

GEN PROBE INC  
Form 8-K/A  
December 16, 2009

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

**FORM 8-K/A  
(Amendment No. 1)  
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 10, 2009**

**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**  
**SanDiego, 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):

- 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))

On December 15, 2009, Gen-Probe Incorporated (the Company ) filed a Current Report on Form 8-K (the Original Form 8-K ), under Items 8.01 and 9.01, to report the amendment and restatement of the Company s Corporate Governance Guidelines (the Governance Guidelines ). However, the version of the Governance Guidelines filed with the Original Form 8-K was filed in error. Accordingly, the Company is filing this Amendment No. 1 on Form 8-K/A to file a copy of the correct version of the Governance Guidelines, which supersedes in its entirety Exhibit 99.1 to the Original Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibit is filed with this Current Report on Form 8-K/A:

99.1 Gen-Probe Incorporated Corporate Governance Guidelines

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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 16, 2009

GEN-PROBE INCORPORATED

By: /s/ R. William Bowen  
R. William Bowen  
Senior Vice President, General Counsel  
and  
Corporate Secretary

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**EXHIBITS**

**Exhibit**

**Number Description**

99.1 Gen-Probe Incorporated Corporate Governance Guidelines