

HOLOGIC INC  
Form 8-K  
May 17, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**Current Report**

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

**Date of Report (Date of earliest event reported) May 11, 2012**

**HOLOGIC, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**DELAWARE**

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

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**0-18281**  
(Commission

**04-2902449**  
(I.R.S. Employer

File Number)

Identification No.)

**35 Crosby Drive, Bedford, MA**  
(Address of Principal Executive Offices)

**01730**  
(Zip Code)

**(781) 999-7300**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On May 11, 2012, Hologic, Inc. ( Hologic ) amended and restated its debt commitment letter with Goldman Sachs Bank USA ( GS Bank ) and Goldman Sachs Lending Partners LLC ( GS Lending ) dated April 29, 2012 to include as additional parties JPMorgan Chase Bank, N.A., J.P. Morgan Securities LLC ( JPMS ), Citibank, N.A., and Citigroup Global Markets Inc. ( CGMI ) (the Amended and Restated Commitment Letter and the parties thereto other than Hologic, the Commitment Parties ). Among other conforming and mechanical changes, the Amended and Restated Commitment Letter outlines the roles of the Commitment Parties as follows (i) GS Bank, JPMS, and CGMI are authorized to act as the senior facilities arrangers, (ii) JPMS and CGMI are authorized to act as co-syndication agents in connection with the senior facilities, (iii) GS Bank is exclusively authorized to act as the senior facilities administrative agent, the bridge loan arranger, and the bridge loan administrative agent, and (iv) CGMI is authorized to act as co-agent in connection with the bridge loans.

The above description of the Amended and Restated Commitment Letter does not purport to be complete and is qualified in its entirety by reference to the Amended and Restated Commitment Letter, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

**Number**

**Description**

10.1	Amended and Restated Commitment Letter dated May 11, 2012 by and among Hologic, Inc., Goldman Sachs Bank USA, Goldman Sachs Lending Partners LLC, JPMorgan Chase Bank, N.A., J.P. Morgan Securities LLC, and Citigroup Global Markets Inc.
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 17, 2012

HOLOGIC, INC.

By: /S/ GLENN P. MUIR  
Glenn P. Muir  
Executive Vice President, Finance and Administration, and Chief  
Financial Officer