

QUIDEL CORP /DE/

Form S-8

May 03, 2010

As filed with Securities and Exchange Commission on April 30, 2010

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

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

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

**QUIDEL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**94-2573850**

(IRS Employer Identification No.)

**10165 McKellar Court, San Diego, California**

(Address of Principal Executive Offices)

**92121**

(Zip Code)

**QUIDEL CORPORATION 2001 EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Robert J. Bujarski**

**Senior Vice President, General Counsel and Corporate Secretary**

**Quidel Corporation**

**10165 McKellar Court**

**San Diego, California 92121**

**(858) 552-1100**

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

**With a copy to:**

**Jeffrey E. Beck**

**Snell & Wilmer L.L.P.**

**One Arizona Center**

**400 East Van Buren**

**Phoenix, Arizona 85004**

**(602) 382-6000**

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

**Proposed**

**Proposed**

| <b>Title of securities<br/>to be registered</b> | <b>Amount to<br/>be<br/>registered<br/>(1)</b> | <b>maximum<br/>offering<br/>price per<br/>share (2)</b> | <b>maximum<br/>aggregate<br/>offering<br/>price (2)</b> | <b>Amount of<br/>registration<br/>fee</b> |
|---|--|---|---|---|
| Common Stock (\$0.001 par value)                | 1,350,000                                      | \$ 14.48  | \$ 19,548,000   | \$ 1,393.77                               |

- (1) In the event of a stock split, stock dividend, or similar transaction involving the Registrant's Common Stock, in order to prevent dilution, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ). Also includes associated preferred stock purchase rights to purchase shares of the Registrant's Common Stock, which rights are not currently separable from the shares of Common Stock and are not currently exercisable.

(2)

Estimated solely for the purpose of calculating the amount of the registration fee, pursuant to Rules 457(c) and 457(h) of the Securities Act, on the basis of the average of the high and low prices of the Registrant's shares of Common Stock on April 28, 2010.

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**INTRODUCTION**

This registration statement on Form S-8 is filed by Quidel Corporation, a Delaware corporation ( Quidel or the Registrant ), to register an additional 1,350,000 shares of the Registrant s common stock, par value \$0.001 per share ( Common Stock ), which may be offered or sold under the Quidel Corporation 2001 Equity Incentive Plan (the Plan ). The offer or sale of such shares under the Plan was approved by the Registrant s stockholders at its 2009 annual meeting. This registration statement relates to the registration statements on Form S-8 (Nos. 333-67444, 333-116971 and 333-144383) that were filed by the Registrant on August 13, 2001, June 29, 2004 and July 6, 2007, respectively. The contents of those registration statements are incorporated by reference herein pursuant to General Instruction E to Form S-8. The Registrant previously paid an aggregate of \$6,088.63 in filing fees in connection with filing the above-referenced registration statements (including \$186.75 of filing fees paid in connection with the registration of additional shares to be offered or sold under another equity plan of the Registrant).

**PART II****INFORMATION REQUIRED IN THE REGISTRATION STATEMENT****Item 8. Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>  | <b>Page or Method of Filing</b>   |
|-----------------------|---|---|
| 4.1                   | Certificate of Incorporation, as amended  | Filed as Exhibit 3.1 to Quidel s Annual Report on Form 10-K for the fiscal year ended December 31, 2009, and incorporated herein by reference |
| 4.2                   | Certificate of Designation of Rights, Preferences, Privileges and Restrictions of series C Junior Participating Preferred Stock of Quidel Corporation | Filed as Exhibit 1(A) to Quidel s Registration Statement on Form 8-A filed on January 14, 1997, and incorporated herein by reference          |
| 4.3                   | Amended and Restated Rights Agreement dated as of December 29, 2006 between Quidel and American Stock Transfer and Trust Company, as Rights Agent     | Filed as Exhibit 4.1 to Quidel s Form 8-K filed on January 5, 2007, and incorporated herein by reference                                      |
| 4.4                   | Amended and Restated Bylaws   | Filed as Exhibit 3.2 to Quidel s Form 8-K filed on November 8, 2000, and incorporated herein by reference                                     |
| 4.5                   | Amended and Restated 2001 Equity Incentive Plan, effective as of May 12, 2009   | Filed as Exhibit 10.1 to Quidel s Form 8-K filed on May 18, 2009, and incorporated herein by reference  |
| 4.6                   | Form of Restricted Stock/Stock Option Agreement used in connection with the Registrant s Amended and Restated 2001 Equity Incentive Plan              | Filed as Exhibit 10.6 to Quidel s Form 10-Q for the quarter ended September 30, 2004, and incorporated herein by reference                    |
| 5.1                   | Opinion of Snell & Wilmer L.L.P.  | Filed herewith  |
| 23.1                  | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm   | Filed herewith  |

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|      |  |                                 |
|------|--|---------------------------------|
| 23.2 | Consent of PricewaterhouseCoopers LLP, Independent<br>Public Accountants | Filed herewith                  |
| 23.3 | Consent of Snell & Wilmer L.L.P.   | Included as part of Exhibit 5.1 |
| 24.1 | Power of Attorney  | See Signature Page              |

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| <b>Exhibit<br/>Number</b> | <b>Description</b>   | <b>Page or Method of Filing</b>   |
|---------------------------|--|---|
| 99.1                      | Form of Indemnification Agreement Corporate Officer<br>and/or Director | Filed as Exhibit 10.1 to Quidel's Form 8-K<br>filed on August 23, 2005, and incorporated<br>herein by reference |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 San Diego, State of California, on this 30th day of April, 2010.

**QUIDEL CORPORATION**

By: /s/ Douglas C. Bryant  
 Douglas C. Bryant  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Douglas C. Bryant and John M. Radak, and each of them with full power of substitution and with full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they, he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

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

| <b>Signature</b>                                   | <b>Title</b>   | <b>Date</b>    |
|--|--|----------------|
| By: /s/ Douglas C. Bryant<br>Douglas C. Bryant     | President, Chief Executive Officer and Director<br>(Principal Executive Officer) | April 30, 2010 |
| By: /s/ John M. Radak<br>John M. Radak             | Chief Financial Officer<br>(Principal Financial and Accounting Officer)          | April 30, 2010 |
| By: /s/ Mark A. Pulido<br>Mark A. Pulido           | Chairman of the Board  | April 30, 2010 |
| By: /s/ Thomas D. Brown<br>Thomas D. Brown         | Director   | April 30, 2010 |
| By: /s/ Kenneth F. Buechler<br>Kenneth F. Buechler | Director   | April 30, 2010 |
| By:  | Director   | April 30, 2010 |

/s/ Rodney F.  
Dammeyer

Rodney F. Dammeyer

By: /s/ Mary Lake Polan      Director

April 30, 2010

Mary Lake Polan

By:                              Director

Jack W. Schuler

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**EXHIBIT INDEX**

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| 23.3                  | Consent of Snell & Wilmer L.L.P.  | Included as part of Exhibit 5.1   |
| 24.1                  | Power of Attorney   | See Signature Page  |
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