

INVITROGEN CORP
Form 425
July 24, 2008

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): July 24, 2008

Invitrogen Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-25317
(Commission File Number)

33-0373077
(IRS Employer

Identification No.)

5791 Van Allen Way, Carlsbad, CA
(Address of principal executive offices)

92008
(Zip Code)

Registrant's telephone number, including area code: (760) 603-7200

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- x Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 2 Financial Information

Item 2.02. Results of Operations and Financial Condition.

On July 24, 2008, the Company issued a press release regarding the Company's financial results for the period ended June 30, 2008. The full text of the Company's press release is attached hereto as Exhibit 99.1.

Certain of the information set forth in the press release may be considered non-GAAP financial measures. We regularly have reported pro forma results for net income and earnings per share in addition to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. The pro forma results exclude merger related non-cash items and other similar costs.

Our financial results under GAAP include substantial non-cash charges and tax benefits related to acquired businesses. Our pro forma calculations of net income and earnings per share are limited because they do not reflect the entirety of our business costs. However, management believes that the pro forma presentation is a useful supplemental disclosure to investors as it provides an indication of the profitability and cash flows of the combined businesses apart from the initial, sunk cost of the acquisition. Management believes that this information is therefore useful to investors in analyzing and assessing our past and future operating performance.

In addition to the non-cash charges above, we exclude from our pro forma results the following costs:

Acquisition related amortization

In process research and development expenses

Acquisition related gains and losses

Asset impairment charges related to a portfolio review

Business consolidation costs required to realize cost synergies from combining our acquired entities with our existing operations

Certain significant one time events that are unlikely to recur

Share based payment expenses as a result of adoption of FAS123R

Management views these costs as not indicative of the profitability or cash flows of its ongoing or future operations and excludes these costs as a supplemental disclosure to assist investors in evaluating and assessing our past and future operational performance.

Section 7 Regulation FD

Item 7.01 Regulation FD Disclosure.

On July 24, 2008, the Company held a teleconference call at 9:00 am Eastern time regarding the Company's financial results for the period ended June 30, 2008. A transcript of the Company's call is attached hereto as Exhibit 99.2

Section 8 Other Events

Item 8.01 Other Events.

See disclosure under Item 7.01 of this report, which is incorporated by reference in this Item 8.01.

Section 9 Financial Statements and Exhibits

Item 9.01 Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release, dated July 24, 2008.

Exhibit 99.2 Transcript of the Company's call regarding the financial results for the period ended June 30, 2008.

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 hereunto duly authorized.

INVITROGEN CORPORATION
(Registrant)

By: /s/ John A. Cottingham
John A. Cottingham
General Counsel

Date: July 24, 2008