

Life Technologies Corp
Form 424B5
December 10, 2010

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
3.50% Notes due 2016	\$400,000,000	\$28,520
5.00% Notes due 2021	\$400,000,000	\$28,520

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

**This filing is made pursuant to
Rule 424(b)(5) under the Securities Act
of 1933 in connection with Registration No. 333-164823**

PROSPECTUS SUPPLEMENT

(To Prospectus dated February 10, 2010)

\$800,000,000

Life Technologies Corporation

\$400,000,000 3.50% Senior Notes due 2016

\$400,000,000 5.00% Senior Notes due 2021

We are offering \$400,000,000 of our 3.50% Senior Notes due 2016 (the 2016 notes) and \$400,000,000 of our 5.00% Senior Notes due 2021 (the 2021 notes and, together with the 2016 notes the notes).

The 2016 notes will mature on January 15, 2016 and the 2021 notes will mature on January 15, 2021. We will pay interest on the notes on January 15 and July 15 of each year, beginning July 15, 2011. We may redeem the notes of each series, as a whole at any time or in part from time to time, at the redemption prices described under the caption

Description of Notes Optional Redemption. If we experience a change of control triggering event and have not otherwise elected to redeem the notes, we will be required to offer to purchase the notes from holders as described under the caption Description of Notes Repurchase Upon a Change of Control.

The notes will be our unsecured and unsubordinated obligations and will rank equally in right of payment with our other unsecured and unsubordinated indebtedness from time to time outstanding. We do not intend to list the notes on any securities exchange or automated dealer quotation system. Currently, there is no public market for the notes.

Investing in the notes involves risks. See Risk Factors beginning on page S-7 of this prospectus supplement and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 as they may be amended, updated and modified periodically in our subsequent filings with the Securities and Exchange Commission.

	Per 2016 Note	Total	Per 2021 Note	Total
Public offering price(1)	99.840%	\$ 399,360,000	99.556%	\$ 398,224,000
Underwriting discount	0.700%	\$ 2,800,000	0.800%	\$ 3,200,000

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Proceeds, before expenses, to us	99.140%	\$ 396,560,000	98.756%	\$ 395,024,000
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(1) Plus accrued interest, if any, from December 14, 2010, if settlement occurs after that date.

None of the Securities and Exchange Commission, any state securities commission or other regulatory authority has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, *société anonyme*, and Euroclear Bank S.A./N.V., as operator of the Euroclear System, against payment in New York, New York on or about December 14, 2010.

Joint Book-Running Managers

BofA Merrill Lynch

RBS

Mitsubishi UFJ Securities

Senior Co-Managers

Citi

DnB NOR Markets

Co-Managers

Goldman, Sachs & Co.

J.P. Morgan

US Bancorp

Moelis & Company

The date of this prospectus supplement is December 9, 2010

We have not, and the underwriters have not, authorized any other person to provide any information or make any representations other than those contained or incorporated by reference in this prospectus supplement or any free writing prospectus we prepare. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus, any other offering material and the documents incorporated by reference is accurate only as of the respective dates of such documents. Our business, properties, financial condition, results of operations and prospects may have changed since those dates.

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Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of the notes we currently are offering. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering of notes. This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission (the "SEC") using the SEC's shelf registration rules. Before purchasing any notes, you should carefully read this prospectus supplement, the prospectus and any other offering material together with the information incorporated by reference herein. See "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference."

To the extent there is a conflict between the information contained in this prospectus supplement and the information contained in the accompanying prospectus, the information contained in this prospectus supplement shall control. If any statement in this prospectus supplement conflicts with any information that has been incorporated herein by reference, then you should consider only the information in the more recent document. You should assume that the information contained in this prospectus supplement, the accompanying prospectus and any other offering material with respect to this offering and the documents incorporated by reference is accurate only as of their respective dates.

In this prospectus supplement and the accompanying prospectus, unless specifically otherwise stated or the context requires otherwise, the terms "we," "us," "our," "the Company," and "Life Technologies," refer to Life Technologies Corporation and its subsidiaries.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Any statements made in this prospectus supplement, the accompanying prospectus or other offering material and the information incorporated herein and therein by reference may contain "forward-looking" statements. Any statement about our expectations, beliefs, plans, objectives, prospects, financial condition, assumptions or future events or performance are not historical facts and are forward-looking statements. These statements are often, but not always, made through the use of words or phrases such as "believe," "anticipate," "should," "intend," "plan," "will," "expects," "projects," "positioned," "strategy," "outlook" and similar expressions. Additionally, statements concerning future matters, such as the development of new products, enhancements of technologies, sales levels and operating results and other statements regarding matters that are not historical are forward-looking statements. Accordingly, these statements involve estimates, assumptions and uncertainties that could cause actual results to differ materially from the results expressed in the statements. Any forward-looking statements are qualified in their entirety by reference to the factors discussed throughout this prospectus supplement, the accompanying prospectus or other offering material and the information incorporated herein and therein by reference. The following cautionary statements identify important factors that could cause our actual results to differ materially from those projected in the forward-looking statements made in this prospectus supplement, the accompanying prospectus or other offering material and the information incorporated herein and therein by reference. Among the key factors that have an impact on our results of operations are:

the risks and other factors described under the caption "Risk Factors" under Part I, Item 1A. of our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, this prospectus supplement, the accompanying prospectus and the information incorporated herein and therein by reference;

the integration of acquired businesses into our operations;

general economic and business conditions;

industry trends;

our assumptions about customer acceptance, overall market penetration and competition from providers of alternative products and services;

our funding requirements; and

availability, terms and deployment of capital.

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Because the factors referred to above could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us, you should not place undue reliance on any such forward-looking statements. Further, any forward-looking statement speaks only as of the date on which it is made, and, except as required by applicable law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and their emergence may be impossible for us to predict. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. This discussion is provided as permitted by the Private Securities Litigation Reform Act of 1995.

For a more detailed discussion of these and other risk factors, see the section entitled "Risk Factors" in this prospectus supplement, Part I, Item 1A. "Risk Factors" and Part II, Item 7. "Management's Discussion and Analysis of Results of Operations and Financial Condition" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 as well as in Part II, Item 1A. "Risk Factors" and Part I, Item 2. "Management Discussion of Financial Condition and Results of Operation" in our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2010, June 30, 2010 and September 30, 2010 and as disclosed in our other filings with the SEC.

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SUMMARY

The information below is a summary of the more detailed information included elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. You should read carefully the following summary together with the more detailed information contained in this prospectus supplement, including the Risk Factors section beginning on page S-7 of this prospectus supplement, the accompanying prospectus and the information incorporated by reference herein and therein. This summary is not complete and does not contain all of the information you should consider before purchasing the notes.

Life Technologies Corporation

Company Overview

We are a global biotechnology tools company dedicated to helping our customers make scientific discoveries. Our systems, reagents, and services enable researchers to accelerate scientific exploration, driving to discoveries and developments that better the quality of life. Life Technologies customers do their work across the biological spectrum, advancing molecular medicine, regenerative therapies, agricultural and environmental research, and 21st century forensics. The Company employs approximately 9,000 people, has a presence in more than 160 countries, and possesses a rapidly growing intellectual property estate of approximately 3,900 patents and exclusive licenses.

Our systems and reagents enable, simplify and accelerate a broad spectrum of biological research of genes, proteins and cells within academic and life science research and commercial applications. Our scientific expertise assists in making biodiscovery research techniques more effective and efficient for pharmaceutical, biotechnology, agricultural, government and academic researchers with backgrounds in a wide range of scientific disciplines.

We offer many different products and services, and are continually developing and/or acquiring others. Some of our specific product categories include the following:

High-throughput gene cloning and expression technology, which allows customers to clone and expression-test genes on an industrial scale.

Pre-cast electrophoresis products, which improve the speed, reliability and convenience of separating nucleic acids and proteins.

Antibodies, which allow researchers to capture and label proteins, visualize their location through use of Molecular Probes dyes and discern their role in disease.

Magnetic beads, which are used in a variety of settings, such as attachment of molecular labels, nucleic acid purification, and organ and bone marrow tissue type testing.

Molecular Probes fluorescence-based technologies, which facilitate the labeling of molecules for biological research and drug discovery.

Transfection reagents, which are widely used to transfer genetic elements into living cells enabling the study of protein function and gene regulation.

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PCR and Quantitative PCR systems and reagents, which enable researchers to amplify and detect targeted nucleic acids (DNA and RNA molecules) for a host of applications in molecular biology.

Cell culture media and reagents used to preserve and grow mammalian cells, which are used in large scale cGMP bio-production facilities to produce large molecule biologic therapies.

RNA Interference reagents, which enable scientists to selectively turn off genes in biology systems to gain insight into biological pathways.

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Capillary electrophoresis, massively parallel SOLiD™ DNA sequencing systems and reagents, and Ion Torrent semiconductor based sequencing technologies, which are used to discover sources of genetic and epigenetic variation, to catalog the DNA structure of organisms *de novo*, to verify the composition of genetic research material, and to apply these genetic analysis discoveries in markets such as forensic human identification.

Additional information about us and our subsidiaries is included in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. See **Where You Can Find More Information** in this prospectus supplement.

Corporate Information

Life Technologies is a Delaware corporation. Our principal executive offices are located at 5791 Van Allen Way, Carlsbad, California 92008. Our main telephone number is (760) 603-7200. We maintain a website at <http://www.lifetechnologies.com>. The information on or connected to our website is not part of or incorporated by reference into this prospectus supplement or the accompanying prospectus.

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THE OFFERING

The summary below describes the principal terms of the notes and it is not intended to be complete. It does not contain all the information that may be important to you. Certain of the terms and conditions described below are subject to important limitations and exceptions. You should carefully read the Description of Notes section of this prospectus supplement for a more detailed description of the notes offered hereby.

Issuer	Life Technologies Corporation.
Notes Offered	<p>\$400,000,000 aggregate principal amount of 3.50% senior notes due 2016.</p> <p>\$400,000,000 aggregate principal amount of 5.00% senior notes due 2021.</p>
Maturity Dates	<p>For the 2016 notes: January 15, 2016.</p> <p>For the 2021 notes: January 15, 2021.</p>
Interest Payment Dates	January 15 and July 15 of each year, commencing July 15, 2011.
Optional Redemption	<p>We may redeem the 2016 notes and, prior to October 15, 2020, the 2021 notes, in each case, in whole at any time or in part from time to time, at our option, at a redemption price equal to the greater of (1) 100% of the principal amount of the notes to be redeemed and (2) the sum of the present values of the Remaining Scheduled Payments of the notes to be redeemed discounted on a semi-annual basis (assuming a 360-day year of twelve 30-day months), at the Treasury Rate plus 25 basis points, in the case of the 2016 notes, and 30 basis points, in the case of the 2021 notes, plus in each case accrued and unpaid interest to the date of redemption, if any.</p> <p>Commencing on October 15, 2020 (three months prior to their maturity date), we may redeem the 2021 notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the 2021 notes being redeemed plus accrued and unpaid interest to the redemption date. See Description of Notes Optional Redemption.</p>
Repurchase Upon Change of Control	<p>Upon the occurrence of a change of control of us that results in a downgrade of the notes below an investment grade rating by at least two of the three of Moody's Investors Service Inc., Standard & Poor's Ratings Services and Fitch Ratings Inc., we will, in certain circumstances, be required to make an offer to purchase each of the then outstanding 2016 notes and the 2021 notes at a price equal to 101% of the principal amount of the 2016 notes and 2021 notes to be repurchased, respectively, plus any accrued and unpaid interest to the date of repurchase, if any. See Description of Notes Repurchase Upon a Change of Control.</p>
Ranking	<p>The notes will be:</p> <p>general unsecured obligations of ours;</p>

effectively subordinated in right of payment to all existing and any future secured indebtedness of ours, including indebtedness of ours under our credit agreement, to the extent of the value of assets securing such indebtedness, and to all existing and any future liabilities of our subsidiaries;

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equal in right of payment with all existing and any future unsecured, unsubordinated indebtedness of ours; and

senior in right of payment to all existing and any future subordinated indebtedness of ours.

Covenants

The indenture governing the notes will contain certain covenants that will, among other things, limit our and our subsidiaries' ability to create or incur certain liens and engage in sale and leaseback transactions. In addition, the indenture will also limit our ability to consolidate, merge, sell, convey, transfer, lease or otherwise dispose of all or substantially all of our property and assets.

These covenants are subject to important exceptions and qualifications, as described in the sections titled "Description of Notes—Certain Covenants Limitations on Liens," "Limitation on Sale and Leaseback Transactions" and "Merger, Consolidation or Sale of Assets" in this prospectus supplement.

Sinking Fund

None.

Form and Denomination of Notes

The notes of each series will initially be represented by one or more global notes which will be deposited with a custodian for, and registered in the name of a nominee of, The Depository Trust Company ("DTC"). Indirect holders trading their beneficial interests in the global notes through DTC must trade in DTC's same-day funds settlement system and pay in immediately available funds. The notes may only be withdrawn from DTC in the limited situations described in "Description of Notes—Book-Entry System—Certificated Notes."

The notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Use of Proceeds

We expect to receive net proceeds of approximately \$790 million from the sale of the notes, after deducting underwriting discounts and the offering expenses payable by us. We intend to use the net proceeds of this offering for general corporate purposes, which may include the repayment of existing indebtedness. See "Use of Proceeds."

Further Issues

We may from time to time, without notice or consent of the holders of any series of notes, create and issue additional notes having the same terms and conditions (except for the issue date, the public offering price, and if applicable, the first interest payment date) as the 2016 notes or the 2021 notes, in each case, so that such issue shall be consolidated and form a single series with the outstanding 2016 notes or 2021 notes, as the case may be.

No Listing

We do not intend to list the notes on any securities exchange or automated dealer quotation system. The notes will be new securities for which there

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currently is no public market. See Risk Factors Risks Relating to the Notes Active trading markets may not develop for the notes in this prospectus supplement.

Trustee

U.S. Bank National Association.

Risk Factors

Investing in the notes involves risks. See Risk Factors beginning on page S- 7 and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 before considering an investment in the notes.

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The following summary historical financial information as of and for the years ended December 31, 2009, 2008 and 2007 is derived from our audited financial statements for such years, which are incorporated by reference in this prospectus supplement and the accompanying prospectus. The following summary historical financial information as of and for the nine months ended September 30, 2010 and 2009 is derived from our unaudited consolidated financial statements for such periods, which are incorporated by reference in this prospectus supplement and the accompanying prospectus. These unaudited financial statements have been prepared on a basis consistent with our audited consolidated financial statements, and in the opinion of management, the unaudited financial information includes all adjustments, consisting only of normal recurring adjustments, that are necessary for a fair presentation of our financial position and results of operations for these periods. The operating results for the nine months ended September 30, 2010 are not necessarily indicative of the results that may be expected for the full year or for any other interim period. This summary financial information is qualified by reference to, and should be read in conjunction with, our historical consolidated financial statements, including the related notes thereto in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010, both of which are incorporated by reference herein.

	For the Nine Months Ended September 30,		For the Years Ended December 31,		
	2010	2009	2009	2008	2007
	(In thousands)				
Statement of Earnings:					
Revenues	\$ 2,655,757	\$ 2,409,229	\$ 3,280,344	\$ 1,620,323	\$ 1,281,747
Cost of revenues	857,259	866,912	1,173,057	592,696	467,139
Purchased intangibles amortization	210,353	213,217	282,562	86,875	98,721
Gross profit	1,588,145	1,329,100	1,824,725	940,752	715,887
Operating expenses:					
Sales, general and administrative	753,178	734,125	987,116	499,312	416,099
Research and development	266,754	244,843	337,099	142,505	115,833
Purchased in-process research and development	1,650		1,692	93,287	
Business consolidation costs	66,426	79,635	112,943	38,647	5,635
Total operating expenses	1,088,008	1,058,603	1,438,850	773,751	537,567
Operating income	500,137	270,497	385,875	167,001	178,320
Other income (expense):					
Interest income	3,588	3,092	4,698	24,595	27,961
Interest expense	(116,033)	(145,628)	(192,911)	(85,061)	(67,417)
Loss on extinguishment of debt	(54,185)	(6,814)	(12,478)		
Gain on divestiture of equity investments	37,260				
Other income (expense), net	(6,248)	2,190	9,362	5,704	332

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Total other income (expense), net	(135,618)	(147,160)	(191,329)	(54,762)	(39,124)
Income before provision for income taxes	364,519	123,337	194,546	112,239	139,196
Income tax provision	(57,229)	(27,655)	(49,952)	(107,883)	(32,958)
Net income from continuing operations	307,290	95,682	144,594	4,356	106,238
Net income from discontinued operations (net)				1,358	12,911
Net Income	307,290	95,682	144,594	5,714	119,149
Net loss attributable to noncontrolling interest	324				
Net income attributable to Life Technologies	\$ 307,614	\$ 95,682	\$ 144,594	\$ 5,714	\$ 119,149

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	For the Nine Months Ended September 30,		For the Years Ended December 31,		
	2010	2009	2009	2008	2007
	(In thousands)				
Financial and Statistical Data (end of period):					
Cash and cash equivalents	\$ 502,902		\$ 596,587	\$ 335,930	
Short-term investments	15,470		10,766		
Property and equipment, net	832,359		829,032	748,056	
Total assets	8,507,116		9,115,740	8,898,759	
Long-term debt, excluding current portion	1,925,709		2,620,089	3,396,420	
Total equity	4,567,418		4,026,668	3,456,538	

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth the ratios of earnings to fixed charges for Life Technologies for the periods indicated.