

INVITROGEN CORP  
Form 8-K  
November 15, 2004

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## SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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### FORM 8-K

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#### 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 8, 2004

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## INVITROGEN CORPORATION

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-25317**  
(Commission File No.)

**33-0373077**  
(IRS Employer  
Identification No.)

**1600 Faraday Avenue, Carlsbad, CA**  
(Address of principal executive offices)

**92008**  
(Zip Code)

Registrant's telephone number, including area code: (760) 603-7200

Not Applicable

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(Former name or former address, if changed since last report)

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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))
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**Item 1.01 Entry Into A Material Definitive Agreement.**

- (1) On November 8, 2004, the Company adopted its Executive Officer Severance Plan And Summary Plan Description, effective as of November 1, 2004. The Executive Officer Severance Plan provides benefits to certain officers of the Company, including its named executive officers, in the event such officer is terminated without cause, as defined in the Executive Officer Severance Plan.
  
- (2) In the event that the Company terminates one of the covered employees, that employee will be entitled to receive twelve months severance pay, a prorated Incentive Compensation Plan bonus, six months time to exercise any vested equity awards, nine months of outplacement assistance and twelve months continued health and dental benefits under COBRA, paid by the Company. In order to receive the benefits, the covered executive must execute and not a revoke a Confidential Separation Agreement and General Release of All Claims in a form acceptable to Invitrogen, that contains among other provisions, a 12-month noncompetition and nonsolicitation of customers and/or employees provision.

<u>Exhibit</u>	<u>Description</u>
10.80	Executive Officer Severance Plan and Summary Plan Description.

**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.

**Invitrogen Corporation**

Date: November 12, 2004

By: /s/ David F. Hoffmeister

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David F. Hoffmeister

Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
10.80	Executive Officer Severance Plan and Summary Plan Description.