

Life Technologies Corp  
Form POS AM  
July 19, 2012

As filed with the Securities and Exchange Commission on July 19, 2012

Registration No. 333-169876

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

Washington, D.C. 20549

**Post-Effective Amendment No. 1**

**to**

**Form S-3**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**LIFE TECHNOLOGIES CORPORATION**

(Exact name of registrant as specified in its charter)

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

**33-0373077**  
(I.R.S. Employer  
Identification Number)

**5791 Van Allen Way**

**Carlsbad, California 92008**

**(760) 603-7200**

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

**John A. Cottingham**

**Chief Legal Officer and Secretary**

**Life Technologies Corporation**

**5791 Van Allen Way**

**Carlsbad, California 92008**

**(760) 603-7200**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copy to:*

**Thomas A. Wuchenich**  
**Simpson Thacher & Bartlett LLP**  
**1999 Avenue of the Stars, 29th Floor**  
**Los Angeles, California 90067**  
**(310) 407-7505**

**David L. Szekeres**  
**Head of M&A, Governance & Securities and Assistant Secretary**  
**Life Technologies Corporation**  
**5791 Van Allen Way**  
**Carlsbad, California 92008**  
**(760) 603-7200**

**Approximate date of commencement of proposed sale to the public:** Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

On October 12, 2010, Life Technologies Corporation (the Registrant ) filed a Registration Statement on Form S-3 (Registration No. 333-169876) (the Registration Statement ) with the U.S. Securities and Exchange Commission (the Commission ) for the sale from time to time of up to 6,572,776 shares of the Registrant's common stock that were issued (or may be issued) to the selling stockholders named in the Registration Statement (the Selling Stockholders ) pursuant to the Agreement and Plan of Merger, dated as of August 17, 2010, by and among the Registrant, Ion Torrent Systems Incorporated and the other parties named therein (the Merger Agreement ).

Pursuant to the Merger Agreement, the Registrant issued 3,017,043 shares, 354,856 shares and 2,745,638 shares out of the 6,572,776 shares of the Registrant's common stock, which were registered under the Registration Statement, to the Selling Stockholders in October 2010, November 2010 and January 2012, respectively. As of the date of this filing, 455,239 shares out of the 6,572,776 shares of the Registrant's common stock registered under the Registration Statement remain unsold and unissued.

As the Registrant has now made all required stock payments to the Selling Stockholders under the Merger Agreement, such 455,239 remaining unsold and unissued shares are no longer needed to fulfill the Registrant's obligations under the Merger Agreement. Accordingly, pursuant to Rule 478(a)(4) of the Securities Act of 1933, as amended, and the undertaking made by the Registrant as required by Item 512(a)(3) of Regulation S-K, the Registrant files this Post-Effective Amendment No. 1 to the Registration Statement and hereby removes from registration the 455,239 shares of common stock of the Registrant that remain registered but unsold and unissued pursuant to the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Carlsbad, State of California, on July 19, 2012.

LIFE TECHNOLOGIES CORPORATION

By: /s/ David L. Szekeres  
Name: David L. Szekeres  
Title: Assistant Secretary

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                | <b>Title</b>   | <b>Date</b>   |
|---------------------------------|--|---------------|
| *<br>Gregory T. Lucier          | Chairman and Chief Executive Officer and Director<br>(Principal Executive Officer) | July 19, 2012 |
| *<br>David F. Hoffmeister       | Chief Financial Officer<br>(Principal Financial Officer)                           | July 19, 2012 |
| *<br>Kelli A. Richard           | Chief Accounting Officer<br>(Principal Accounting Officer)                         | July 19, 2012 |
| *<br>George F. Adam, Jr.        | Director   | July 19, 2012 |
| *<br>Raymond V. Dittamore       | Director   | July 19, 2012 |
| *<br>Donald W. Grimm            | Director   | July 19, 2012 |
| *<br>Balakrishnan S. Iyer       | Director   | July 19, 2012 |
| *<br>Arnold J. Levine, Ph.D.    | Director   | July 19, 2012 |
| *<br>Bradley G. Lorimier        | Director   | July 19, 2012 |
| *<br>Ronald A. Matricaria       | Director   | July 19, 2012 |
| *<br>Per A. Peterson, Ph.D.     | Director   | July 19, 2012 |
| *<br>David C. U Prichard, Ph.D. | Director   | July 19, 2012 |

\*By: /s/ David L. Szekeres  
David L. Szekeres  
Attorney-in-fact

\* Pursuant to a power of attorney granted in connection with this Registration Statement on Form S-3.