

GEN PROBE INC
Form 8-K
December 07, 2006

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**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): November 29, 2006

Gen-Probe Incorporated

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of
Incorporation)

001-31279

(Commission
File Number)

33-0044608

(I.R.S. Employer
Identification No.)

**10210 Genetic Center Drive
San Diego, CA**

(Address of Principal Executive
Offices)

92121

(Zip Code)

(858) 410-8000

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

Item 9.01. Financial Statements and Exhibits.

SIGNATURE

EXHIBITS

EXHIBIT 99.1

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Item 8.01 Other Events.

On November 29, 2006, Gen-Probe Incorporated and 3M Company entered into an exclusive collaboration agreement to develop, manufacture and market innovative nucleic acid tests to enhance food safety and increase the efficiency of testing for food manufacturers.

A copy of the press release we issued with respect to the execution of the agreement is furnished with this current report as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is furnished with this Current Report:

99.1 Press Release dated December 6, 2006

Forward-Looking Statements

Any statements in this Current Report on Form 8-K about Gen-Probe's expectations, beliefs, plans, objectives, 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, will, expect, anticipate, estimate, intend, plan and would. For example, statements concerning new food testing products and customer adoption are forward-looking statements. Forward-looking statements are not guarantees of performance. They involve known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to differ materially from those expressed or implied by any forward-looking statement. Some of the risks, uncertainties and assumptions that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include but are not limited to: (i) the risk that development efforts may not be timely or successful, (ii) the possibility that new products will not be competitive or gain market acceptance, and (iii) the risk that collaborations cannot be maintained. The foregoing describes some, but not all, of the factors that could affect our ability to achieve results described in any forward-looking statements. For additional information about risks and uncertainties and a discussion of our financial statements and footnotes, see documents we file with the SEC, including our most recent annual report on Form 10-K and all subsequent periodic reports. We assume no obligation and expressly disclaim any duty to update any forward-looking statement to reflect events or circumstances after the date of this Current Report on Form 8-K or to reflect the occurrence of subsequent events.

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SIGNATURE

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.

Date: December 7, 2006

GEN-PROBE INCORPORATED

By: /s/ R. William Bowen

R. William Bowen
Vice President, General Counsel and Corporate Secretary

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EXHIBITS

| Exhibit Number | Description |
|---------------------------|--------------------------------------|
| 99.1 | Press Release dated December 6, 2006 |