

BINAX INC
Form 8-A12B
May 12, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

INVERNESS MEDICAL INNOVATIONS, INC.
See Table of Additional Registrants Below
(Exact name of registrant as specified in its charter)

Delaware

04-3565120

(State or other jurisdiction of incorporation)

(IRS Employer Identification No.)

**51 Sawyer Road, Suite 200
Waltham, MA**

02453

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

**9.00% Senior Subordinated Notes due 2016
and guarantees thereof**

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-158542

Securities to be registered pursuant to Section 12(g) of the Act: None

TABLE OF ADDITIONAL REGISTRANTS

The address, including zip code, of each of the co-registrants is 51 Sawyer Road, Suite 200, Waltham, Massachusetts, 02453.

| Exact name of additional registrant as specified in its charter | State or other jurisdiction of incorporation or organization | I.R.S. Employer Identification Number |
|--|---|--|
| Advantage Diagnostics Corporation | Delaware | 20-1247157 |
| Alere LLC | Delaware | 26-2564744 |
| Alere Healthcare of Illinois, Inc. | Georgia | 58-2068880 |
| Alere Health Improvement Company | Delaware | 23-2776413 |
| Alere Health Systems, Inc. | Delaware | 22-3493126 |
| Alere Medical, Inc. | California | 94-3238845 |
| Alere Wellology, Inc. | Delaware | 54-1776557 |
| Alere Women s and Children s Health, LLC | Delaware | 58-2205984 |
| Ameditech Inc. | California | 33-0859551 |
| Applied Biotech, Inc. | California | 33-0447325 |
| Binax, Inc. | Delaware | 20-2507302 |
| Biosite Incorporated | Delaware | 33-0288606 |
| Cholestech Corporation | Delaware | 94-3065493 |
| First Check Diagnostics Corp. | Delaware | 20-8329751 |
| First Check Ecom, Inc. | Massachusetts | 33-1026518 |
| Forefront Diagnostics, Inc. | California | 33-0733551 |
| Hemosense, Inc. | Delaware | 77-0452938 |
| IM US Holdings, LLC | Delaware | 26-0349667 |
| Innovacon, Inc. | Delaware | 20-1100264 |
| Innovations Research, LLC | Delaware | 20-0653511 |
| Innovative Mobility, LLC | Florida | 20-0351538 |
| Instant Technologies, Inc. | Virginia | 54-1837621 |
| Inverness Medical, LLC | Delaware | 26-0392649 |
| Inverness Medical Biostar Inc. | Delaware | 91-1929582 |
| Inverness Medical Innovations North America, Inc. | Delaware | 26-1444559 |
| Inverness Medical International Holding Corp. | Delaware | 80-0077873 |
| Inverness Medical International Holding Corp. II | Delaware | 20-0963463 |
| Ischemia Technologies, Inc. | Delaware | 84-1489537 |
| IVC Industries, Inc. | Delaware | 22-1567481 |
| Matritech, Inc. | Delaware | 26-1436477 |
| Ostex International, Inc. | Washington | 91-1450247 |
| Quality Assured Services, Inc. | Florida | 59-3437644 |
| Redwood Toxicology Laboratory, Inc. | California | 68-0332937 |
| RTL Holdings, Inc. | Delaware | 20-4371685 |
| Selfcare Technology, Inc. | Delaware | 04-3383533 |
| Wampole Laboratories, LLC | Delaware | 37-1485678 |

Item 1. Description of Registrant's Securities to be Registered.

The description of the 9.00% senior subordinated notes due 2016 (the **Notes**) of Inverness Medical Innovations, Inc. (**Inverness**), and the related guarantees of the co-registrant guarantor subsidiaries of Inverness, to be registered hereunder is set forth under (a) the section captioned **Description of Debt Securities and Subsidiary Guarantees We May Offer** in the registrant's prospectus dated May 1, 2009 (the **Base Prospectus**) filed on May 4, 2009 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which is a part of the registrant's registration statement on Form S-3 (No. 333-158542), as supplemented by (b) the section captioned **Description of Notes** in the registrant's prospectus supplement dated May 7, 2009 filed on May 8, 2009 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which descriptions are incorporated by reference into this registration statement and deemed to be a part hereof.

Item 2. Exhibits.

- 3.1 Amended and Restated Certificate of Incorporation of Inverness Medical Innovations, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K, as amended, for the year ended December 31, 2001)
- 3.2 First Amendment to the Amended and Restated Certificate of Incorporation of Inverness Medical Innovations, Inc. (incorporated by reference to Exhibit 3.4 to Company's Annual Report on Form 10-K, as amended, for the year ended December 31, 2007)
- 3.3 Second Amendment to the Amended and Restated Certificate of Incorporation of Inverness Medical Innovations, Inc. (incorporated by reference to Exhibit 3.3 to Company's Quarterly Report on Form 10-Q for the period ended June 30, 2008)
- 3.4 Certificate of Designation, Preferences and Rights of Series A Convertible Preferred Stock of Inverness Medical Innovations, Inc. (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K dated December 20, 2001)
- 3.5 Certificate of Designations of Series B Convertible Perpetual Preferred Stock of Inverness Medical Innovations, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, event date, May 9, 2008, filed on May 14, 2008)
- 3.6 Certificate of Elimination of Series A Convertible Preferred Stock of Inverness Medical Innovations, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, event date, May 9, 2008, filed on May 14, 2008)
- 3.7 Certificate of Correction to the First Amendment to the Amended and Restated Certificate of Incorporation of Inverness Medical Innovations, Inc. (incorporated by reference to Exhibit 3.5 to the Company's Annual Report on Form 10-K, as amended, for the year ended December 30, 2006)
- 3.8 Second Certificate of Correction to the First Amendment to the Amended and Restated Certificate of Incorporation of Inverness Medical Innovations, Inc. (incorporated by reference to Exhibit 3.5 to Company's Registration Statement on Form S-4, as amended (File 333-149259))
- 3.9 Amended and Restated By-laws of Inverness Medical Innovations, Inc. (incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K, as amended, for the year ended December 31, 2001)
- 4.1 Indenture dated as of May 12, 2009 among Inverness Medical Innovations, Inc., as issuer, and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 12, 2009)
- 4.2 First Supplemental Indenture dated as of May 12, 2009 among Inverness Medical Innovations, Inc., as issuer, the co-registrant guarantor subsidiaries, as guarantors, and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated May 12, 2009)
- 4.3 Form of 9.00% Senior Subordinated Note due 2016 of Inverness Medical Innovations, Inc. (included in Exhibit 4.2 above)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized.

Registrants:

INVERNESS MEDICAL INNOVATIONS, INC.

By: /s/ David A. Teitel

Name: David A. Teitel
Title: Chief Financial Officer

ADVANTAGE DIAGNOSTICS CORPORATION
ALERE LLC
ALERE HEALTHCARE OF ILLINOIS, INC.
ALERE HEALTH IMPROVEMENT COMPANY
ALERE HEALTH SYSTEMS, INC.
ALERE MEDICAL, INC.
ALERE WELLOLOGY, INC.
ALERE WOMEN S AND CHILDREN S
HEALTH, LLC
AMEDITECH INC.
APPLIED BIOTECH, INC.
BINAX, INC.
BIOSITE INCORPORATED

By: /s/ David A. Teitel

Name: David A. Teitel
Title (respectively): Vice President, Finance;
Vice President and Treasurer; Vice
President, Finance; Vice President, Finance;
Vice President and Treasurer; Vice President
and Treasurer; Vice President, Finance; Vice
President, Finance; General Manager; Vice
President; Vice President, Finance; Vice
President, Finance

CHOLESTECH CORPORATION
FIRST CHECK DIAGNOSTICS CORP.
FIRST CHECK ECOM, INC.
FOREFRONT DIAGNOSTICS, INC.
HEMOSENSE, INC.
IM US HOLDINGS, LLC

INNOVACON, INC.
INNOVATIONS RESEARCH, LLC
INNOVATIVE MOBILITY, LLC
INSTANT TECHNOLOGIES, INC.
INVERNESS MEDICAL, LLC
INVERNESS MEDICAL BIOSTAR INC.

By: /s/ David A. Teitel

Name: David A. Teitel
Title (respectively): Vice President, Finance
and Chief Financial Officer; Vice President,
Finance; Vice President; Vice President;
Treasurer; President; Vice President,
Finance; Vice President, Finance; Chief
Financial Officer; Vice President, Finance;
Vice President, Finance; Vice President,
Finance

INVERNESS MEDICAL INNOVATIONS
NORTH AMERICA, INC.
INVERNESS MEDICAL INTERNATIONAL
HOLDING CORP.
INVERNESS MEDICAL INTERNATIONAL
HOLDING CORP. II
ISCHEMIA TECHNOLOGIES, INC.
IVC INDUSTRIES, INC.
MATRITECH, INC.
OSTEX INTERNATIONAL, INC.
QUALITY ASSURED SERVICES, INC.
REDWOOD TOXICOLOGY LABORATORY,
INC.
RTL HOLDINGS, INC.
SELFCARE TECHNOLOGY, INC.
WAMPOLE LABORATORIES, LLC

By: /s/ David A. Teitel

Name: David A. Teitel
Title (respectively): Vice President, Finance;
President; President; Vice President,
Finance; Vice President; Vice President,
Finance; Vice President, Finance; Chief
Financial Officer; Vice President, Finance;
Vice President, Finance; Vice President,

Date: May 12, 2009