

Life Technologies Corp  
Form S-8  
May 01, 2009

As filed with the Securities and Exchange Commission on May 1, 2009

Registration No. 333-\_\_\_\_\_

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**LIFE TECHNOLOGIES CORPORATION**

(Exact name of Registrant as specified in its charter)

5791 Van Allen Way

Delaware  
(State of Incorporation)

Carlsbad, California 92008  
(Address of Principal Executive Offices)

33-0373077  
(I.R.S. Employer Identification No.)

Invitrogen Corporation 1998 Employee Stock Purchase Plan (as Amended Through April 30, 2009)

(Full Title of the Plan)

**John A. Cottingham, Esq.**

**Chief Legal Officer and Secretary**

**Life Technologies Corporation**

**5791 Van Allen Way**

**Carlsbad, California 92008**

**(760) 603-7200**

(Name, address, and telephone number of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
 (Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of
				registration fee
Shares of Common Stock, par value \$0.01 per share	4,662,273	\$25.91	\$120,809,984	\$6,741.20

(1) The securities to be registered include 662,273 previously authorized shares, and 4,000,000 additional shares approved by the stockholders on April 30, 2009, of common stock, \$0.01 par value ( Common Stock ), of Life Technologies Corporation (the Registrant ) issuable pursuant to the Invitrogen Corporation 1998 Employee Stock Purchase Plan (as amended through April 30, 2009) (the Plan ). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.

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- (2) Estimated pursuant to Rule 457 solely for purposes of calculating the registration fee based upon 85% of the average of the high and low prices of the Registrant's Common Stock on April 24, 2009, as reported on the NASDAQ GlobalSelect Market.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8**

The contents of the Registration Statements on Form S-8 previously filed with respect to the Plan and listed below are incorporated by reference herein.

Form S-8 (SEC File No. 333-74061), Filed March 8, 1999

Form S-8 (SEC File No. 333-36606), Filed May 9, 2000

Form S-8 (SEC File No. 333-112495), Filed September 19, 2000

Form S-8 (SEC File No. 333-112495), Filed February 5, 2004

Form S-8 (SEC File No. 333-115447), Filed May 13, 2004

**Item 8. Exhibits.**

See Exhibit Index.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carlsbad, State of California, on May 1, 2009.

LIFE TECHNOLOGIES CORPORATION

By: /s/ David F. Hoffmeister  
David F. Hoffmeister  
Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John A. Cottingham and David Szekeres, or either of them, acting individually and without the other, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement on Form S-8, including any and all post-effective amendments and amendments thereto, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Gregory T. Lucier Gregory T. Lucier	Chairman and Chief Executive Officer (Principal Executive Officer)	May 1, 2009
/s/ David F. Hoffmeister David F. Hoffmeister	Chief Financial Officer (Principal Financial Officer)	May 1, 2009
/s/ Kelli A. Richard Kelli A. Richard	Vice President, Finance (Principal Accounting Officer)	May 1, 2009
/s/ George F. Adam George F. Adam, Jr.	Director	May 1, 2009
/s/ Raymond V. Dittamore Raymond V. Dittamore	Director	May 1, 2009
/s/ Donald W. Grimm Donald W. Grimm	Director	May 1, 2009
/s/ Balakrishnan S. Iyer Balakrishnan S. Iyer	Director	May 1, 2009
/s/ Arnold J. Levine Arnold J. Levine, Ph.D	Director	May 1, 2009
/s/ William H. Longfield William H. Longfield	Director	May 1, 2009
/s/ Bradley G. Lorimer Bradley G. Lorimer	Director	May 1, 2009

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/s/ Per A. Peterson	Director	May 1, 2009
Per A. Peterson, Ph.D.		
/s/ Ronald A. Matricaria	Director	May 1, 2009
Ronald A. Matricaria		
/s/ W. Ann Reynolds	Director	May 1, 2009
W. Ann Reynolds, Ph.D.		

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/s/ William S. Shanahan                      Director                      May 1, 2009

William S. Shanahan

/s/ David C. U Prichard                      Director                      May 1, 2009

David C. U Prichard, Ph.D.



**EXHIBIT INDEX**

- 4.1 Restated Certificate of Incorporation, as amended (1)
  - 4.2 Third Amended and Restated Bylaws (2)
  - 5.1 Opinion of DLA Piper LLP (US)
  - 23.1 Consent of Counsel (included in Exhibit 5.1)
  - 23.2 Consent of Independent Registered Public Accounting Firm
  - 24 Power of Attorney (included in signature pages to this Registration Statement)
  - 99.1 Invitrogen Corporation 1998 Employee Stock Purchase Plan (as amended through April 30, 2009) (3)
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- (1) Incorporated by reference to Exhibit 3.1 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008 (SEC File No. 000-25317), as filed on March 2, 2009.
  - (2) Incorporated by reference to Exhibit 3.2 of the Registrant's Annual Report on Form 10-K/A for the year ended December 31, 2008 (SEC File No. 000-25317), as filed on March 11, 2009.
  - (3) Incorporated by reference to Appendix A of the Registrant's Proxy Statement for the 2009 annual meeting of stockholders on Form DEF14A (SEC File No. 000-25317), as filed on March 20, 2009.