

HOLOGIC INC  
Form POS AM  
February 15, 2008  
As filed with the Securities and Exchange Commission on February 15, 2008

Registration No. 333-136070

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-3**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**HOLOGIC, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**04-2902449**

(I.R.S. Employer Identification Number)

**35 Crosby Drive**

**Bedford, Massachusetts 01730**

**(781) 999-7300**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**John M. Cumming**

**Chief Executive Officer**

**Hologic, Inc.**

**35 Crosby Drive**

**Bedford, Massachusetts 01730**

**(781) 999-7300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Philip J. Flink, Esq.**

**Brown Rudnick Berlack Israels LLP**

**One Financial Center**

**Boston, MA 02111**

**(617) 856-8200**

The Registrant hereby removes from registration under this Registration Statement (No. 333-136070) and any amendments thereto 2,328,824 shares of common stock, \$0.01 par value per share (the Common Stock ) and 2,328,824 Rights to Purchase Preferred Stock registered hereunder (all shares and rights originally registered hereunder being referred to as the Offered Shares ), that have not been sold or transferred pursuant to this Registration Statement. The Offered Shares being removed from registration were registered on this Registration Statement, filed on July 27, 2006.

**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 Post-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bedford, Commonwealth of Massachusetts on February 15, 2008.

HOLOGIC, INC.

By: /s/ John W. Cumming

John W. Cumming

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the registration statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ John W. Cumming	Chief Executive Officer and Director	February 15, 2008
John W. Cumming	(Principal Executive Officer)	
/s/ Glenn P. Muir	Director, Executive Vice President, Finance and Administration, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer)	February 15, 2008
Glenn P. Muir		
	*	
	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 15, 2008
Robert H. Lavallee		
/s/ Sally W. Crawford	Director	February 15, 2008
Sally W. Crawford		
	*	
	Director	February 15, 2008
David R. LaVance, Jr.		
	*	
	Director	February 15, 2008
Nancy L. Leaming		
	*	
	Director	February 15, 2008
Lawrence M. Levy		
/s/ C. William McDaniel	Director	February 15, 2008
C. William McDaniel		
/s/ Elaine S. Ullian	Director	February 15, 2008
Elaine S. Ullian		
* By Power of Attorney	/s/ Glenn P. Muir	February 15, 2008

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Glenn P. Muir, Attorney-in-Fact