

IDEXX LABORATORIES INC /DE

Form 8-K

May 05, 2011

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): May 4, 2011

IDEXX LABORATORIES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-19271
(Commission File Number)

01-0393723
(IRS Employer Identification
No.)

One IDEXX Drive, Westbrook, Maine
(Address of principal executive offices)

04092
(ZIP Code)

207.556.0300
(Registrant's telephone number, including area code)

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. to Form 8-K):

- 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 5.07 Submission of Matters to a Vote of Security Holders.

- (a) The Annual Meeting of Stockholders (the “Annual Meeting”) of IDEXX Laboratories, Inc. (the “Company”) was held on May 4, 2011.
- (b) The Company’s stockholders elected each of the Company’s two nominees for Class II director; approved the nonbinding advisory resolution on the Company’s executive compensation programs; approved, by nonbinding advisory vote, holding future advisory votes once every year; and ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the 2011 fiscal year.

Proposal 1: Election of Directors

Nominees	Votes For	Votes Withheld	Broker Nonvotes
Thomas Craig	47,314,058	414,710	0
Rebecca M. Henderson, PhD	47,600,030	128,738	0

Proposal 2: Advisory Vote on Executive Compensation

For	44,017,531
Against	1,144,812
Abstain	2,566,425
Broker Nonvotes	6,347,968

Proposal 3: Advisory Vote on the Frequency of Advisory Vote on Executive Compensation

One Year	42,273,177
Two Years	275,226
Three Years	2,684,878
Abstain	2,536,985
Broker Nonvotes	6,306,470

Proposal 4: Ratification of Appointment of Independent Registered Public Accounting Firm

For	53,794,082
Against	193,561
Abstain	47,594
Broker Nonvotes	41,499

- (d) With respect to Proposal 3 above, the option to hold future advisory votes once every year received a majority of the votes cast at the Annual Meeting. Based on this result, the Company's Board of Directors intends to hold an advisory vote on the Company's executive compensation programs once every year until the next required vote on the frequency of stockholder votes on the compensation of executives, which will occur no later than our 2017 Annual Meeting.

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.

IDEXX LABORATORIES, INC.

Date: May 5, 2011

By: /s/ Conan R. Deady
Conan R. Deady
Corporate Vice President, General
Counsel
and Secretary

POSITIVE POWER

0

10

SHARED DISPOSITIVE POWER

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0

14

TYPE OF REPORTING PERSON

CO

CUSIP No. 50047P104 13D Page 5 of 11 pages

NAME OF REPORTING
PERSONS

1 **IDG-Accel
China Investors II L.P.**

CHECK
THE
APPROPRIATE
2 BOX IF A
MEMBER (b) x
OF A
GROUP
3 SEC USE ONLY

4 SOURCE OF FUNDS

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OF LEGAL
PROCEEDINGS
IS
5 REQUIRED..

PURSUANT
TO ITEM
2(d) or
2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Cayman Islands

NUMBER OF SOLE
SHARES VOTING
POWER

BENEFICIALLY 7
OWNED BY

EACH 0
REPORTING 8

PERSON
WITH

SHARED
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OWNED BY EACH
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IN ROW ..
(11)
EXCLUDES
CERTAIN
SHARES

13

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14

0
TYPE OF REPORTING
PERSON

PN

CUSIP No. 50047P104 13D Page 6 of 11 pages

1 NAME OF REPORTING PERSONS

Chi Sing Ho

2 CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP SEC USE ONLY

3 SOURCE OF FUNDS

4 **OO** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

5 PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

6 NUMBER OF SHARES SOLE VOTING POWER

BENEFICIALLY OWNED BY

EACH REPORTING PERSON **0** 8 SHARED VOTING POWER

WITH

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SOLE
DISPOSITIVE
POWER

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POWER

100,409,160⁽¹⁾
AGGREGATE
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BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

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(11)
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12

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW
(11)

13

0
TYPE OF REPORTING
PERSON

14

IN

CUSIP No. 50047P104 13D Page 7 of 11 pages

NAME OF REPORTING
PERSONS

1 **Quan Zhou**

CHECK
THE
APPROPRIATE
2 BOX IF A
MEMBER (b) x
OF A
GROUP
SEC USE ONLY

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SOURCE OF FUNDS

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CHECK
BOX IF
DISCLOSURE
OF LEGAL
PROCEEDINGS
5 IS
REQUIRED

PURSUANT
TO ITEM
2(d) or 2(e)
CITIZENSHIP OR
PLACE OF
6 ORGANIZATION

**United States of
America**

SOLE
VOTING
POWER

7

8 **0**
NUMBER OF SHARED
SHARES VOTING
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

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DISPOSITIVE
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AGGREGATE
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BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

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AGGREGATE
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EXCLUDES
CERTAIN
SHARES

12

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

13

0
TYPE OF REPORTING
PERSON

14

IN

Introductory Note

This Amendment No. 4 (this “Amendment No. 4”) amends and supplements the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission (the “Commission”) on February 5, 2016, as previously amended and supplemented by amendments to Schedule 13D filed on February 17, 2016, August 26, 2016 and December 2, 2016 (as so amended, the “Original Schedule 13D”). Except as amended and supplemented herein, the information set forth in the Original Schedule 13D remains unchanged. Capitalized terms used herein have meanings as assigned thereto in the Original Schedule 13D, unless defined herein.

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended and supplemented as follows:

On March 20, 2017, an extraordinary general meeting of the shareholders of the Issuer was held at 10:00 a.m. (Beijing time) at 35th Floor, Tengda Plaza, No. 168, Xizhimenwai Street, Beijing, 100044, the People’s Republic of China. At the extraordinary general meeting, the shareholders of the Issuer authorized and approved the Merger Agreement, the plan of merger required to be filed with the Registrar of Companies of the Cayman Islands (the “Plan of Merger”) and the transactions contemplated thereby, including the Merger, and the proposal to authorize the directors to do all things necessary to give effect to the Merger Agreement.

On April 13, 2017, the Issuer and Merger Sub filed the Plan of Merger with the Registrar of Companies of the Cayman Islands, which was registered by the Registrar of Companies of the Cayman Islands as of April 13, 2017, pursuant to which the Merger became effective on April 13, 2017 (the “Effective Time”). As a result of the Merger, the Issuer ceased to be a publicly traded company and became wholly owned by Parent.

At the Effective Time, each Share issued and outstanding immediately prior to the Effective Time, other than (a) the Excluded Shares (as defined below) and (b) the Shares held by shareholders who have validly exercised and not effectively withdrawn or lost their rights to dissent from the Merger in accordance with Section 238 of the Cayman Islands Companies Law (the “Dissenting Shares”), was cancelled in consideration for the right to receive US\$0.18875 in cash per Share without interest. Each ADS issued and outstanding immediately prior to the Effective Time, other than ADSs representing the Excluded Shares, was cancelled in consideration for the right to receive US\$7.55 in cash per ADS without interest. “Excluded Shares” means, collectively, (i) the Shares held by the Rollover Shareholders to be contributed to Parent pursuant to the Contribution Agreement; (ii) the Shares held by Parent, the Issuer or any of their subsidiaries; and (iii) the Shares (including ADSs corresponding to such Shares) held by the depositary bank and reserved for issuance and allocation pursuant to the share incentive plan of the Issuer. Each of the Excluded Shares was cancelled and cease to exist at the Effective Time without payment of any consideration or distribution therefor. The Dissenting Shares were cancelled and each holder thereof is entitled to receive only the payment of the fair value of such Dissenting Shares in accordance with Section 238 of the Cayman Islands Companies Law.

In addition to the foregoing, at the Effective Time, the Issuer terminated the share incentive plans adopted by the Issuer in 2002, 2006 and 2013, respectively, and all amendments and modifications thereto (the “Share Incentive Plans”), terminated all relevant award agreements applicable to the Share Incentive Plans, cancelled all options to purchase Shares or ADSs (the “Issuer Options”) under the Share Incentive Plans that are then outstanding and unexercised, whether or not vested or exercisable, all restricted share units (the “RSUs”) that are then outstanding and unvested, and all warrants (the “Issuer Warrants”) that are then outstanding and unexercised, whether or not vested or exercisable. Each former holder of (i) such cancelled Issuer Options shall have the right to receive an amount in cash equal to the excess of US\$0.18875 over the applicable per share exercise price of such Issuer Options multiplied by the number of Shares underlying such Issuer Options, (ii) such cancelled RSUs shall have the right to receive a cash amount equal to US\$0.18875 multiplied by the number of RSUs, and (iii) such cancelled Issuer Warrants shall have the right to receive an amount in cash equal to the excess of US\$0.18875 over the applicable per share exercise price of such Issuer Warrants multiplied by the number of Shares underlying such Issuer Warrants.

Following the completion of the Merger, the Issuer will cease to have ADSs listed on any securities exchange or quotation system, including the NASDAQ Global Select Market, after the filing of Form 25. In addition, ninety (90) days after the filing of Form 15 in connection with the completion of the Merger or such shorter period as may be determined by the Commission, registration of the ADSs under the Securities Exchange Act of 1934, as amended, will be terminated.

As a result of these transactions, the Reporting Persons no longer beneficially own any Shares.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) As of the date of this Amendment, the Reporting Persons do not beneficially own any Shares or have any voting power or dispositive power over any Shares.

(c) Except as described herein, none of the Reporting Persons has effected any transaction in the Shares during the 60-day period prior to the filing of this Amendment.

(d) Not applicable.

(e) April 13, 2017

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 14, 2017

IDG-ACCEL CHINA
GROWTH FUND II L.P.

By: /s/ Quan Zhou
Name: Quan Zhou
Title: Authorised Signatory

IDG-ACCEL CHINA
GROWTH FUND II
ASSOCIATES L.P.

By: /s/ Quan Zhou
Name: Quan Zhou
Title: Authorised Signatory

IDG-ACCEL CHINA
INVESTORS II L.P.

By: /s/ Quan Zhou
Name: Quan Zhou
Title: Authorised Signatory

IDG-ACCEL CHINA
GROWTH FUND GP II
ASSOCIATES LTD.

By: /s/ Quan Zhou
Name: Quan Zhou
Title: Authorised Signatory

CHI SING HO

By: /s/ Chi Sing Ho
Name: Chi Sing Ho

QUAN ZHOU

By: /s/ Quan Zhou
Name: Quan Zhou