared effective under the Securities Act of 1933, as amended, or the Securities Act;

any applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or the HSR Act, must have expired or been terminated;

the shares of QIAGEN issuable in the offer shall have been approved for listing on the Nasdaq Global Select Market;

Digene and QIAGEN shall have received certain tax opinions;

there shall have been no event having a material adverse effect on Digene and no specified breaches by Digene of the merger agreement;

there shall be no legal impediments to the offer and certain events such as trading suspensions, banking moratoriums or the commencement of a war involving the United States shall not have occurred or if any of the foregoing are present at the time of commencement of the offer, there is no material acceleration or worsening thereof;

the merger agreement shall not have been terminated pursuant to its terms;

the offer shall not have been terminated with the consent of Digene;

the merger agreement shall have been adopted by QIAGEN's shareholders; and

Digene's board of directors shall not have withdrawn or modified its recommendation of the offer or the merger. These conditions and other conditions to the offer are discussed in this prospectus under *The Offer Conditions of the Offer* on page 64.

Q. If You Decide Not to Tender, How Will This Affect the Offer and Your Shares of Digene Common Stock?

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- A. We will not acquire any shares of Digene common stock in the offer unless at least 50.1% of the fully diluted shares of Digene common stock are tendered and not properly withdrawn prior to the expiration of the offer, which we refer to as the minimum condition. Your failure to tender your shares of Digene common stock will reduce the likelihood that we will receive tenders of a sufficient number of shares of Digene common stock to be able to complete the offer.

The offer is the first step in our acquisition of Digene and is intended to facilitate the acquisition of all outstanding shares of Digene common stock. After completion of the offer, we will cause Digene to complete a merger with and into Merger Sub. The purpose of the merger is to acquire all outstanding shares of Digene common stock not exchanged in the offer. In the merger, outstanding shares of Digene common stock, excluding shares owned by QIAGEN or any subsidiary of QIAGEN or shares held in treasury by Digene, that are not exchanged in the offer will be converted into the right to receive 3.545 ordinary shares of QIAGEN, \$61.25 in cash, or a combination of shares and cash, subject to the same election and proration procedures applicable to Digene shares tendered in the offer. Appraisal rights will be available in the merger

Table of Contents

to the extent applicable under Delaware law. If the merger takes place, the only difference to you between tendering your Digene common stock in the offer and not tendering your Digene common stock is that you will receive ordinary shares of QIAGEN, cash, or a combination of shares and cash earlier if you tender your shares in the offer, unless you are entitled to and perfect any applicable appraisal rights in connection with the merger. An earlier tender of your shares of Digene common stock may, however, help to ensure the satisfaction of the minimum condition and the more rapid completion of the offer and merger.

Q. How Long Will It Take to Complete the Offer and the Merger?

A. We hope to complete the offer and subsequent merger before the end of the third quarter of 2007. The offer is currently scheduled to expire at 11:59 p.m., New York City time, on Friday, July 20, 2007. However, we may extend the offer if the conditions to the offer have not been satisfied as of the offer's scheduled expiration or if we are required to extend the offer pursuant to the SEC's tender offer rules. If after the completion of the offer we beneficially own 90% or more of the outstanding shares of Digene common stock, including because we have exercised an option that we have to purchase shares directly from Digene, we will effect the merger without the approval of other Digene stockholders, as permitted under Delaware law, which could occur promptly following the completion of the offer. If we complete the offer but own less than 90% of Digene's outstanding shares of common stock after the offer, and we do not exercise our option to purchase shares directly from Digene, then the merger will require Digene stockholder approval, and we will complete the merger after a definitive proxy statement regarding the merger is disseminated to Digene stockholders and a meeting of the Digene stockholders is held. As the then-majority stockholder of Digene, we will approve the merger at such meeting. In such circumstances, the consummation of the merger could take two months or more following the completion of the offer.

Q. Does QIAGEN Have an Option to Purchase Shares of Digene Common Stock in Connection With the Offer?

A. We may purchase shares of Digene common stock at a purchase price per share equal to the offer consideration, payable in ordinary shares of QIAGEN, cash or a demand note in an amount equal to the value of the offer consideration, directly from Digene if the number of shares of Digene common stock that have been validly tendered and not withdrawn pursuant to the offer is less than 90% of fully diluted shares of Digene common stock. Digene has granted us an irrevocable option, or top-up option, to purchase up to that number of shares of Digene common stock equal to the lowest number of shares of Digene common stock that, when added to the number of shares of Digene common stock owned by QIAGEN, QNAH, Merger Sub and their affiliates immediately following consummation of the offer, equals at least 90% of the fully diluted shares of Digene common stock (after exercise of the top-up option) plus shares of Digene common stock issuable by Digene pursuant to outstanding equity awards. We may exercise this option, subject to certain conditions, at any time after our acceptance for payment pursuant to the offer but before the earliest to occur of the effective time of the merger or the termination of the merger agreement. Any purchase of shares pursuant to the top-up option will be made in compliance with Rule 14e-5 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, which prohibits the offeror from purchasing shares except (1) as part of the proposed tender offer from the time of the public announcement of the tender offer until the expiration or termination of the tender offer or (2) if such purchase is otherwise exempt from Rule 14e-5.

Q. Do Digene Stockholders Have to Vote to Approve the Offer or the Merger?

A. Because we are extending the offer directly to Digene stockholders, Digene stockholders are not being asked to vote to approve the offer. Approval by Digene stockholders, however, may be required to approve the merger following the successful completion of the offer. If approval is required, once the offer is completed, it can be accomplished through a meeting of Digene stockholders to vote on the merger, as required by Delaware law. In such event, Digene stockholders would receive a proxy statement in advance of the meeting soliciting their vote in favor of the merger. However, because we will own a majority of the shares of Digene common stock at that time, stockholder approval will be assured. If we own 90% or more of the outstanding shares of Digene common stock following completion of the offer or if we exercise our top-up option to purchase additional shares directly from Digene to reach the 90% threshold, the merger can be accomplished without any vote of other Digene stockholders under applicable Delaware law.

Table of Contents

Q. What Percentage of QIAGEN Ordinary Shares Will Current Digene Stockholders Own After the Completion of the Offer and the Merger?

- A. We anticipate that following the offer and the merger, QIAGEN shareholders will own approximately 78% of the combined company on a fully diluted basis, and Digene stockholders will own approximately 22%. In general, this assumes that:

Approximately 42.2 million ordinary shares of QIAGEN would be issued in the offer and the subsequent merger;

Approximately 150.6 million ordinary shares of QIAGEN are outstanding before giving effect to the completion of the offer and the subsequent merger; and

no Digene stockholders exercise appraisal rights.

Q. Will Digene Stockholders be Taxed on the Ordinary Shares of QIAGEN that They Receive in the Offer or the Merger?

- A. The offer and the merger are intended to be treated as component parts of an integrated transaction that qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, or the Code, and it is a condition to the completion of the offer and the merger that QIAGEN and Digene receive legal opinions from their respective tax counsel to the effect that the offer and the merger together will constitute a reorganization. It is further a condition of the obligation of Digene to consummate the merger that Digene receive a tax opinion from its tax counsel that the transfer of shares of Digene common stock to QIAGEN will not result in gain recognition to the Digene stockholders pursuant to Section 367(a)(1) of the Code.

If, consistent with such opinions, the offer and the merger constitute part of an integrated transaction that qualifies as a reorganization within the meaning of Section 368(a) of the Code, a Digene stockholder (i) will, if such Digene stockholder receives solely ordinary shares of QIAGEN, not recognize any gain or loss in the offer and/or the merger, except for gain or loss attributable to cash received in lieu of a fractional share of QIAGEN; (ii) will, if such Digene stockholder receives cash and ordinary shares of QIAGEN, recognize gain (but not loss) in the offer and/or the merger in an amount equal to the lesser of (1) the excess (if any) of (A) the amount of cash and the fair market value of ordinary shares of QIAGEN received over (B) the Digene stockholder's adjusted tax basis in the shares of Digene common stock surrendered; and (2) the amount of cash received; and (iii) will, if such Digene stockholder receives solely cash, recognize gain or loss in the offer and/or the merger in an amount equal to the difference between the amount of cash received and the Digene stockholder's adjusted tax basis in the shares of Digene common stock surrendered.

If the offer and the merger do not constitute part of an integrated transaction that qualifies as a reorganization within the meaning of Section 368(a) of the Code, a Digene stockholder will recognize gain or loss to the extent of the difference between such stockholder's adjusted tax basis in the shares of Digene common stock surrendered and the amount of cash and the fair market value of ordinary shares of QIAGEN received in the exchange made pursuant to the offer, but the exchange of shares of Digene common stock made pursuant to the merger will be treated as described above in the case of an integrated transaction.

Stockholders should consult their tax advisors for a full understanding of all of the tax consequences of the offer and the merger to them. See [The Offer Material U.S. Federal Income Tax Consequences](#) on page 67.

Q. Do the Statements on the Cover Page Regarding this Prospectus Being Subject to Change or Amendment and the Registration Statement Filed with the SEC Not Yet Being Effective Mean that the Offer May Not Commence?

- A. No. As permitted under SEC rules, we may commence the offer without the registration statement, of which this prospectus is a part, having been declared effective by the SEC. We cannot, however, complete the offer

Table of Contents

and the merger and accept for exchange any shares of Digene common stock tendered in the offer or issue any shares in connection with the subsequent merger until the registration statement is declared effective by the SEC and the other conditions to our offer and the subsequent merger have been satisfied or, where permissible, waived. The offer will commence when we first mail this prospectus and the related letter of election and transmittal to Digene stockholders.

Q. Are QIAGEN's Business, Results of Operations, Financial Condition and Prospects Relevant to Your Decision to Tender Your Shares in the Offer?

A. Yes. If you tender Digene shares in the offer you may become a shareholder of QIAGEN, either because you elect to receive QIAGEN ordinary shares in exchange for your Digene shares, or because operation of the proration procedures results in your receipt of QIAGEN ordinary shares in exchange for your Digene shares. You should therefore consider our financial performance before you decide to tender your Digene shares in the offer. In considering QIAGEN's financial performance, you should review the pro forma financial information contained in this prospectus as well as the documents incorporated by reference in this prospectus because they contain detailed business, financial and other information about us. See [Where You Can Find More Information](#) on page 113.

Q. If a Majority of the Digene Shares are Tendered and Accepted for Exchange, Will Digene Continue as a Public Company?

A. If at least 50.1% of the outstanding Digene shares on a fully diluted basis are tendered and accepted for exchange, QIAGEN will effect the merger if all of the conditions to the merger contained in the merger agreement have been satisfied or, to the extent permitted, waived by QIAGEN. If the merger takes place, Digene will no longer be publicly owned. Even if the merger does not take place, if we purchase all the tendered Digene shares, there may be so few remaining Digene stockholders and publicly held Digene shares that Digene shares will no longer be eligible to be traded through the Nasdaq Global Select Market or on another securities exchange. In that event, there may not be a public trading market for Digene shares, and Digene may cease making filings with the SEC or otherwise cease being required to comply with the SEC rules relating to publicly held companies.

Q. Are Digene Stockholders Entitled to Appraisal Rights?

A. Digene stockholders do not have appraisal rights in connection with the offer. If we acquire less than 90% of the outstanding Digene shares in the offer or through exercise of our option to purchase shares of Digene common stock, we intend to effect a long-form merger to acquire the balance of the Digene shares not exchanged in the offer. Holders of Digene shares that do not validly tender their shares in the offer will have the right under Delaware law to dissent and demand appraisal of their Digene shares in connection with a long-form merger if such holders are required, by operation of the proration procedures described in this prospectus, to receive cash consideration in exchange for their shares of Digene common stock, as opposed to ordinary shares of QIAGEN, in the long-form merger.

In addition, if we acquire 90% or more of the outstanding Digene shares in the offer, we intend to effect a short-form merger to acquire the balance of the Digene shares not exchanged in the offer. Holders of Digene shares that do not validly tender their shares in the offer will have the right under Delaware law to dissent and demand appraisal of their Digene shares in connection with a short-form merger.

For more information on appraisal rights, see [The Offer Appraisal Rights](#) on page 72.

Q. Does QIAGEN Have the Financial Resources to Pay the Cash Consideration?

A. The offer and merger are not conditioned upon any financing arrangements. QIAGEN has available funds and committed financing that, together, will be sufficient to pay the aggregate cash consideration payable for Digene shares acquired by QIAGEN in the offer and the

merger. See Certain Effects of the Offer Source and Amount of Funds on page 77.

Table of Contents

Q. Whom Can You Call with Questions about the Offer?

A. You can contact our Information Agent for the offer:

INNISFREE M&A INCORPORATED

501 Madison Avenue, 20th Floor

New York, New York, 10022

Stockholders call toll-free: (877) 750-9499

Banks and Brokerage Firms, call collect: (212) 750-5833

Or contact QIAGEN directly at:

QIAGEN N.V.

c/o QIAGEN GmbH

QIAGEN Strasse 1

40724 Hilden, Germany

(011) 49 2103 2911 710

Attention: Investor Relations

Table of Contents

SUMMARY

*This brief summary highlights selected information from this prospectus. It does not contain all of the information that is important to Digene stockholders. Digene stockholders are urged to read carefully the entire prospectus and the other documents referred to and incorporated by reference in this prospectus to fully understand the offer and the merger. In particular, stockholders of Digene should read the documents attached to this prospectus, including the merger agreement, which is attached as Annex A and incorporated herein by reference. For a guide as to where you can obtain more information on QIAGEN and Digene, see *Where You Can Find More Information* on page 113.*

The Offer

We are proposing to acquire all of the outstanding shares of Digene common stock. We are offering to exchange 3.545 ordinary shares of QIAGEN or \$61.25 in cash for each outstanding share of Digene common stock, upon the terms and subject to the conditions set forth in this prospectus and the related letter of election and transmittal. We will not acquire any shares of Digene common stock in the offer unless Digene stockholders have validly tendered and not properly withdrawn prior to the expiration of the offer at least 50.1% of the fully diluted shares of Digene common stock.

After completion of the offer, QIAGEN will cause Digene to complete a merger with and into Merger Sub, in which outstanding shares of Digene common stock, excluding shares owned by QIAGEN or any subsidiary of QIAGEN or held in treasury by Digene, that are not exchanged in the offer will be converted into the right to receive 3.545 ordinary shares of QIAGEN, \$61.25 in cash, or a combination of shares and cash, subject to the same election and proration procedures applicable to Digene shares tendered in the offer. Appraisal rights will be available in the merger to the extent applicable under Delaware law. If, after the completion of this offer, either as a result of the offer alone or in conjunction with the exercise of our option to purchase shares directly from Digene, we beneficially own 90% or more of the outstanding shares of Digene common stock, we may effect the merger without the approval of Digene stockholders, as permitted under Delaware law.

We anticipate that following the offer and the merger, QIAGEN shareholders will own approximately 78% of the combined company on a fully diluted basis, and Digene stockholders will own approximately 22%.

Exchange of Shares of Digene Common Stock in the Offer (Page 58)

Upon the terms and subject to the conditions of the offer, promptly after the expiration of the offer, we will accept shares of Digene common stock that are validly tendered and not properly withdrawn in exchange for ordinary shares of QIAGEN, cash, or a combination of shares and cash, subject in each case to the proration and election procedures described in this prospectus. We are offering to exchange 3.545 ordinary shares of QIAGEN or \$61.25 in cash for each outstanding share of Digene common stock.

Election and Proration (Page 58)

In the offer, Digene stockholders may elect to receive ordinary shares of QIAGEN, cash, or a combination of shares and cash in exchange for their shares of Digene common stock. However, the aggregate amount of each of the cash consideration and stock consideration that Digene stockholders may receive in connection with the offer is subject to proration because not more than 55% of the shares of Digene common stock tendered in the offer can be exchanged for cash, and not more than 45% of the shares of Digene common stock tendered in the offer can be exchanged for QIAGEN shares. If the holders of more than 55% of the Digene shares tendered in the offer, or the maximum cash election number, elect to receive cash in exchange for their Digene shares, then all

Table of Contents

cash elections in excess of the maximum cash election number will be converted into stock elections on a pro rata basis for each record holder making a cash election into stock elections so that the cash elections will equal as closely as reasonably practicable 55% of the Digene shares tendered in the offer, and the stock elections will equal as closely as reasonably practicable 45% of the Digene shares tendered in the offer.

In the above instance,

stock elections (including cash elections that are converted into stock elections) will be exchanged for stock consideration;

non-elections, which are elections in which the stockholder has indicated no preference on the form of consideration to be received, and tendered shares submitted without an effective election form, will be exchanged for stock consideration; and

all cash elections that were not in excess of the maximum cash election number will be exchanged for cash consideration. If the holders of more than 45% of the Digene shares tendered in the offer, or the maximum stock election number, elect to receive stock in exchange for their Digene shares, then all stock elections in excess of the maximum stock election number will be converted on a pro rata basis for each record holder making a stock election into cash elections so that the stock elections will equal as closely as reasonably practicable 45% of the Digene shares tendered in the offer, and the cash elections will equal as closely as reasonably practicable 55% of the Digene shares tendered in the offer.

In the above instance,

cash elections (including stock elections that are converted into cash elections) will be exchanged for cash consideration;

non-election shares will be exchanged for cash consideration; and

all stock elections that were not in excess of the maximum stock election number will be exchanged for stock consideration. If neither the maximum cash election number nor the maximum stock election number is exceeded, non-election shares will be converted into stock election shares on a pro rata basis for each record holder of non-election shares so that the total number of stock election shares equals 45% of the Digene shares tendered in the offer and any remaining non-election shares will be converted into cash election shares. All stock elections and non-elections converted into stock elections will receive stock consideration in the exchange, and all cash elections and non-elections converted into cash elections will receive cash consideration in the exchange.

Timing of the Offer (Page 59)

We are commencing the offer on June 15, 2007, the date of the distribution of this prospectus. The offer is scheduled to expire at 11:59 p.m., New York City time, on Friday, July 20, 2007, unless we extend the period of the offer. All references to the expiration of the offer mean the time of expiration, as extended.

Conditions of the Offer (Page 64)

The offer is subject to a number of conditions, and QIAGEN will not be required to accept any tendered shares for payment or exchange if any of these conditions are not satisfied or, where permissible, waived as of the expiration of the offer. These conditions provide, among other things, that:

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there must be validly tendered and not properly withdrawn prior to the expiration of the offer at least 50.1% of the fully diluted shares of Digene common stock, calculated as described in this prospectus;

Table of Contents

the registration statement on Form F-4, of which this prospectus is a part, must have been declared effective under the Securities Act, and shall not be the subject of any stop order or proceedings seeking a stop order;

any applicable waiting periods under the HSR Act must have expired or been terminated;

the shares of QIAGEN issuable in the offer shall have been approved for listing on the Nasdaq Global Select Market;

Digene and QIAGEN shall have received certain tax opinions;

there shall have been no event having a material adverse effect on Digene and no specified breaches by Digene of the merger agreement;

there shall be no legal impediments to the offer and certain events such as trading suspensions, banking moratoriums or the commencement of a war involving the United States shall not have occurred or if any of the foregoing are present at the time of commencement of the offer, there is no material acceleration or worsening thereof;

the merger agreement shall not have been terminated pursuant to its terms;

the offer shall not have been terminated with the consent of Digene;

the merger agreement shall have been adopted by QIAGEN's shareholders; and

Digene's board of directors shall not have withdrawn or modified its recommendation of the offer or the merger.

Extension, Termination and Amendment of the Offer (Page 59)

The merger agreement provides that, unless Digene otherwise agrees, we must, and, in the case of clause (iii) below, we have the option to, extend the offer in the following circumstances for one or more periods:

- (i) beyond the initial scheduled expiration date, up to February 29, 2008, if, at the scheduled or extended expiration date of the offer, any of the conditions to the offer have not been satisfied or, to the extent permitted, waived, until all the conditions to the offer are satisfied or waived. However, if all of the conditions to the offer other than the minimum offer condition have been satisfied, we will not be required to extend the offer pursuant to this provision of the merger agreement if we have publicly announced the existence of such facts and our intention not to extend the offer at least two business days prior to the date that the extension would otherwise have been required,
- (ii) for any period required by any SEC rule, regulation or position or any period required by applicable law, or
- (iii) for a subsequent offering period of not more than ten business days in the aggregate beyond the latest applicable date that would otherwise be permitted as described in (i) and (ii) above, if, as of the expiration date, all of the conditions to the offer have been satisfied or waived but the number of Digene shares validly tendered and not withdrawn equals more than 80% and less than 90%, of the outstanding Digene shares on a fully diluted basis. However, if we elect to extend the expiration date pursuant to this provision of the merger agreement, we will be deemed to have irrevocably waived all of the conditions to the offer set forth in detail under the

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caption The Offer Conditions to the Offer and you will maintain your withdrawal rights during the pendency of such extension. We are not permitted to extend the offer without the prior written consent of Digene at the time that all conditions to the offer have been satisfied or waived except for a single period not to exceed 10 business days and except as described in (iii) above.

Table of Contents

We can extend the offer by giving oral or written notice of an extension to American Stock Transfer & Trust Company, the exchange agent and depository for the offer. If we decide to extend the offer, we will make a public announcement to that effect no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration. We are not giving any assurance that we will extend the offer. During any extension, all shares of Digene common stock previously tendered and not validly withdrawn will remain deposited with the exchange agent and depository, subject to your right to withdraw your shares of Digene common stock. If we exercise our right to use a subsequent offering period, we will first consummate the exchange with respect to the shares tendered and not withdrawn in the initial offer period.

Subject to the SEC's applicable rules and regulations and subject to the limitations contained in the merger agreement, we also reserve the right, in our discretion:

to terminate the offer and not accept for payment or exchange any shares of Digene common stock not previously accepted for payment or exchange, or exchanged, upon the failure of any of the conditions of the offer to be satisfied prior to the expiration of the offer; and

to waive any condition (subject to certain conditions requiring Digene's consent to waive) or otherwise amend the offer (subject to certain conditions requiring Digene's consent to amend) in any respect prior to the expiration of the offer, by giving oral or written notice of such termination, waiver or amendment to the exchange agent and depository and by making a public announcement.

We will follow any extension, termination, waiver or amendment, as promptly as practicable, with a public announcement. Subject to the requirements of the Exchange Act, and other applicable law, and without limiting the manner in which we may choose to make any public announcement, we assume no obligation to publish, advertise or otherwise communicate any public announcement other than by making a release to Business Wire.

Procedure for Tendering Shares (Page 61)

For you to validly tender shares of Digene common stock in the offer, you must do one of the following:

deliver certificates representing your shares, a properly completed and duly executed letter of election and transmittal or a duly executed copy thereof, along with any other required documents, to the exchange agent and depository at one of its addresses set forth on the back cover of this prospectus prior to the expiration of the offer;

arrange for a book-entry transfer of your shares to be made to the exchange agent and depository's account at The Depository Trust Company, or DTC, and receipt by the exchange agent and depository of a confirmation of this transfer prior to the expiration of the offer, and the delivery of a properly completed and duly executed letter of election and transmittal or a duly executed copy thereof, and any other required documents, to the exchange agent and depository at one of its addresses set forth on the back cover of this prospectus prior to the expiration of the offer;

arrange for a book-entry transfer of your shares to the exchange agent and depository's account at DTC and receipt by the exchange agent and depository of confirmation of this transfer, including an agent's message, prior to the expiration of the offer; or

comply with the guaranteed delivery procedures described in further detail below.

These deliveries and arrangements must be made before the expiration of the offer.

Withdrawal Rights (Page 62)

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You may withdraw any shares of Digene common stock that you previously tendered in the offer at any time before the expiration of the offer by following the procedures described under The Offer Withdrawal

Table of Contents

Rights on page 62. In addition, if we have not accepted tendered shares for exchange by Tuesday, August 14, 2007, you may withdraw tendered shares at any time thereafter.

Exchange Fund; Delivery of Ordinary Shares of QIAGEN and/or Cash Following the Offer (Page 63)

Prior to the date on which QIAGEN accepts for payment or exchange shares of Digene common stock tendered in the offer, QIAGEN will deposit into an exchange fund administered by the exchange agent and depository, cash and certificates representing ordinary shares of QIAGEN that will be payable in the offer.

Subject to the satisfaction (or, where permissible, waiver) of the conditions to the offer as of the expiration of the offer, we will accept for payment or exchange shares of Digene common stock validly tendered and not properly withdrawn and will exchange ordinary shares of QIAGEN and cash in lieu of fractional shares, cash, or a combination of shares and cash, for the tendered shares of Digene common stock promptly afterwards. In all cases, the payment for or exchange of shares of Digene common stock tendered and accepted for payment or exchange pursuant to the offer will be made only if the exchange agent and depository timely receives:

certificates for those shares of Digene common stock, or a timely confirmation of a book-entry transfer of those shares of Digene common stock in the exchange agent and depository's account at DTC, and a properly completed and duly executed letter of election and transmittal, or a manually signed copy, and any other required documents; or

a timely confirmation of a book-entry transfer of those shares of Digene common stock in the exchange agent and depository's account at DTC, together with an agent's message as described below under The Offer Procedure for Tendering Shares.

Cash Instead of Fractional Shares of QIAGEN (Page 64)

We will not issue any fractional shares of QIAGEN pursuant to the offer or the merger. Instead, each tendering stockholder who would otherwise be entitled to a fractional share, after the combination of all fractional shares to which such tendering stockholder would otherwise be entitled, will receive cash (without interest and subject to any withholding for taxes) in lieu of the fractional interests.

The Merger Agreement (Page 80)

The merger agreement provides that, after completion of the offer, Digene will, subject to certain conditions, be merged with and into Merger Sub. Upon completion of the merger, Merger Sub will continue as the surviving corporation and will be an indirect wholly owned subsidiary of QIAGEN.

Termination of the Merger Agreement (Page 92)

The merger agreement provides that it can be terminated by QIAGEN or Digene under a number of different scenarios, including:

by the mutual written consent of the parties;

by either party, subject to various conditions, if:

the merger is not consummated by February 29, 2008 and the failure to consummate the merger by such date is not due to the failure of the terminating party to fulfill a material obligation under the merger agreement, which has resulted in or principally caused the failure of any condition of the offer or merger to be satisfied on or before such date;

a governmental entity or court of competent jurisdiction issues a nonappealable final order permanently restraining, enjoining or otherwise prohibiting the transactions set forth in the merger agreement;

the offer expires or is terminated pursuant to the merger agreement without the payment for or exchange of any shares by QIAGEN pursuant to the offer;

Table of Contents

receipt of the required QIAGEN shareholder approval for the transactions contemplated by the merger agreement, as required by Dutch law, was not received at the general meeting of QIAGEN shareholders convened for the purpose of approving the transactions; or

HSR approval has not been obtained before the expiration of 120 days after the HSR filing; provided such 120-day period shall be extended for an additional 120 days if the facts and circumstances existing at such time indicate approval will be received within such extended time period with the cooperation in good faith of QIAGEN and Digene in pursuing such approval.

by QIAGEN, subject to various conditions, if, prior to the payment or exchange of shares of Digene common stock by QIAGEN pursuant to the offer:

Digene withdraws or modifies its approval of the offer or merger, fails to include such approval in the Schedule 14D-9 it is required to file with the SEC pursuant to the Exchange Act, fails to reaffirm its approval of the offer or merger within three business days, subject to extension under certain circumstances, after QIAGEN's written request to do so at any time when a competing proposal has been publicly proposed and not rejected by Digene, Digene recommends to Digene stockholders to approve or accept a competing proposal, or Digene has breached certain specified obligations under the merger agreement; or

Digene breaches any of its representations or warranties set forth in the merger agreement, which results in Digene's inability to confirm the truth and accuracy of the representations and warranties to the extent required by the merger agreement at the time of the consummation of the merger, or breaches any of its covenants set forth in the merger agreement, which results in Digene's inability to confirm its compliance with such covenants to the extent required by the merger agreement at the time of the consummation of the merger, and provided in each case that such breach (if curable) has not been cured within 30 business days after notice of such breach, and further provided that QIAGEN is not in material breach of its obligations under the merger agreement.

by Digene, subject to various conditions, if, prior to the payment or exchange of any shares of Digene common stock by QIAGEN pursuant to the offer:

QIAGEN breaches any of its representations or warranties set forth in the merger agreement, which results in QIAGEN's inability to confirm the truth and accuracy of the representations and warranties to the extent required by the merger agreement at the time of the consummation of the merger, or breaches any of its covenants set forth in the merger agreement, which results in QIAGEN's inability to confirm its compliance with such covenants to the extent required by the merger agreement at the time of the consummation of the merger, and provided in each case that such breach (if curable) has not been cured within 30 business days after notice of such breach, and further provided that Digene is not in material breach of its obligations under the merger agreement; or

Digene's board of directors approves or recommends a competing proposal in compliance with the terms set forth in the merger agreement and pays QIAGEN the termination fee.

Offers for Alternative Transactions (Page 87)

Digene has agreed not to do any of the following, subject to the exceptions set forth in the merger agreement, relating to unsolicited third party acquisition proposals:

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continue any discussions, negotiations or written communications with any party or parties that commenced prior to the execution of the merger agreement with respect to any competing proposal, as defined below;

solicit, initiate or knowingly encourage, or otherwise knowingly facilitate, directly or indirectly, any inquiries relating to, any competing proposal;

Table of Contents

directly or indirectly initiate or participate in any discussions, negotiations or communications regarding any competing proposal;

furnish to any third party any nonpublic information or data for the purpose of encouraging or facilitating, or, except where failure to do so would cause Digene's board of directors to breach its fiduciary obligations under applicable law, provide access to the properties, offices, books, records, officers, directors or employees of Digene for the purpose of encouraging or facilitating, any competing proposal; or

release any party from or waive any provision of, any confidentiality or standstill agreement to which it is a party.

Termination Fees (Page 93)

Termination of the merger by either QIAGEN or Digene under specified circumstances could result in QIAGEN or Digene having to pay the other party a cash termination fee of \$59,000,000.

Material U.S. Federal Income Tax Consequences (Page 67)

The offer and the merger are intended to qualify as component parts of an integrated transaction that qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, or the Code, and it is a condition to the completion of the offer and the merger that QIAGEN and Digene receive legal opinions from their respective tax counsel to the effect that the offer and the merger together will constitute a reorganization. It is further a condition of the obligation of Digene to consummate the merger that Digene receive a tax opinion from its tax counsel that the transfer of shares of Digene common stock to QIAGEN will not result in gain recognition to the Digene stockholders pursuant to Section 367(a)(1) of the Code. If, consistent with such opinions, the offer and the merger constitute part of an integrated transaction that qualifies as a reorganization within the meaning of Section 368(a) of the Code, a Digene stockholder (i) will, if such Digene stockholder receives solely ordinary shares of QIAGEN, not recognize any gain or loss in the offer and/or the merger, except for gain or loss attributable to cash received in lieu of a fractional share of QIAGEN; (ii) will, if such Digene stockholder receives cash and ordinary shares of QIAGEN, recognize gain (but not loss) in the offer and/or the merger in an amount equal to the lesser of (1) the excess (if any) of (A) the amount of cash and the fair market value of ordinary shares of QIAGEN received over (B) the Digene stockholder's adjusted tax basis in the shares of Digene common stock surrendered; and (2) the amount of cash received; and (iii) will, if such Digene stockholder receives solely cash, recognize gain or loss in the offer and/or the merger in an amount equal to the difference between the amount of cash received and the Digene stockholder's adjusted tax basis in the shares of Digene common stock surrendered.

If the offer and the merger do not constitute part of an integrated transaction that qualifies as a reorganization within the meaning of Section 368(a) of the Code, a Digene stockholder will recognize gain or loss to the extent of the difference between such stockholder's adjusted tax basis in the shares of Digene common stock surrendered and the amount of cash and the fair market value of ordinary shares of QIAGEN received in an exchange made pursuant to the offer, but an exchange of shares of Digene common stock made pursuant to the merger will be treated as described above in the case of an integrated transaction.

THIS PROSPECTUS CONTAINS A GENERAL DESCRIPTION OF THE MATERIAL FEDERAL INCOME TAX CONSEQUENCES OF THE OFFER AND THE MERGER. THIS DESCRIPTION DOES NOT ADDRESS THE TAX CONSEQUENCES TO ANY PERSONS OWNING FIVE PERCENT (OR MORE) OF THE ORDINARY SHARES OF QIAGEN OR TO OTHER PERSONS WITH A SPECIAL TAX STATUS, NOR DOES IT ADDRESS ANY NON-U.S. TAX CONSEQUENCES OR ANY STATE OR OTHER TAX CONSEQUENCES. CONSEQUENTLY, YOU ARE URGED TO CONTACT YOUR OWN TAX ADVISOR TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO YOU OF THE OFFER.

Table of Contents

Regulatory Approvals (Page 75)

We do not believe that there is any regulatory license or permit material to the business of Digene, that may be materially adversely affected by our acquisition of Digene common stock, or any regulatory filing or approval that would be required for our acquisition of Digene common stock, other than the expiration or termination of the waiting period under the HSR Act. QIAGEN and Digene have made all required filings to seek such approval, as well as all required filings under the Securities Act and the Exchange Act in connection with the offer and merger. We do not believe that there is any requirement for the filing of information with, or the obtaining of the approval of, governmental authorities in any non-U.S. jurisdiction that is applicable to the offer or the merger.

Appraisal Rights (Page 72)

Under Delaware law, you will not have any appraisal rights in connection with the offer. However, appraisal rights may be available to Digene stockholders, other than QIAGEN, in connection with the merger.

Accounting Treatment (Page 78)

The acquisition of Digene common stock pursuant to the offer and the merger will be accounted for under the purchase method of accounting in accordance with accounting principles generally accepted in the United States.

Interests of Certain Persons in the Offer and the Subsequent Merger (Page 78)

Certain Digene directors and officers have interests in the offer and the merger that are different from, or are in addition to, those of other stockholders. These interests include:

the acceleration of vesting of equity awards previously issued to the directors and executive officers of Digene; and

the indemnification of directors and officers of Digene against certain liabilities.

For additional details regarding these interests, see Item 3 of the Digene Recommendation Statement.

The members of the boards of directors of QIAGEN and Digene were aware of these interests and considered them, among other matters, when they approved the offer, the merger and the merger agreement.

Risk Factors (Page 32)

The offer and the subsequent merger poses a number of risks to each company and its respective stockholders. In addition, both QIAGEN and Digene's businesses and industries are subject to various risks. These risks are discussed in detail under the caption "Risk Factors" beginning on page 32. You are encouraged to read and consider all of these risks carefully.

Comparison of Rights of QIAGEN Shareholders and Digene Stockholders (Page 96)

Digene is a Delaware corporation, and the rights of Digene stockholders are governed by Delaware law as well as Digene's certificate of incorporation and bylaws. QIAGEN is a public limited liability company organized in the Kingdom of The Netherlands, and the rights of QIAGEN shareholders are governed by Dutch law and QIAGEN's articles of association. If we complete the offer and the subsequent merger, holders of Digene common stock who receive ordinary shares of QIAGEN will become QIAGEN shareholders and their rights will be governed by Dutch law and QIAGEN's articles of association. There are differences between the laws and corporate documents governing the rights of Digene stockholders and QIAGEN shareholders.

Table of Contents

Digene Common Stock Outstanding

As of June 12, 2007, Digene had outstanding:

24,461,887 shares of common stock; and

2,013,451 shares of common stock subject to outstanding equity awards.

Ownership of Digene Common Stock by QIAGEN and its Affiliates

QIAGEN does not own any shares of Digene common stock. On June 12, 2007, our directors and executive officers owned less than 1% of the outstanding shares of Digene common stock.

Ownership of QIAGEN After the Exchange Offer and the Merger

If we acquire all of the outstanding shares of Digene common stock pursuant to the exchange offer and the merger, former stockholders of Digene would acquire through the exchange offer and the merger approximately 22% of our then outstanding ordinary shares, based upon the number of shares of Digene common stock and of our ordinary shares outstanding on May 30, 2007 and the assumptions that no Digene equity award holder exercise their awards and no appraisal rights are perfected.

The Companies

QIAGEN N.V.

Spoorstraat 50

5911 KJ Venlo

The Netherlands

011-31-77-320-8400

QIAGEN began operations as a German company in 1986. On April 29, 1996, QIAGEN was incorporated as QIAGEN N.V., a public limited liability company (*naamloze vennootschap*) under Dutch law as a holding company for its wholly owned subsidiaries. QIAGEN's legal seat is in Venlo, The Netherlands. As a holding company, QIAGEN conducts its business through its subsidiaries located throughout Europe, Japan, Australia, North America and East Asia. QIAGEN's principal executive office is located at Spoorstraat 50, 5911 KJ Venlo, The Netherlands, and its telephone number is +31-77-320-8400. QIAGEN's website is www.qiagen.com.

Since 1986, QIAGEN has developed and marketed a broad range of proprietary products for the academic and industrial research markets, as well as for the applied testing market, which includes forensics, veterinary diagnostics, genetically modified organisms, or GMO, and other food testing, and molecular diagnostics markets. QIAGEN has experienced significant growth in the past, with a five year compound annual growth through December 31, 2006 of approximately 12% in net sales and 16% in net income, as reported under U.S. GAAP. In the last five years QIAGEN has made a number of strategic acquisitions.

QIAGEN ordinary shares are traded on the Nasdaq Global Select Market under the symbol **QGEN** and on the Frankfurt Stock Exchange, Prime Standard segment, under the symbol **QIA** and with the security code number 901626. QIAGEN is headquartered in Venlo, The Netherlands, with its U.S. headquarters in Germantown, Maryland.

QNAH

c/o QIAGEN N.V.

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19300 Germantown Rd.

Germantown, MD 20874

(240) 686-7700

QNAH is a California company and a wholly owned subsidiary of QIAGEN. QNAH acts as a holding company and has no independent business operations.

Table of Contents

Merger Sub

c/o QIAGEN N.V.

19300 Germantown Rd.

Germantown, MD 20874

(240) 686-7700

Merger Sub is a Delaware limited liability company and an indirect wholly owned subsidiary of QIAGEN. Merger Sub was formed solely for the purpose of engaging in the transactions contemplated by the merger agreement, has engaged in no other business activities and has conducted its operations only as contemplated by the merger agreement.

The name, business address, principal occupation, five-year employment history and citizenship of each of our directors and executive officers, and each of QNAH's and Merger Sub's directors and executive officers is included in Annex B to this prospectus. None of our, QNAH's or Merger Sub's directors or executive officers purchased or sold any shares of Digene common stock during the 60-day period ended on June 15, 2007.

During the past five years, QIAGEN has not been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, or been a party to any judicial or administrative proceeding, except for any matters that were dismissed without sanction or settlement, that resulted in a judgment, decree or final order enjoining us from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws.

Digene Corporation

1201 Clopper Road

Gaithersburg, Maryland, 20878

(301) 944-7000

Digene is a leader in molecular diagnostics, developing, manufacturing and marketing proprietary DNA and RNA tests, with a focus on women's health. Digene's flagship product, the Digene® HPV Test, is the only FDA-approved and CE-marked test for the detection of human papillomavirus, the cause of essentially all cervical cancers. Digene's product portfolio also includes tests for the detection of other sexually transmitted infections, including chlamydia and gonorrhea. Digene tests are marketed in more than 40 countries worldwide.

Digene common stock is traded on the Nasdaq Global Select Market under the symbol DIGE. Digene is headquartered in Gaithersburg, Maryland.

Comparative Per Share Market Price Information (Page 28)

On June 1, 2007, the last trading day before QIAGEN and Digene announced the exchange offer, QIAGEN ordinary shares closed at \$17.28 per share and Digene common stock closed at \$44.77 per share. On June 14, 2007, the last trading day prior to the printing of this prospectus for which this information was practicably available, QIAGEN ordinary shares closed at \$17.55 per share and Digene common stock closed at \$57.75 per share.

Questions About the Offer and Subsequent Merger

If you have any questions about the exchange offer or the merger or if you need additional copies of this prospectus, you should contact our Information Agent:

INNISFREE M&A INCORPORATED

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501 Madison Avenue, 20th Floor

New York, New York, 10022

Stockholders call toll-free: (877) 750-9499

Banks and Brokerage Firms, call collect: (212) 750-5833

Table of Contents

Or contact QIAGEN directly at:

QIAGEN N.V.

c/o QIAGEN GmbH

QIAGEN Strasse 1

40724 Hilden, Germany

(011) 49 2103 2911 710

Attention: Investor Relations

Table of Contents

SELECTED HISTORICAL FINANCIAL INFORMATION

The information in the following tables is based on historical financial statements that QIAGEN and Digene have presented in their prior filings with the SEC. You should read the selected consolidated historical financial information in the following tables in conjunction with the historical financial statements. The QIAGEN and Digene historical financial statements have been incorporated into this document by reference. See [Where You Can Find More Information](#) on page 113.

Table of Contents**SELECTED CONSOLIDATED HISTORICAL FINANCIAL INFORMATION****QIAGEN N.V.**

The information below should be read in conjunction with the consolidated financial statements (and notes thereto) and Operating and Financial Review and Prospects sections of QIAGEN's Annual Report on Form 20-F for the year ended December 31, 2006 incorporated herein by reference.

	Years ended December 31,				
	2006	2005	2004	2003	2002
(amounts in thousands, except per share data)					
Consolidated Statement of Income Data:					
Net sales	\$ 465,778	\$ 398,395	\$ 380,629	\$ 351,404	\$ 298,607
Cost of sales	139,122	122,755	125,658	118,786	96,508
Cost of sales acquisition and restructuring related	2,046	439	1,454	3,618	
Gross profit	324,610	275,201	253,517	229,000	202,099
Operating Expenses:					
Research and development	41,560	35,780	34,351	31,068	27,438
Sales and marketing	115,942	94,312	87,506	83,005	75,086
General and administrative	48,574	40,123	41,715	41,894	41,716
Purchased in-process research and development	2,200	3,239			
Acquisition, integration and related costs	6,061	3,213	572		2,848
Acquisition related intangible amortization	8,220	3,697	1,416	1,096	1,053
Relocation and restructuring costs	1,452		3,817	3,048	10,773
Total operating expenses	224,009	180,364	169,377	160,111	158,914
Income from operations	100,601	94,837	84,140	68,889	43,185
Other income (expense), net	5,467	2,427	(11,453)	(1,634)	(4,325)
Income before provision for income taxes and minority interest	106,068	97,264	72,687	67,255	38,860
Provision for income taxes	35,529	35,039	23,982	24,405	15,723
Minority (income) expense					(5)
Net income	\$ 70,539	\$ 62,225	\$ 48,705	\$ 42,850	\$ 23,142
Basic net income per common share(1)	\$ 0.47	\$ 0.42	\$ 0.33	\$ 0.29	\$ 0.16
Diluted net income per common share(1)	\$ 0.46	\$ 0.41	\$ 0.33	\$ 0.29	\$ 0.16
Weighted average number of common shares used to compute basic net income per common share					
	149,504	147,837	146,658	145,832	144,795
Weighted average number of common shares used to compute diluted net income per common share					
	153,517	150,172	148,519	147,173	145,787
Ratio of earnings to fixed charges(2)	7.09	10.94	9.52	9.49	5.98

(1) Computed on the basis described for net income per common share in Note 3 of the Notes to Consolidated Financial Statements in QIAGEN's Annual Report on Form 20-F.

- (2) The ratio of earnings to fixed charges was calculated in accordance with Item 503(d) of Regulation S-K.

Table of Contents

	2006	As of December 31,			2002
		2005	2004	2003	
		(amounts in thousands)			
Consolidated Balance Sheet Data:					
Cash and cash equivalents	\$ 430,357	\$ 191,700	\$ 196,375	\$ 98,993	\$ 44,893
Working capital	\$ 566,660	\$ 278,586	\$ 299,029	\$ 163,583	\$ 111,554
Total assets	\$ 1,212,012	\$ 765,298	\$ 714,599	\$ 551,930	\$ 454,511
Total long-term liabilities, including current portion	\$ 536,738	\$ 230,086	\$ 234,138	\$ 131,095	\$ 112,331
Total shareholders' equity	\$ 566,165	\$ 450,457	\$ 400,376	\$ 334,786	\$ 263,031
Common shares, EUR .01 par value	\$ 1,535	\$ 1,513	\$ 1,495	\$ 1,485	\$ 1,478
Shares outstanding	150,168	148,456	147,020	146,218	145,534

Table of Contents**SUMMARY FINANCIAL AND PRO FORMA INFORMATION**

The following summary financial and pro forma information has been derived from, and should be read in conjunction with, the Unaudited Pro Forma Condensed Combined Financial Information and related notes included in this prospectus, beginning on page 18 and the related historical financial statements. You should not rely on the pro forma information as being indicative of historical results that would have been achieved had QIAGEN and Digene been combined during the time periods presented or the results that may be achieved by QIAGEN in the future. QIAGEN's consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States.

Summary Financial Information:

<i>(in thousands, except ratios and per share data)</i>	For the Year Ended December 31,		Three Months Ended March 31,	
	2006	2005	2007	2006
Consolidated Statement of Income Data:				
Net Sales	\$ 465,778	\$ 398,395	\$ 127,879	\$ 108,715
Gross Profit	\$ 324,610	\$ 275,201	\$ 88,950	\$ 75,370
Income from Operations	\$ 100,601	\$ 94,837	\$ 28,796	\$ 25,245
Net Income	\$ 70,539	\$ 62,225	\$ 19,867	\$ 17,580
Basic Net Income per Common Share	\$ 0.47	\$ 0.42	\$ 0.13	\$ 0.12
Diluted Net Income per Common Share	\$ 0.46	\$ 4.41	\$ 0.13	\$ 0.12
Ratio of Earnings to Fixed Charges ⁽¹⁾	7.09	10.94	5.68	10.45
Consolidated Balance Sheet Data:				
<i>(At Period End)</i>				
Current Assets	\$ 683,191	\$ 370,257	\$ 702,859	\$ 382,729
Noncurrent Assets	\$ 528,821	\$ 395,041	\$ 546,806	\$ 417,179
Current Liabilities	\$ 116,531	\$ 91,671	\$ 131,843	\$ 92,605
Noncurrent Liabilities	\$ 529,316	\$ 223,170	\$ 530,328	\$ 226,638
Book Value per Common Share			\$ 3.90	

(1) The ratio of earnings to fixed charges was calculated in accordance with Item 503(d) of Regulation S-K.

Table of Contents**SUMMARY PRO FORMA INFORMATION**

	For the Year Ended	Three Months Ended
	December 31, 2006	March 31, 2007 (Unaudited)
<i>(in thousands, except ratios and per share data)</i>		
Consolidated Statement of Income Data:		
Net Sales	\$ 640,747	\$ 179,247
Gross Profit	\$ 469,396	\$ 131,562
Income from Operations	\$ 79,505	\$ 24,912
Net Income	\$ 44,284	\$ 14,800
Basic Net Income per Common Share	\$ 0.23	\$ 0.08
Diluted Net Income per Common Share	\$ 0.22	\$ 0.07
Ratio of Earnings to Fixed Charges ⁽¹⁾	2.39	2.56
Consolidated Balance Sheet Data:		
<i>(At Period End)</i>		
Current Assets		\$ 551,249
Noncurrent Assets		\$ 2,016,469
Current Liabilities		\$ 207,568
Noncurrent Liabilities		\$ 1,176,945
Book Value per Common Share		\$ 6.25

(1) The ratio of earnings to fixed charges was calculated in accordance with Item 503(d) of Regulation S-K.

Table of Contents**SELECTED CONSOLIDATED HISTORICAL FINANCIAL INFORMATION****DIGENE CORPORATION**

The information below should be read in conjunction with the consolidated financial statements (and notes thereto) of Digene's Annual Report on Form 10-K for the year ended June 30, 2006 incorporated herein by reference.

(in thousands, except per share data)	Fiscal Year Ended June 30,				
	2006	2005	2004	2003	2002
Consolidated Statements of Operations Data: ⁽¹⁾					
Revenues:					
Product sales	\$ 150,828	\$ 113,219	\$ 88,815	\$ 62,440	\$ 45,750
Distribution contract					2,357
Other revenues	2,060	1,923	1,346	662	741
Total revenues	152,888	115,142	90,161	63,102	48,848
Costs and expenses:					
Cost of product sales	21,888	20,128	16,717	13,383	12,938
Royalty and technology	7,572	5,394	1,705	2,814	2,093
Research and development	17,922	12,964	10,744	10,262	9,265
Selling and marketing	62,815	45,933	34,918	25,099	17,742
General and administrative	26,294	20,265	19,298	16,642	14,024
Abbott termination fee					2,500
Amortization of intangible assets					150
Patent litigation settlements		21,500			
Total costs and expenses	136,491	126,184	83,382	68,200	58,712
Income (loss) from operations	16,397	(11,042)	6,779	(5,098)	(9,864)
Interest income	3,808	808	459	593	729
Interest expense	(803)	(37)	(184)	(273)	(32)
Other income (expense)	(48)	(116)	163	678	(20)
Income (loss) from operations before minority interest and income taxes	19,354	(10,387)	7,217	(4,100)	(9,187)
Minority interest	(142)	(353)			
Income (loss) from operations before income taxes	19,212	(10,740)	7,217	(4,100)	(9,187)
Provision for (benefit from) income taxes	10,773	(2,573)	(14,325) ⁽²⁾	224	210
Net income (loss)	\$ 8,439	\$ (8,167)	\$ 21,542	\$ (4,324)	\$ (9,397)
Basic net income (loss) per share ⁽³⁾	\$ 0.39	\$ (0.41)	\$ 1.13	\$ (0.24)	\$ (0.54)
Diluted net income (loss) per share ⁽³⁾	\$ 0.38	\$ (0.41)	\$ 1.04	\$ (0.24)	\$ (0.54)
Basic weighted average shares outstanding ⁽³⁾	21,769	19,965	19,144	18,136	17,361
Diluted weighted average shares outstanding ⁽³⁾	22,215	19,965	20,806	18,136	17,361
Consolidated Balance Sheet Data:					
Working capital	\$ 146,841	\$ 52,988	\$ 61,786	\$ 36,119	\$ 39,828
Total assets	231,886	106,845	103,270	63,375	67,241
Long-term debt and obligation, less current maturities	19,773	572	686	2,154	3,690
Accumulated deficit	(53,874)	(62,313)	(54,146)	(75,688)	(71,365)
Total stockholders' equity	177,046	79,402	86,063	43,006	39,639

(1) Certain amounts have been reclassified to conform to current presentation.

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- (2) Includes the partial reversal of the deferred tax valuation allowance approximating \$14.9 million.
- (3) Computed on the basis described in Note 2 of Notes to Consolidated Financial Statements in Digene s Annual Report on Form 10-K.

Table of Contents

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial statements are based on the historical financial statements of QIAGEN and Digene after giving effect to our acquisition of Digene and the assumptions and adjustments described in the accompanying notes to the unaudited pro forma condensed combined financial statements.

The unaudited pro forma condensed combined balance sheet of QIAGEN and Digene as of March 31, 2007 is presented as if the merger occurred on March 31, 2007. The unaudited pro forma condensed combined statements of operations of QIAGEN and Digene for the three months ended March 31, 2007 and the year ended December 31, 2006 are presented as if the merger had taken place on January 1, 2006 and was carried forward through March 31, 2007.

The preliminary allocation of the purchase price reflected in the unaudited pro forma condensed combined financial statements is based upon estimates of the fair values of the assets to be acquired and liabilities to be assumed in the merger. The total estimated purchase price has been allocated to assets to be acquired and liabilities to be assumed based on management's best estimates of fair value, with the excess cost over net tangible and identifiable intangible assets acquired being allocated to goodwill. The estimated fair values of certain intangible assets have been preliminarily determined by QIAGEN's management. This purchase price allocation is preliminary and has not been finalized. The fair value of any stock options exchanged in accordance with the terms of the merger agreement has not yet been considered in the preliminary purchase price allocation due to the lack of presently available information. The result of the exchange will result in an increase in the purchase price and goodwill. Thus, this purchase price allocation is preliminary and has not yet been finalized.

The unaudited pro forma condensed combined financial statements are not intended to represent or be indicative of the consolidated results of operations or financial position of QIAGEN that would have been reported had the Acquisition been completed as of the dates presented, and should not be taken as representative of the future consolidated results of operations or financial position of QIAGEN. The unaudited pro forma condensed combined financial statements do not reflect any operating efficiencies and cost savings that we may achieve with respect to the combined companies. The unaudited pro forma condensed combined financial statements should be read in conjunction with the:

accompanying notes to the unaudited pro forma condensed combined financial statements;

separate unaudited historical consolidated financial statements of QIAGEN as of and for the three months ended March 31, 2007, included in QIAGEN's quarterly report on Form 6-K for the three months ended March 31, 2007;

separate historical consolidated financial statements of QIAGEN for the year ended December 31, 2006, included in QIAGEN's annual report on Form 20-F for the year ended December 31, 2006;

separate unaudited historical consolidated financial statements of Digene as of and for the nine months ended March 31, 2007, included in Digene's quarterly report on Form 10-Q for the nine months ended March 31, 2007; and

separate historical consolidated financial statements of Digene for the year ended June 30, 2006, included in Digene's annual report on Form 10-K for the year ended June 30, 2006.

Table of Contents**QIAGEN N.V.****UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET**

As of March 31, 2007

(in thousands)

	Historical		Pro Forma		Pro Forma
	QIAGEN	Digene	Adjustments (Note 3)	Combined	
Assets					
Current assets:					
Cash and cash equivalents	\$ 386,070	\$ 13,042	\$ (111,112)	A	\$ 288,000
Marketable securities	98,805	179,722	(278,527)	A	
Notes receivable	5,817				5,817
Accounts receivable, net	85,980	29,471			115,451
Income taxes receivable	5,712				5,712
Inventories	66,336	8,715			75,051
Deferred tax assets	19,942	3,721			23,663
Prepaid expenses and other current assets	34,197	3,358			37,555
Total current assets	702,859	238,029	(389,639)		551,249
Long-term assets					
Property, plant and equipment, net	224,124	40,755			264,879
Goodwill	153,383	900	888,700	B	1,042,983
Intangible assets, net	131,388	3,125	520,000	C	654,513
Deferred income taxes	10,660	14,666			25,326
Other assets	27,251	1,517			28,768
	\$ 1,249,665	\$ 298,992	\$ 1,019,061		\$ 2,567,718
Liabilities and shareholders equity					
Current liabilities:					
Current portion of long-term debt	\$ 6,687	\$ 118			\$ 6,805
Current portion of capital lease obligations	821	1,732			2,553
Accounts payable	21,455	14,616			36,071
Accrued and other liabilities	74,592	20,918	20,200	D	115,710
Income taxes payable	22,315	808			23,123
Deferred income taxes	5,973		17,333	E	23,306
Total current liabilities	131,843	38,192	37,533		207,568
Long-term liabilities					
Long-term debt, net of current portion	490,122	361	432,849	A	923,332
Capital lease obligations, net of current portion	12,010	22,447			34,457
Deferred income taxes	22,426		190,667	E	213,093
Other long-term liabilities	5,770	293			6,063
Minority Interest		511			511
Shareholders equity	587,494	237,188	358,012	F	1,182,694
	\$ 1,249,665	\$ 298,992	\$ 1,019,061		\$ 2,567,718

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See notes to unaudited pro forma condensed combined financial statements.

Table of Contents**QIAGEN N.V.****UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS****Three Months Ended March 31, 2007****(in thousands, except per share amounts)**

	Historical		Pro Forma		Pro Forma Combined
	QIAGEN	Digene	Adjustments (Note 3)		
Net sales	\$ 127,879	\$ 52,523	\$ (1,155)	G	\$ 179,247
Cost of sales	38,929	9,907	(1,151)	G	47,685
Gross profit	88,950	42,616	(4)		131,562
Operating Expenses:					
Research and development	11,531	7,238	(4)	G	18,765
Sales and marketing	31,303	18,507			49,810
General and administrative	13,624	9,922			23,546
Acquisition, integration and related costs	690				690
Acquisition related intangible amortization	2,598		10,833	H	13,431
Relocation, restructuring and related costs	408				408
Total operating expenses	60,154	35,667	10,829		106,650
Income (loss) from operations	28,796	6,949	(10,833)		24,912
Interest income	5,166	2,298			7,464
Interest (expense)	(4,691)	(349)	(6,500)	I	(11,540)
Other income (expense), net	(254)	95			(159)
Income before provision for income taxes and minority interest	29,017	8,993	(17,333)		20,677
Provision for income taxes	9,150	3,529	(6,933)	J	5,746
Minority interest		(131)			(131)
Net income	\$ 19,867	\$ 5,333	\$ (10,400)		\$ 14,800
Net income per share basic	\$ 0.13	\$ 0.22			\$ 0.08
Net income per share diluted	\$ 0.13	\$ 0.21			\$ 0.07
Shares used in per share calculation basic	150,389	24,157	38,948		189,337
Shares used in per share calculation diluted	156,199	24,836	46,253		202,452
Ratio of earnings to fixed charges					2.56

See notes to unaudited pro forma condensed combined financial statements.

Table of Contents**QIAGEN N.V.****UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS****Year Ended December 31, 2006****(in thousands, except per share amounts)**

	Historical		Pro Forma		Pro Forma Combined
	QIAGEN	Digene	Adjustments (Note 3)		
Net sales	\$ 465,778	\$ 177,734	\$ (2,765)	G	\$ 640,747
Cost of sales	139,122	32,928	(2,745)	G	169,305
Cost of sales-acquisition related	2,046				2,046
Gross profit	324,610	144,806	(20)		469,396
Operating Expenses:					
Research and development	41,560	21,180	(20)	G	62,720
Sales and marketing	115,942	68,599			184,541
General and administrative	48,574	32,790			81,364
Purchased in-process research and development	2,200				2,200
Acquisition, integration and related costs	6,061				6,061
Acquisition related intangible amortization	8,220		43,333	H	51,553
Relocation, restructuring and related costs	1,452				1,452
Total operating expenses	224,009	122,569	43,313		389,891
Income (loss) from operations	100,601	22,237	(43,333)		79,505
Interest income	16,359	6,649			23,008
Interest (expense)	(11,918)	(1,521)	(26,000)	I	(39,439)
Other income (expense), net	1,026	38			1,064
Income before provision for income taxes and minority interest	106,068	27,403	(69,333)		64,138
Provision for income taxes	35,529	12,037	(27,733)	J	19,833
Minority interest		(21)			(21)
Net income	\$ 70,539	\$ 15,345	\$ (41,600)		\$ 44,284
Net income per share basic	\$ 0.47	\$ 0.66			\$ 0.23
Net income per share diluted	\$ 0.46	\$ 0.65			\$ 0.22
Shares used in per share calculation basic	149,504	23,295	38,948		188,452
Shares used in per share calculation diluted	153,517	23,773	46,253		199,770
Ratio of earnings to fixed charges					2.39

See notes to unaudited pro forma condensed combined financial statements.

