

BIOVERIS CORP

Form 3

April 13, 2007

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â ROCHE HOLDING LTD

(Last) (First) (Middle)

ROCHE HOLDING,
LTD.,Â GRENZACHERSTRASSE
124

(Street)

BASEL,Â V8Â CH-4070

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)
04/04/20073. Issuer Name **and** Ticker or Trading Symbol
BIOVERIS CORP [BIOV]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10%
Owner____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

No securities owned

0 (1) (2) (3)

I (1) (2) (3) See notes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Edgar Filing: BIOVERIS CORP - Form 3

Date Exercisable	Expiration Date	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
---------------------	--------------------	----------------------------------	----------	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCHE HOLDING LTD ROCHE HOLDING, LTD. GRENZACHERSTRASSE 124 BASEL,Â V8Â CH-4070	Â	Â X	Â	Â

Signatures

/s/ Bruno Maier,
Director 04/13/2007

__Signature of Reporting Person Date

/s/ Beat Kraehenmann,
Director 04/13/2007

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On April 4, 2007, Roche Holding Ltd ("Roche"), one of its wholly-owned subsidiaries ("Merger Sub") and BioVeris Corporation (1) ("BioVeris") entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Merger Sub will merge into BioVeris (the "Merger"), with BioVeris becoming a wholly-owned subsidiary of Roche.

In connection with the execution of the Merger Agreement, on April 4, 2007, Roche entered into an agreement (the "Shareholders Agreement") with Samuel J. Wohlstadter and Nadine Wohlstadter (the "Shareholders"), pursuant to which the Shareholders agreed to (2) vote all of the shares of Common Stock and Series B Preferred Stock beneficially owned by them in favor of the Merger. The Shareholders beneficially own 5,795,914 shares of Common Stock (including 332,000 shares subject to outstanding options), which represents 21% of the outstanding Common Stock, and all 1000 shares of Series B Preferred Stock outstanding.

Although Roche may, by virtue of the Shareholders Agreement, be deemed a beneficial owner pursuant to Section 13(d) of the Securities Exchange Act of 1934 (the "Act") of the shares beneficially owned by the Shareholders, Roche has no interest in such shares. Pursuant to Rule 16a-1(a)(4) under the Act, Roche hereby states that this Initial Statement of Beneficial Ownership of Securities on Form 3 shall not (3) be deemed an admission that Roche is, for the purposes of Section 16 of the Act or otherwise, the beneficial owner of any equity securities of BioVeris and such beneficial ownership is expressly disclaimed. For additional information regarding the Merger Agreement and the Stockholders Agreement, please see the Schedule 13D filed by Roche with the Securities and Exchange Commission on April 13, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.