

Life Technologies Corp  
Form S-8  
May 08, 2009

As filed with the Securities and Exchange Commission on May 8, 2009

Registration No. 333-\_\_\_\_\_

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**LIFE TECHNOLOGIES CORPORATION**

(Exact name of Registrant as specified in its charter)

5791 Van Allen Way

Delaware  
(State of Incorporation )

Carlsbad, California 92008  
(Address of Principal Executive Offices)

33-0373077  
(I.R.S. Employer Identification No.)

**Invitrogen Corporation 2004 Equity Incentive Plan**

(Full Title of the Plan)

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**John A. Cottingham, Esq.**

**Chief Legal Officer and Secretary**

**Life Technologies Corporation**

**5791 Van Allen Way**

**Carlsbad, California 92008**

**(760) 603-7200**

(Name, address, and telephone number of agent for service)

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.

Large accelerated filer

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

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration Fee</b>
Shares of Common Stock, par value \$0.01 per share	3,000,000	\$36.21	\$108,630,000	\$6061.55

- (1) The securities to be registered include 3,000,000 previously authorized shares of common stock, \$0.01 par value ( "Common Stock" ), of Life Technologies Corporation (the "Registrant" ) issuable pursuant to the Invitrogen Corporation 2004 Equity Incentive Plan (the "Plan" ). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act" ), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.
- (2) Estimated pursuant to Rule 457 solely for purposes of calculating the registration fee based upon the average of the high and low prices of the Registrant's Common Stock on May 7, 2009, as reported on the NASDAQ GlobalSelect Market.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8**

The contents of the registration statement on Form S-8 (SEC File No. 333-115447) filed on May 13, 2004 are incorporated by reference herein.

**Item 8. Exhibits.**

See Exhibit Index.

**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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carlsbad, State of California, on May 8, 2009.

LIFE TECHNOLOGIES CORPORATION

By: /s/ David F. Hoffmeister  
David F. Hoffmeister  
Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John A. Cottingham and David Szekeres, or either of them, acting individually and without the other, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement on Form S-8, including any and all post-effective amendments and amendments thereto, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Gregory T. Lucier	Chairman and Chief Executive Officer	May 1, 2009
Gregory T. Lucier	(Principal Executive Officer)	
/s/ David F. Hoffmeister	Chief Financial Officer (Principal Financial	May 1, 2009
David F. Hoffmeister	Officer)	
/s/ Kelli A. Richard	Vice President, Finance (Principal Accounting	May 1, 2009
Kelli A. Richard	Officer)	
/s/ George F. Adam, Jr.	Director	May 1, 2009
George F. Adam, Jr.		
/s/ Raymond V. Dittamore	Director	May 1, 2009
Raymond V. Dittamore		
/s/ Donald W. Grimm	Director	May 1, 2009
Donald W. Grimm		
/s/ Balakrishnan S. Iyer	Director	May 1, 2009
Balakrishnan S. Iyer		
/s/ Arnold J. Levine	Director	May 1, 2009
Arnold J. Levine, Ph.D.		
/s/ William H. Longfield	Director	May 1, 2009
William H. Longfield		

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/s/ Bradley G. Lorimier	Director	May 1, 2009
Bradley G. Lorimier		
/s/ Per. A. Peterson	Director	May 1, 2009
Per A. Peterson, Ph.D.		
/s/ Ronald A. Matricaria	Director	May 1, 2009
Ronald A. Matricaria		
/s/ W. Ann Reynolds	Director	May 1, 2009
W. Ann Reynolds, Ph.D.		
/s/ William S. Shanahan	Director	May 1, 2009
William S. Shanahan		
/s/ David C. U Prichard	Director	May 1, 2009
David C. U Prichard, Ph.D.		

**EXHIBIT INDEX**

- 4.1 Restated Certificate of Incorporation, as amended (1)
- 4.2 Third Amended and Restated Bylaws (2)
- 5.1 Opinion of DLA Piper LLP (US)
- 23.1 Consent of Counsel (included in Exhibit 5.1)
- 23.2 Consent of Independent Registered Public Accounting Firm
- 24 Power of Attorney (included in signature pages to this registration statement)
- 99.1 Invitrogen Corporation 2004 Equity Incentive Plan (3)

- (1) Incorporated by reference to Exhibit 3.1 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008 (SEC File No. 000-25317), as filed on March 2, 2009.
- (2) Incorporated by reference to Exhibit 3.2 of the Registrant's Annual Report on Form 10-K/A for the year ended December 31, 2008 (SEC File No. 000-25317), as filed on March 11, 2009.
- (3) Incorporated by reference to Appendix B of the Registrant's Proxy Statement for the 2008 annual meeting of stockholders on Form DEF14A (SEC File No. 000-25317), as filed on March 5, 2008.