

QUIDEL CORP /DE/
Form 8-K
January 05, 2007

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): **December 29, 2006**

QUIDEL CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-10961
(Commission
File Number)

94-2573850
(IRS Employer
Identification No.)

10165 McKellar Court
San Diego, California
(Address of Principal Executive Offices)

92121
(Zip Code)

Registrant's telephone number, including area code: **(858) 552-1100**

Not Applicable

(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 (see General Instruction A.2. below):

- Written communications 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))

Item 1.01 **Entry into a Material Definitive Agreement.**

Quidel Corporation (the Company) entered into the Amended and Restated Rights Agreement, dated December 29, 2006, (the Second Amended and Restated Rights Agreement) with American Stock Transfer & Trust Company, as Rights Agent. The Second Amended and Restated Rights Agreement extends the Final Expiration Date (as defined in the Second Amended and Restated Rights Agreement) from the original date of December 30, 2006 (as provided in the Amended and Restated Rights Agreement, dated as of May 24, 2002) to December 31, 2011 and contains other clarifying or immaterial revisions.

The description of the Second Amended and Restated Rights Agreement provided above is qualified in its entirety by reference to the full text of the Second Amended and Restated Rights Agreement, which is attached hereto as Exhibit 4.1 and incorporated into this Item 1.01 by reference.

Item 3.03 **Material Modification to Rights of Security Holders.**

The information set forth in Item 1.01 of this Form 8-K is hereby incorporated into this Item 3.03 by reference.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits:

The following exhibit is filed with this current report on Form 8-K:

| Exhibit Number | Description of Exhibit |
|----------------|--|
| 4.1 | Amended and Restated Rights Agreement, dated December 29, 2006, between Quidel Corporation and American Stock Transfer & Trust Company, as Rights Agent. |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 5, 2007

QUIDEL CORPORATION

By: /s/ Paul E. Landers
Name: Paul E. Landers
Its: Senior Vice President, Chief Financial Officer
and Secretary

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EXHIBIT INDEX

Exhibit
Number

Description of Exhibit

4.1 Amended and Restated Rights Agreement, dated December 29, 2006, between Quidel Corporation and American Stock Transfer & Trust Company, as Rights Agent.

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