

Lantheus Holdings, Inc.  
Form 10-Q/A  
August 25, 2016

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

**FORM 10-Q/A**  
**Amendment No. 1**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2016**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 001-36569**

**LANTHEUS HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation)**

**35-2318913**  
**(IRS Employer**

**Identification No.)**

**331 Treble Cove Road, North Billerica, MA**  
**(Address of principal executive offices)**

**01862**  
**(Zip Code)**

**(978) 671-8001**

**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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 definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act) Yes  No

The registrant had 30,387,768 of common stock, \$0.01 par value per share, issued and outstanding as of August 1, 2016.

### EXPLANATORY NOTE

On May 3, 2016, Lantheus Holdings, Inc. (the Company) filed its Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 (the Original Filing) with the Securities and Exchange Commission (the SEC). This Amendment No. 1 to Form 10-Q on Form 10-Q/A (this Amendment) is being filed solely to file a revised redacted version of Exhibit 2.1, which had previously been filed with the Original Filing with portions omitted pursuant to the Company's request for confidential treatment. The revised redacted version of Exhibit 2.1 filed with this Amendment reflects revisions solely to that Exhibit 2.1 in response to comments from the SEC following the filing of the Original Filing and request for confidential treatment.

This Form 10-Q/A amends only information in Part II, Item 6. (Exhibits). All other items as presented in the Original Filing are unchanged. Except for the foregoing amended information, this Amendment does not amend, update or change any other information presented in the Original Filing. Those sections of the Original Filing that are not addressed by this Amendment are not amended by this filing. This Amendment continues to speak only as of the date of the Original Filing and it has no impact on the Company's previously reported financial statements and notes thereto as of March 31, 2016. Furthermore, except to the extent stated herein, we have not updated the information in the Original Filing, and this Amendment does not reflect events occurring after the filing of the Original Filing. Accordingly, this Amendment should be read in conjunction with the Original Filing, as well as the Company's other filings made with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act subsequent to the filing of the Original Filing, as information in such filings may update or supersede certain information contained in the Original Filing.

In addition, pursuant to Rule 12b-15 of the Securities Exchange Act of 1934, this Amendment contains new certifications by our principal executive officer and principal financial officer, filed as exhibits to this Amendment.

**Item 6. Exhibits**

| EXHIBIT<br>NUMBER | DESCRIPTION OF EXHIBITS  | INCORPORATED BY REFERENCE |                |         |                |
|-------------------|--|---------------------------|----------------|---------|----------------|
|                   |  | FORM                      | FILE<br>NUMBER | EXHIBIT | FILING<br>DATE |
| 2.1 *             | Amended and Restated Asset Purchase Agreement, effective January 7, 2016, by and between Lantheus MI Canada, Inc. and Isologic Innovative Radiopharmaceuticals Ltd.  |                           |                |         |                |
| 10.1              | Employment Agreement, effective August 12, 2013, by and between Lantheus Medical Imaging, Inc. and John Crowley.   | 10-Q                      | 001-36569      | 10.1    | May 3, 2016    |
| 10.2              | Amendment to Employment Agreement, effective June 22, 2015, by and between Lantheus Medical Imaging, Inc. and John Crowley.  | 10-Q                      | 001-36569      | 10.2    | May 3, 2016    |
| 10.3              | Amendment to Employment Agreement, effective March 25, 2016, by and between Lantheus Medical Imaging, Inc. and John Crowley.   | 10-Q                      | 001-36569      | 10.3    | May 3, 2016    |
| 31.1*             | Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |                           |                |         |                |
| 31.2*             | Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |                           |                |         |                |
| 32.1#             | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002.  |                           |                |         |                |
| 101.INS           | XBRL Instance Document   | 10-Q                      | 001-36569      | 101.INS | May 3, 2016    |
| 101.SCH           | XBRL Taxonomy Extension Schema Document  | 10-Q                      | 001-36569      | 101.SCH | May 3, 2016    |
| 101.CAL           | XBRL Taxonomy Extension Calculation Linkbase Document  | 10-Q                      | 001-36569      | 101.CAL | May 3, 2016    |
| 101.DEF           | XBRL Taxonomy Extension Definition Linkbase Document   | 10-Q                      | 001-36569      | 101.DEF | May 3, 2016    |
| 101.LAB           | XBRL Taxonomy Extension Label Linkbase Document  | 10-Q                      | 001-36569      | 101.LAB | May 3, 2016    |
| 101.PRE           | XBRL Taxonomy Extension Presentation Linkbase  | 10-Q                      | 001-36569      | 101.PRE | May 3, 2016    |

Document

Confidential treatment requested as to certain portions of this exhibit, which portions have been filed separately with the Securities and Exchange Commission.

\* Filed herewith.

# Previously furnished with the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, as filed with the Securities and Exchange Commission on May 3, 2016.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LANTHEUS HOLDINGS, INC.

By: /s/ MARY ANNE HEINO  
Name: Mary Anne Heino  
Title: *President and Chief Executive Officer*  
Date: August 25, 2016

LANTHEUS HOLDINGS, INC.

By: /s/ JOHN CROWLEY  
Name: John Crowley  
Title: *Chief Financial Officer*  
Date: August 25, 2016

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**EXHIBIT INDEX**

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