HOLOGIC INC Form SC 13D/A October 03, 2014

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

## Hologic, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

#### 436440101

(CUSIP Number)

Ralph V. Whitworth Relational Investors, LLC 12400 High Bluff Drive, Suite 600 San Diego, CA 92130 (858) 704-3333

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

#### October 1, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. O

**Note**: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Person I.R.S. Identification Nos. ( Relational Investors, LLC	of above persons (entities only)
2.	Check the Appropriate Bo	ox if a Member of a Group (See Instructions)
	(a) (b)	x o
3.	SEC Use Only	
4.	Source of Funds (See Inst. OO	ructions)
5.	Check if Disclosure of Le	gal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6.	Citizenship or Place of Or Delaware	ganization
	7.	Sole Voting Power 13,610,871
Number of Shares Beneficially Owned by	8.	Shared Voting Power -0-
Each Reporting Person With	9.	Sole Dispositive Power 13,610,871
Terson with	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Benefi 13,610,871	icially Owned by Each Reporting Person
12.	Check if the Aggregate Ar	mount in Row (11) Excludes Certain Shares (See Instructions) O
13.	Percent of Class Represen 4.90%	ted by Amount in Row (11)
14.	Type of Reporting Person IA/HC/OO	(See Instructions)
		2

1	l <b>.</b>	Names of Reporting Perso I.R.S. Identification Nos. Relational Investors Mid-	of above persons (entities only)
2	2.		x if a Member of a Group (See Instructions)
		(a) (b)	х о
3	3.	SEC Use Only	
4	1.	Source of Funds (See Inst WC	ructions)
5	5.	Check if Disclosure of Le	gal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6	б.	Citizenship or Place of Or Delaware	ganization
		7.	Sole Voting Power 2,822,803
Number of Shares		8.	Shared Voting Power
Beneficially Owned by	,		-0-
Each Reporting Person With	1	9.	Sole Dispositive Power 2,822,803
reison with	1	10.	Shared Dispositive Power -0-
1	11.	Aggregate Amount Benefit 2,822,803	icially Owned by Each Reporting Person
1	12.	Check if the Aggregate An	mount in Row (11) Excludes Certain Shares (See Instructions) O
1	13.	Percent of Class Represented by Amount in Row (11) 1.02%	
1	14.	Type of Reporting Person PN	(See Instructions)
			3

1.	Names of Reporting Person I.R.S. Identification Nos. o Relational Investors Mid-C	f above persons (entities only)
2.	Check the Appropriate Box	a if a Member of a Group (See Instructions)
	(a)	X
	(b)	О
3.	SEC Use Only	
4.	Source of Funds (See Instru WC	uctions)
5.	Check if Disclosure of Leg	al Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6.	Citizenship or Place of Organization Delaware	
	7.	Sole Voting Power 4,136,499
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power -0-
	9.	Sole Dispositive Power 4,136,499
	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,136,499	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O	
13.	Percent of Class Represented by Amount in Row (11) 1.49%	
14.	Type of Reporting Person (PN	(See Instructions)
		4

1.	Names of Reporting Pers I.R.S. Identification Nos. Relational Fund Partners.	of above persons (entities only)
2.	Check the Appropriate B	ox if a Member of a Group (See Instructions)
	(a) (b)	х о
	(0)	Ü
3.	SEC Use Only	
4.	Source of Funds (See Ins WC/OO	tructions)
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O	
6.	Citizenship or Place of O Delaware	rganization
	7.	Sole Voting Power 38,197
Number of Shares	8.	Shared Voting Power
Beneficially	<b>.</b> .	-0-
Owned by Each	9.	Sole Dispositive Power
Reporting		38,197
Person With	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 38,197	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0	
13.	Percent of Class Represented by Amount in Row (11) 0.01%	
14.	Type of Reporting Person PN	n (See Instructions)

1.	Names of Reporting Person I.R.S. Identification Nos. o Relational Coast Partners, l	f above persons (entities only)
2.	Check the Appropriate Box (a) (b)	x if a Member of a Group (See Instructions) x o
3.	SEC Use Only	
4.	Source of Funds (See Instru WC/OO	actions)
5.	Check if Disclosure of Leg	al Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6.	Citizenship or Place of Org Delaware	anization
	7.	Sole Voting Power 362,260
Number of		
Shares Beneficially Owned by	8.	Shared Voting Power -0-
Each Reporting Person With	9.	Sole Dispositive Power 362,260
Terson with	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 362,260	
12.	Check if the Aggregate Am	nount in Row (11) Excludes Certain Shares (See Instructions) O
13.	Percent of Class Represented by Amount in Row (11) 0.13%	
14.	Type of Reporting Person (PN	See Instructions)
		6

1.	Names of Reporting Perso I.R.S. Identification Nos. o Relational Investors IX, L.	of above persons (entities only)
2.	Check the Appropriate Bo	x if a Member of a Group (See Instructions)
	(a)	X
	(b)	0
3.	SEC Use Only	
4.	Source of Funds (See Instr WC	ructions)
5.	Check if Disclosure of Leg	gal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6.	Citizenship or Place of Organization Delaware	
	7.	Sole Voting Power 489,207
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power -0-
	9.	Sole Dispositive Power 489,207
	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 489,207	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13.	Percent of Class Represented by Amount in Row (11) 0.18%	
14.	Type of Reporting Person PN	(See Instructions)
		7

1.	Names of Reporting Pers I.R.S. Identification Nos. Relational Investors XV,	of above persons (entities only)	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	X	
	(b)	O	
3.	SEC Use Only		
4.	Source of Funds (See Ins	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Le	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O	
6.	Citizenship or Place of Organization Delaware		
	7.	Sole Voting Power 377,306	
Number of			
Shares Beneficially Owned by	8.	Shared Voting Power -0-	
Each Reporting Person With	9.	Sole Dispositive Power 377,306	
reison with	10.	Shared Dispositive Power -0-	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 377,306		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o		
13.	Percent of Class Represented by Amount in Row (11) $0.14\%$		
14.	Type of Reporting Persor PN	n (See Instructions)	
		8	
		<b>~</b>	

1.	Names of Reporting Perso I.R.S. Identification Nos. Relational Investors XVI,	of above persons (entities only)
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	X
	(b)	О
3.	SEC Use Only	
4.	Source of Funds (See Inst WC	ructions)
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O	
6.	Citizenship or Place of Organization Delaware	
	7.	Sole Voting Power 212,556
Number of Shares Beneficially Owned by	8.	Shared Voting Power -0-
Each Reporting Person With	9.	Sole Dispositive Power 212,556
reison with	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 212,556	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13.	Percent of Class Represented by Amount in Row (11) 0.08%	
14.	Type of Reporting Person PN	(See Instructions)
		9

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b) 0  3. SEC Use Only  4. Source of Funds (See Instructions) WC/OO  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization Delaware  7. Sole Voting Power 345,497  Number of Shares 8. Shared Voting Power Beneficially Owned by Each Reporting Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person 345,497	1.	Names of Reporting Personal I.R.S. Identification Nos. Relational Investors XX,	of above persons (entities only)
(b) 0  3. SEC Use Only  4. Source of Funds (See Instructions) WC/OO  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0  6. Citizenship or Place of Organization Delaware  7. Sole Voting Power 345,497  Number of Shares 8. Shared Voting Power Beneficially -0- Owned by Each 9. Sole Dispositive Power 345,497  Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person	2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
3. SEC Use Only  4. Source of Funds (See Instructions) WC/OO  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0  6. Citizenship or Place of Organization Delaware  7. Sole Voting Power 345,497  Number of Shares 8. Shared Voting Power Beneficially -0- Owned by Each 9. Sole Dispositive Power Reporting 345,497  Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person		(a)	X
4. Source of Funds (See Instructions) WC/OO  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)    6. Citizenship or Place of Organization Delaware  7. Sole Voting Power 345,497  Number of Shares 8. Shared Voting Power Beneficially Owned by Each 9. Sole Dispositive Power Reporting Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person		(b)	O
Sole Voting Power  7. Sole Voting Power 345,497  Number of Shares 8. Shared Voting Power Beneficially -0- Owned by Each 9. Sole Dispositive Power Reporting Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person	3.	SEC Use Only	
6. Citizenship or Place of Organization Delaware  7. Sole Voting Power 345,497  Number of Shares 8. Shared Voting Power Beneficially Owned by Each Reporting Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person	4.		
Delaware  7. Sole Voting Power 345,497  Number of Shares 8. Shared Voting Power Beneficially -0- Owned by Each 9. Sole Dispositive Power Reporting 345,497  Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person	5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O	
Number of Shares 8. Shared Voting Power Beneficially -0- Owned by Each 9. Sole Dispositive Power Reporting 345,497 Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person	6.		rganization
Shares 8. Shared Voting Power Beneficially -0- Owned by Each 9. Sole Dispositive Power Reporting 345,497 Person With 10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person		7.	
Each 9. Sole Dispositive Power Reporting Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person	Shares Beneficially	8.	
10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person	Each Reporting	9.	
	Person With	10.	
	11.		ficially Owned by Each Reporting Person
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O	
13. Percent of Class Represented by Amount in Row (11) 0.12%	13.		
14. Type of Reporting Person (See Instructions) PN	14.		n (See Instructions)
10			10

1.	Names of Reporting Person I.R.S. Identification Nos. o Relational Investors XXIII	of above persons (entities only)
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	X
	(b)	O
3.	SEC Use Only	
4.	Source of Funds (See Instr WC/OO	uctions)
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O	
6.	Citizenship or Place of Organization Delaware	
	7.	Sole Voting Power 487,808
Number of		
Shares Beneficially Owned by	8.	Shared Voting Power -0-
Each Reporting Person With	9.	Sole Dispositive Power 487,808
r craon with	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 487,808	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13.	Percent of Class Represented by Amount in Row (11) 0.18%	
14.	Type of Reporting Person PN	(See Instructions)
		44
		11

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)  3. SEC Use Only  4. Source of Funds (See Instructions) WC  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization Delaware  7. Sole Voting Power 58,295  Number of Shares 8. Shared Voting Power 58,295  Number of Shares Beneficially Owned by Each Reporting Person With  10. Shared Dispositive Power -0- 11. Aggregate Amount Beneficially Owned by Each Reporting Person 58,295  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) PN  14. Type of Reporting Person (See Instructions) PN	1.	Names of Reporting Perso I.R.S. Identification Nos. o Relational Investors XXIV	of above persons (entities only)	
(b) O  3. SEC Use Only  4. Source of Funds (See Instructions) WC  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O  6. Citizenship or Place of Organization Delaware  7. Sole Voting Power 58,295  Number of Shares 8. Shared Voting Power Beneficially Owned by Each Reporting Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person 58,295  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) PN  14. Type of Reporting Person (See Instructions) PN	2.	Check the Appropriate Box	x if a Member of a Group (See Instructions)	
3. SEC Use Only  4. Source of Funds (See Instructions) WC  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o  6. Citizenship or Place of Organization Delaware  7. Sole Voting Power 58,295  Number of Shares 8. Shared Voting Power Beneficially Owned by Each Reporting Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person 58,295  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o  13. Percent of Class Represented by Amount in Row (11) 0.02%  14. Type of Reporting Person (See Instructions) PN			X	
4. Source of Funds (See Instructions) WC  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o  6. Citizenship or Place of Organization Delaware  7. Sole Voting Power 58,295  Number of Shares 8. Shared Voting Power -0- Shares Beneficially Owned by Each Reporting Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person 58,295  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O  13. Percent of Class Represented by Amount in Row (11) 0.02%  14. Type of Reporting Person (See Instructions)		(b)	0	
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0  6. Citizenship or Place of Organization Delaware  7. Sole Voting Power 58,295  Number of Shares 8. Shared Voting Power Beneficially Owned by Each Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person 58,295  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 0.02%  14. Type of Reporting Person (See Instructions) PN	3.	SEC Use Only		
6. Citizenship or Place of Organization Delaware  7. Sole Voting Power 58,295  Number of Shares 8. Shared Voting Power Owned by Each 9. Sole Dispositive Power Reporting Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person 58,295  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0  13. Percent of Class Represented by Amount in Row (11) 0.02%  14. Type of Reporting Person (See Instructions) PN	4.			
Delaware  7. Sole Voting Power 58,295  Number of Shares 8. Shared Voting Power Beneficially Owned by Each Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person 58,295  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O.02%  14. Type of Reporting Person (See Instructions) PN  7. Sole Voting Power 58,295  8. Shared Voting Power Poer Poer Poer Poer Poer Poer Poer Po	5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O		
Number of Shares 8. Shared Voting Power Beneficially Owned by Each Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person 58,295  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 0.02%  14. Type of Reporting Person (See Instructions) PN	6.	*		
Shares Beneficially Owned by Each Person With  10.  Aggregate Amount Beneficially Say 295  12.  Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) Once  13.  Percent of Class Represented by Amount in Row (11) Once  14.  Type of Reporting Person (See Instructions) PN		7.		
Beneficially Owned by Each 9. Sole Dispositive Power Reporting 58,295 Person With  10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person 58,295  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o  13. Percent of Class Represented by Amount in Row (11) 0.02%  14. Type of Reporting Person (See Instructions) PN		0		
Each P. Sole Dispositive Power 58,295  Person With 10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person 58,295  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o  13. Percent of Class Represented by Amount in Row (11) 0.02%  14. Type of Reporting Person (See Instructions) PN	Beneficially	-0- 9. Sole Dispositive Power		
10. Shared Dispositive Power -0-  11. Aggregate Amount Beneficially Owned by Each Reporting Person 58,295  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o  13. Percent of Class Represented by Amount in Row (11) 0.02%  14. Type of Reporting Person (See Instructions) PN	Each Reporting			
<ul> <li>58,295</li> <li>12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o</li> <li>13. Percent of Class Represented by Amount in Row (11) 0.02%</li> <li>14. Type of Reporting Person (See Instructions) PN</li> </ul>	1 CISOII WILLI	10.		
13. Percent of Class Represented by Amount in Row (11) 0.02%  14. Type of Reporting Person (See Instructions) PN	11.			
0.02%  14. Type of Reporting Person (See Instructions) PN	12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O		
PN	13.			
10	14.		(See Instructions)	
12			12	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above RH Fund 1, L.P.	persons (entities only)
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	X
	(b)	0
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC/OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O	
6.	Citizenship or Place of Organization Delaware	
	7.	Sole Voting Power 325,238
Number of Shares Beneficially	8.	Shared Voting Power -0-
Owned by Each Reporting Person With	9.	Sole Dispositive Power 325,238
Terson with	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 325,238	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O	
13.	Percent of Class Represented by Amount in Row (11) 0.12%	
14.	Type of Reporting Person (See Ins	tructions)
		13
		15

1.	Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only)  Ralph V. Whitworth			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	X		
	(b)	O		
3.	SEC Use Only			
4.	Source of Funds (See Instructions) NA			
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Organization United States			
	7.	Sole Voting Power		
Number of				
Shares Beneficially Owned by	8.	Shared Voting Power 13,610,871		
Each Reporting Person With	9.	Sole Dispositive Power -0-		
	10.	Shared Dispositive Power 13,610,871		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 13,610,871			
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represented by Amount in Row (11) 4.90%			
14.	Type of Reporting Person (See Instructions) IN			
14				

1.	Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only)  David H. Batchelder		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) X (b) O		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) NA		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O		
6.	Citizenship or Place of Organization United States		
	7.	Sole Voting Power	
Number of Shares Beneficially Owned by Each Reporting	8.	Shared Voting Power 13,610,871	
	9.	Sole Dispositive Power -0-	
Person With	10.	Shared Dispositive Power 13,610,871	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 13,610,871		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o		
13.	Percent of Class Represented by Amount in Row (11) 4.90%		
14.	Type of Reporting Person (See Instructions) IN		
		15	

#### Item 1. Security and Issuer

This Schedule 13D/A constitutes the first amendment to the Schedule 13D originally filed by the Reporting Persons with the Securities and Exchange Commission (the SEC ) on December 20, 2013 (the Statement ) with respect to the common stock, \$0.01 par value (the Shares ), of Hologic, Inc. (the Issuer or the Company ). Except as specifically amended by this Schedule 13D/A, the Statement remains in full force and effect.

#### Item 3. Source and Amount of Funds or Other Consideration

RILLC and the Managed Accounts purchased an aggregate of 3,955,205 Shares for a total consideration (including brokerage commissions) of \$85.8 million derived from capital of RILLC and the Managed Accounts.

The Relational LPs purchased an aggregate of 9,655,666 Shares for total consideration (including brokerage commissions) of \$206.6 million derived from the capital of the Relational LPs.

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#### Item 5. Interest in Securities of the Issuer

(a) As of the date of this Statement, the Reporting Persons beneficially owned in the aggregate 13,610,871 Shares, constituting 4.90% of the outstanding Shares. The percentage of Shares owned is based upon 277,759,686 Shares outstanding on July 28, 2014, as set forth in the Issuer s Form 10-Q for the quarter ended June 28, 2014. The Reporting Persons may be deemed to have direct beneficial ownership of the Shares as follows:

NAME	NUMBER OF SHARES	% OF OUTSTANDING SHARES
RILLC	3,955,205	1.42%
MC I	2,822,803	1.02%
MC II	4,136,499	1.49%
RCP	362,260	0.13%
RFP	38,197	0.01%
RH 1	325,238	0.12%
RI IX	489,207	0.18%
RI XV	377,306	0.14%
RI XVI	212,556	0.08%
RI XX	345,497	0.12%
RI XXIII	487,808	0.18%
RI XXIV	58,295	0.02%

RILLC, individually and in its capacity as an investment adviser, may be deemed to possess direct beneficial ownership of the 3,955,205 Shares that are owned by it and the Managed Accounts. Additionally, RILLC, as the sole general partner, or sole managing member of the general partner, of each of the Relational LPs may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended) the 9,655,666 Shares beneficially owned by the Relational LPs because the limited partnership agreements of the Relational LPs specify that RILLC has sole investment discretion and voting authority with respect to those Shares.

Each of Messrs. Whitworth and Batchelder, as Principals of RILLC, may be deemed to share indirect beneficial ownership of the Shares which RILLC may beneficially own. Each of Messrs. Whitworth and Batchelder disclaims beneficial ownership of such Shares for all other purposes.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 is the beneficial owner of any Shares.

- (b) See item (a) above.
- (c) Except as set forth in Exhibit A to this Statement, none of the Reporting Persons has effected any transactions in the Shares during the past sixty days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this Statement, except that dividends from, and proceeds from the sale of, the Shares held by accounts managed by RILLC may be delivered to such accounts.
- (e) The Reporting Persons ceased to be beneficial owners of more than 5 percent of Shares on October 2, 2014.

#### Item 7. Material to Be Filed as Exhibits

The following Exhibits are filed herewith:

Exhibit A Information concerning transactions in the Shares effected by the Reporting Persons in the last 60 days not previously reported.

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#### Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 3, 2014

RELATIONAL INVESTORS MID-CAP FUND I, L.P. RELATIONAL INVESTORS MID-CAP FUND II, L.P. RELATIONAL FUND PARTNERS, L.P. RELATIONAL COAST PARTNERS, L.P. RELATIONAL INVESTORS IX, L.P. RELATIONAL INVESTORS XV, L.P. RELATIONAL INVESTORS XVI, L.P. RELATIONAL INVESTORS XXI, L.P. RELATIONAL INVESTORS XX, L.P. RELATIONAL INVESTORS XX, L.P. RELATIONAL INVESTORS XXIII, L.P.

RELATIONAL INVESTORS XXIV, L.P.  $\,$ 

RH FUND 1, L.P.

By: RELATIONAL INVESTORS, LLC

as general partner to each,

By: /s/ Ralph V. Whitworth

Ralph V. Whitworth, Principal

RELATIONAL INVESTORS, LLC

By: /s/ Ralph V. Whitworth

Ralph V. Whitworth, Principal

/s/ Ralph V. Whitworth Ralph V. Whitworth

/s/ David H. Batchelder David H. Batchelder

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