

Life Technologies Corp  
Form 4  
February 04, 2014

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GRIMM DONALD W**

(Last) (First) (Middle)

**5791 VAN ALLEN WAY**

(Street)

**CARLSBAD, CA 92008**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**Life Technologies Corp [LIFE]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**02/03/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                          |                                         |                                                             |                                      |                                                          |                                                                |                                                                     |

## Edgar Filing: Life Technologies Corp - Form 4

|                        | Derivative Security |            | Code | V | or Disposed of (D)<br>(Instr. 3, 4, and 5) |        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|------------------------|---------------------|------------|------|---|--------------------------------------------|--------|------------------|-----------------|--------------|----------------------------|
|                        |                     |            |      |   | (A)                                        | (D)    |                  |                 |              |                            |
| Restricted Stock Units | (1)                 | 02/03/2014 | D    |   |                                            | 3,053  | 04/24/2014       | 04/24/2023      | Common Stock | 3,053                      |
| Restricted Stock Units | (1)                 | 02/03/2014 | D    |   |                                            | 4,888  | 04/26/2013       | 04/26/2022      | Common Stock | 4,888                      |
| Restricted Stock Units | (1)                 | 02/03/2014 | D    |   |                                            | 4,021  | 04/28/2012       | 04/28/2021      | Common Stock | 4,021                      |
| Restricted Stock Units | (1)                 | 02/03/2014 | D    |   |                                            | 6,033  | 04/30/2010       | 04/30/2019      | Common Stock | 6,033                      |
| Restricted Stock Units | (1)                 | 02/03/2014 | D    |   |                                            | 3,742  | 04/30/2009       | 04/30/2018      | Common Stock | 3,742                      |
| Restricted Stock Units | (1)                 | 02/03/2014 | D    |   |                                            | 5,228  | 04/19/2008       | 04/19/2017      | Common Stock | 5,228                      |
| Restricted Stock Units | (1)                 | 02/03/2014 | D    |   |                                            | 2,000  | 04/24/2007       | 04/24/2016      | Common Stock | 2,000                      |
| Restricted Stock Units | (1)                 | 02/03/2014 | D    |   |                                            | 2,000  | 04/21/2006       | 04/21/2015      | Common Stock | 2,000                      |
| Stock Options          | \$ 36.18            | 02/03/2014 | D    |   |                                            | 20,000 | 04/30/2005       | 04/30/2014      | Common Stock | 20,000                     |
| Stock Options          | \$ 35.53            | 02/03/2014 | D    |   |                                            | 14,000 | 04/21/2006       | 04/21/2015      | Common Stock | 14,000                     |
| Stock Options          | \$ 31.86            | 02/03/2014 | D    |   |                                            | 14,000 | 04/24/2007       | 04/24/2016      | Common Stock | 14,000                     |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| GRIMM DONALD W                 | X             |           |         |       |

5791 VAN ALLEN WAY  
CARLSBAD, CA 92008

## Signatures

John Cottingham, attorney-in-fact for Mr.  
Grimm

02/04/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- On February 3, 2014, Thermo Fisher Scientific Inc., a Delaware corporation ("Thermo Fisher"), acquired the issuer pursuant to that certain merger agreement between issuer, Thermo Fisher and Polpis Merger Sub Co., a Delaware corporation and wholly owned subsidiary of Thermo Fisher ("Merger Sub"), dated as of April 14, 2013 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the issuer (the "Merger"), with the issuer surviving the Merger as a wholly owned subsidiary of Thermo Fisher. At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$76.1311786 in cash (the "per-share merger consideration"). In addition, all
- (1) outstanding options, performance restricted stock units and service-based restricted stock units were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration (less the exercise price in the case of options), payable without interest and less any required withholding taxes (other than certain service-based restricted stock units that were assumed by Thermo Fisher at the effective time of the Merger and converted into the right to receive a cash payment equal to the per-share merger consideration, which will vest and become payable following the effective time of the Merger in accordance with their original terms). The Merger is more fully described in the issuer's Proxy Statement filed with the SEC on July 22, 2013.
- (2) These service-based Restricted Stock Units were assumed by Thermo Fisher at the effective time of the Merger and converted into the right to receive a cash payment equal to the per-share merger consideration, which will vest and become payable following the effective time of the Merger in accordance with their original terms.
- (3) These Stock Options were canceled at the effective time of the Merger (whether vested or unvested) in exchange for a cash payment equal to the per-share merger consideration, less the exercise price of the option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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