

MYRIAD GENETICS INC
Form 10-K/A
October 02, 2015

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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

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

For the fiscal year ended June 30, 2015

☐ **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: 0-26642

MYRIAD GENETICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

87-0494517
(I.R.S. Employer
Identification No.)

320 Wakara Way, Salt Lake City, UT
(Address of principal executive offices)

84108
(Zip Code)

Registrant's telephone number, including area code: (801) 584-3600

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$.01 Par Value Per Share	The NASDAQ Global Select Market
Securities registered pursuant to Section 12(g) of the Exchange Act: None	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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 ☐ (do not check if a smaller reporting company)

Smaller reporting company ☐

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

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant (without admitting that any person whose shares are not included in such calculation is an affiliate), computed by reference to the price at which the common stock was last sold on December 31, 2014, the last business day of the registrant's most recently completed second fiscal quarter, was \$2,424,609,397.

As of July 31, 2015 the registrant had 68,604,579 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents (or parts thereof) are incorporated by reference into the following parts of this Amendment No. 1 to the Annual Report on Form 10-K/A: Certain information required in Part III of this Amendment No. 1 to the Annual Report on Form 10-K/A is incorporated from the Registrant's Proxy Statement, to be filed no later than 120 days following June 30, 2015, for the Annual Meeting of Stockholders to be held on December 3, 2015.

EXPLANATORY NOTE

We are filing this Amendment No. 1 on Form 10-K/A (this **Amendment**) to amend our Annual Report on Form 10-K for the year ended June 30, 2015 (the **Original Filing**), originally filed with the Securities and Exchange Commission (the **SEC**) on August 12, 2015 (the **Original Filing Date**), solely to re-file the Exhibit List included therein to correct various typographical errors, including the date of the filing from which our current Restated By-Laws is incorporated by reference.

Although the Exhibit List and the corresponding Item 15 from the Original Filing are restated in their entirety, no other changes have been made to the Original Filing except as described above, and this Amendment does not modify, amend, or update in any way any of the financial or other information contained in the Original Filing. This Amendment does not reflect events that may have occurred subsequent to the Original Filing Date. Accordingly, this Amendment should be read in conjunction with the Original Filing and with our filings with the SEC subsequent to the Original Filing Date.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents were previously filed with the Original Filing.

1. Financial Statements

See Index to Consolidated Financial Statements at Item 8 of the Original Filing.

2. Financial Statement Schedule

The following schedule was filed as part of the Original Filing:

Schedule II - Schedule of Valuation and Qualifying Accounts for the Years Ended June 30, 2015, 2014 and 2013.

Other financial statement schedules have not been included because they are not applicable or the information is included in the financial statements or notes thereto.

3. Exhibits

The exhibits which are filed with or incorporated by reference into this Amendment No. 1 to the Annual Report on Form 10-K/A are set forth in the Exhibit Index beginning on page A-1, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

MYRIAD GENETICS, INC.

By: /s/ Mark C. Capone

Mark C. Capone

President and Chief Executive Officer

Date: October 2, 2015

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated			SEC File/ Registration Number
		Filed with this Report	by Reference herein from Form or Schedule	Filing Date	
3.1	Restated Certificate of Incorporation, as amended		10-K (Exhibit 3.1)	08/15/11	000-26642
3.2	Restated By-Laws		8-K (Exhibit 3.1)	09/24/14	000-26642
4.1	Specimen common stock certificate		10-K (Exhibit 4.1)	08/15/11	000-26642
Lease Agreements					
10.1	Lease Agreement, dated October 12, 1995, between the Registrant and Boyer Research Park Associates V, by its general partner, the Boyer Company		10-Q (Exhibit 10.2)	11/08/96	000-26642
10.2	Amendment to Lease Agreement, dated March 29, 1996 between the Registrant and Boyer Research Park Associates V, by its general partner, the Boyer Company		10-Q (Exhibit 10.3)	11/08/96	000-26642
10.3	Lease Agreement-Research Park Building Phase II, dated March 6, 1998, between the Registrant and Research Park Associated VI, by its general partner, the Boyer Company, L.C.		10-K (Exhibit 10.44)	09/24/98	000-26642
10.4	Memorandum of Lease, dated August 24, 1998, between the Registrant and Boyer Foothill Associates, Ltd.		10-Q (Exhibit 10.1)	11/12/98	000-26642
10.5	Memorandum of Lease, dated August 24, 1998, between the Registrant and Boyer Research Park Associates VI, L.C.		10-Q (Exhibit 10.2)	11/12/98	000-26642
10.6	Subordination Agreement and Estoppel, Attornment and Non-Disturbance Agreement (Lease to Deed of Trust), dated June 24, 1998, between the Registrant and Wells Fargo Bank, National Association		10-Q (Exhibit 10.3)	11/12/98	000-26642

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10.7	Lease Agreement, dated March 31, 2001, between the Registrant and Boyer Research Park Associates VI, by its general partner, The Boyer Company, L.C.	10-Q (Exhibit 10.1)	05/15/01	000-26642
10.8	Agreement, dated March 31, 2001, between the Registrant and Boyer Research Park Associates VI, by its general partner, The Boyer Company, L.C.	10-Q (Exhibit 10.2)	05/15/01	000-26642
10.9	Lease Agreement, dated June 29, 2005, between the Registrant and Boyer Research Park Associates VIII, by its general partner, The Boyer Company, L.C.	8-K (Exhibit 99.1)	07/05/05	000-26642
10.10	Letter of Understanding regarding Lease Agreement, dated June 29, 2005, between the Registrant and Boyer Research Park Associates VIII, by its general partner, The Boyer Company, L.C.	8-K (Exhibit 99.2)	07/05/05	000-26642

Exhibit Number	Exhibit Description	Incorporated		Filing Date	SEC File/Registration Number
		Filed with this Report	by Reference herein from Form or Schedule		
10.11	.1 Lease Agreement, dated March 11, 2008, between the Registrant and Boyer Research Park Associates IX, by its general partner, The Boyer Company, L.C.		10-K (Exhibit 10.32)	08/28/08	000-26642
	.2 Amendment to Lease Agreement, dated February 12, 2010 between the Registrant and Boyer Research Park Associates IX, L.C..		10-Q (Exhibit 10.4)	05/05/10	000-26642
Agreements with Executive Officers and Directors					
10.12	Employment Agreement, dated May 15, 1993, between the Registrant, Myriad Genetic Laboratories, Inc. and Peter D. Meldrum+		S-1 (Exhibit 10.3)	10/05/95	33-95970
10.13	Resignation Agreement between Myriad Genetics, Inc. and Peter D. Meldrum dated January 30, 2015+		8-K (Exhibit 10.1)	02/03/15	000-26642
10.14	Employment Agreement between Myriad Genetics, Inc., Myriad Genetic Laboratories, Inc. and James S. Evans dated March 3, 1995+		8-K (Exhibit 10.1)	11/06/07	000-26642
10.15	Resignation Agreement between Myriad Genetics, Inc. and James S. Evans dated October 8, 2014+		8-K (Exhibit 10.3)	10/09/14	000-26642
10.16	Employment Agreement, dated November 5, 2002, between the Registrant, Myriad Genetic Laboratories, Inc. and Richard M. Marsh+		10-K (Exhibit 10.27)	08/25/09	000-26642
10.17	Employment Agreement, dated October 1, 2002, between the Registrant, Myriad Genetic Laboratories, Inc. and Mark. C. Capone+		10-K (Exhibit 10.28)	08/25/09	000-26642
10.18	Employment Agreement, dated September 2, 2002, between the Registrant, Myriad Genetic Laboratories, Inc. and Jerry S. Lanchbury, Ph.D.+		10-K (Exhibit 10.22)	08/15/11	000-26642
10.19	.1 Offer Letter, dated October 7, 2014, between the Registrant and R. Bryan Riggsbee+		8-K (Exhibit 10.1)	10/09/14	000-26642
	.2 Employment Agreement, dated October 8, 2014, between the Registrant and R. Bryan		8-K	10/09/14	000-26642

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	Riggsbee+	(Exhibit 10.2)		
10.20	.1 Form of Executive Retention Agreement+@	10-Q	05/05/10	000-26642
		(Exhibit 10.1)		
	.2 Form of Amendment to Form of Executive Retention Agreement+@	10-Q	05/05/10	000-26642
		(Exhibit 10.2)		
10.21	Executive Retention Agreement, dated November 17, 2006, between the Registrant and Mark. C. Capone+	10-Q	02/06/07	000-26642
		(Exhibit 10.1)		
10.22	Executive Retention Agreement between Myriad Genetics Inc. and R. Bryan Riggsbee dated December 18, 2014+	10-Q	02/04/15	000-26642
		(Exhibit 10.1)		

Exhibit Number	Exhibit Description	Incorporated			SEC File/ Registration Number
		Filed with this Report	by Reference herein from Form or Schedule	Filing Date	
10.23	Compensatory Arrangements of Certain Officers+		8-K	06/02/15	000-26642
10.24	Non-Employee Director Compensation Policy+		10-Q (Exhibit 10.3)	11/05/14	000-26642
10.25	Form of director and executive officer indemnification agreement+		10-K (Exhibit 10.34)	08/25/09	000-26642
Equity Compensation Plans					
10.26	.1 2003 Employee, Director and Consultant Stock Option Plan, as amended (the 2003 Plan)+		10-Q (Exhibit 10.1)	02/3/10	000-26642
	.2 Form of Incentive Stock Option Agreement under the 2003 Plan+		10-Q (Exhibit 10.7)	11/01/07	000-26642
	.3 Form of Non-Qualified Stock Option Agreement under the 2003 Plan+		10-Q (Exhibit 10.8)	11/01/07	000-26642
10.27	.1 Myriad Genetics, Inc. 2010 Employee, Director and Consultant Equity Incentive Plan, as amended (the 2010 Plan)+		8-K (Exhibit 10.1)	12/06/13	000-26642
	.2 Form of Stock Option Agreement under the 2010 Plan+		10-Q (Exhibit 10.3)	02/01/11	000-26642
	.3 Form of Director Stock Option Agreement under the 2010 Plan+		10-Q (Exhibit 10.4)	02/01/11	000-26642
	.4 Form of Restricted Stock Unit Agreement for Executive Officers under the 2010 Plan+		10-Q (Exhibit 10.1)	11/05/14	000-26642
	.5 Form of Restricted Stock Unit Agreement for Directors under the 2010 Plan+		10-Q (Exhibit 10.2)	11/05/14	000-26642
10.28	2012 Employee Stock Purchase Plan+		8-K	12/07/12	000-26642

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(Exhibit 10.2)

10.29	2013 Executive Incentive Plan+	8-K	12/07/12	000-26642
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(Exhibit 10.3)

Other

21.1	List of Subsidiaries of the Registrant	10-K	08/12/15	000-26642
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(Exhibit 21.1)

23.1	Consent of Independent Registered Public Accounting Firm (Ernst & Young LLP)	10-K	08/12/15	000-26642
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(Exhibit 23.1)

31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X		
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31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X		
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32	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	10-K	08/12/15	000-26642
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(Exhibit 32)

Exhibit Number	Exhibit Description	Incorporated			
		Filed with this Report	by Reference herein from Form or Schedule (Exhibit 101)	Filing Date	SEC File/ Registration Number
101	The following materials from Myriad Genetics, Inc. s Annual Report on Form 10-K for the fiscal year ended June 30, 2015, formatted in XBRL (Xtensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Statements of Stockholders Equity, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements.			08/12/15	000-26642

(+) Management contract or compensatory plan arrangement.

(@) The agreements with all executives are identical except for the executive who is a party to the agreement and the date of execution, which are listed at the end of the exhibit