

APPLERA CORP  
Form DEFA14A  
June 24, 2008

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

**SCHEDULE 14A**  
(Rule 14A-101)

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**APPLERA CORPORATION**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:



Deal Consideration

The information below is being provided to illustrate the application of Section 2.1(a)(iv) of the Merger Agreement (the Merger Agreement ), dated as of June 11, 2008, among Invitrogen Corporation ( Invitrogen, IVGN ) (NASDAQ: IVGN), a Delaware corporation, Atom Acquisition, LLC4, a Delaware limited liability company and a direct wholly owned Subsidiary of Parent, and Applera Corporation ( Applera ), a Delaware corporation, with respect to its Applied Biosystems Group (NYSE: ABI). The information provided below is for illustrative purposes only and is not intended to be predictive or indicative of the future price of Invitrogen common stock or the potential payment, if any, of additional cash consideration to any stockholder of Applera who elects to receive all or a portion of the merger consideration in the form of Invitrogen common stock. For a description of the merger consideration payable to Applera stockholders, please refer to Section 2.1 of the Merger Agreement, filed as Exhibit 2.1 to Applera s current report on Form 8-K/A (File No. 001-04389), filed with the Securities and Exchange Commission on June 23, 2008.

<b>IVGN Price</b>	<b>\$ 37.00</b>	<b>\$ 38.00</b>	<b>\$ 39.00</b>	<b>\$ 40.00</b>	<b>\$ 41.00</b>	<b>\$ 42.00</b>	<b>\$ 43.00</b>	<b>\$ 43.69</b>	<b>\$ 44.00</b>	<b>\$ 44.50</b>	<b>\$ 45.00</b>	<b>\$ 45.50</b>	<b>\$ 46.00</b>	<b>\$ 47.00</b>	<b>\$ 48.00</b>
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