

HOLOGIC INC
Form 8-K/A
October 23, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

Current Report Pursuant

to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 22, 2007

HOLOGIC, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

0-18281
(Commission File Number)

04-2902449
(I.R.S. Employer Identification No.)

35 Crosby Street, Bedford, MA
(Address of Principal Executive Offices)

01730
(Zip Code)

(781) 999-7300

(Registrant's Telephone Number, Including Area Code)

(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))
-

EXPLANATORY NOTE: This Amendment (the Amendment) amends the Current Report on Form 8-K of Hologic, Inc., a Delaware corporation (the Company) originally filed on October 22, 2007 (the Original Filing). The Company has filed this Amendment to include corrected copies of Exhibits 3.2 and 10.1 referenced in the Original Filing.

The Second Amended and Restated Bylaws of the Company filed as Exhibit 3.2 to the Original Filing did not, due to a clerical error, reflect an amendment to Section 1.6 of the bylaws, which amendment was approved by the board of directors on June 20, 2007. The amended Section 1.6 provides for the submission of proxies by means of electronic transmission.

The Credit and Guaranty Agreement dated as of October 22, 2007 among the Company and its domestic subsidiaries, excluding the subsidiaries which are Massachusetts securities corporations, with Goldman Sachs Credit Partners L.P. and Banc of America Securities LLC, as Joint Lead Arrangers; Bank of America, N.A., as Syndication Agent; Goldman Sachs Credit Partners L.P., as Administrative Agent and Collateral Agent; and Citicorp North America, Inc., JPMorgan Chase Bank, N.A., RBS Citizens, National Association and Fifth Third Bank, an Ohio Corporation, as Co-Documentation Agents, and each lender from time to time party thereto filed as Exhibit 10.1 to the Original Filing did not, due to a clerical error, reflect the correct definition of Revolving Commitment Termination Date in Section 1.1.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, the complete and correct copies of Exhibits 3.2 and 10.1 are included herewith. The remainder of the Original Filing is unchanged and is not reproduced in this Amendment.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

The following exhibits are filed herewith:

EXHIBIT NO.	DESCRIPTION
3.1(2)	Certificate of Amendment to Certificate of Incorporation of Hologic.
3.2(1)	Second Amended and Restated Bylaws of Hologic.
4.1(2)	Indenture dated March 22, 2004 by and between Cytyc and U.S. Bank Trust National Association, as trustee thereunder.
4.2(2)	First Supplemental Indenture dated October 22, 2007 by and among Cytyc, Hologic and U.S. Bank Trust National Association, as trustee thereunder.
10.1(1)	Credit and Guaranty Agreement dated as of October 22, 2007 among Hologic and its domestic subsidiaries, excluding the subsidiaries which are Massachusetts securities corporations, with Goldman Sachs Credit Partners L.P. and Banc of America Securities LLC, as Joint Lead Arrangers; Bank of America, N.A., as Syndication Agent; Goldman Sachs Credit Partners L.P., as Administrative Agent and Collateral Agent; and Citicorp North America, Inc., JPMorgan Chase Bank, N.A., RBS Citizens, National Association and Fifth Third Bank, an Ohio Corporation, as Co-Documentation Agents, and each lender from time to time party thereto.
10.2(2)	Pledge and Security Agreement among Hologic, Goldman Sachs Credit Partners L.P., as Collateral Agent thereunder and the other parties therein named dated as of October 22, 2007.
10.3(2)	Open End Mortgage Deed, Security Agreement, Assignment of Rents and Leases and Fixture Filing for 36 Apple Ridge Road, Danbury, Connecticut dated as of October 22, 2007.

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EXHIBIT NO.	DESCRIPTION
10.4(2)	Open End Mortgage Deed, Security Agreement, Assignment of Rents and Leases and Fixture Filing for 37 Apple Ridge Road, Danbury, Connecticut dated as of October 22, 2007.
10.5(2)	Mortgage, Security Agreement, Assignment of Rents and Leases and Fixture Filing for 35 Crosby Drive, Bedford, Massachusetts dated as of October 22, 2007.
10.6(2)	Office Lease dated December 31, 2003 between Cytac Corporation and Marlborough Campus Limited Partnership.
10.7(2)	Lease Guaranty dated October 22, 2007 between Bel Marlborough I LLC and Hologic, as guarantor thereunder.
10.8(2)	Form of Indemnification Agreement for Directors and Certain Officers of Hologic.
10.9(2)	Form of Restricted Stock Agreement.
10.10(2)	Second Retention Agreement with Robert A. Cascella dated as of October 22, 2007.
10.11(2)	Amended and Restated Retention and Severance Agreement with Patrick J. Sullivan dated as of August 17, 2007 and effective on October 22, 2007.
10.12(2)	Amended and Restated Change of Control Agreement with Patrick J. Sullivan dated as of August 17, 2007 and effective on October 22, 2007.
10.13(2)	Restricted Stock Grant Agreement with Patrick J. Sullivan dated as of October 22, 2007.
10.14(2)	Separation and Release Agreement with Daniel J. Levangie dated as of October 22, 2007.
10.15(2)	Hologic's Senior Executive Short-Term Incentive Plan.
10.16(2)	Amendment No. 1 to Second Amended and Restated 1999 Equity Incentive Plan.
10.17(2)	Amendment No. 2 to Second Amended and Restated 1999 Equity Incentive Plan.
10.18(2)	Restricted Stock Grant Agreement with Patrick J. Sullivan dated as of October 22, 2007.
14.1(2)	Code of Ethics for Senior Financial Officers.
99.1(2)	Press Release issued by Hologic on October 22, 2007.

(1) Filed herewith.

(2) Previously furnished with the Current Report on Form 8-K filed with the Securities and Exchange Commission on October 22, 2007.

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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, thereunto duly authorized.

Dated: October 23, 2007

HOLOGIC, INC.

By: /s/ Glenn P. Muir
Glenn P. Muir, Chief Financial Officer,

Executive Vice President, Finance and Treasurer

EXHIBIT INDEX

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"2%" valign="bottom" style="padding:0in 0in 0in 0in;width:2.0%;">

3.953%

7/27/37

D

2,535,563

2,072

Residential Funding Mortgage Securities I Inc., Mortgage Pass-Through Certificates, Series 2006-SA3

3.924%

9/25/36

D

1,688,988

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3,699

Residential Funding Mortgage Securities I, Mortgage Pass-Through Certificates, Series 2007-SA2

3.212%

4/25/37

Caa2

3,110,960

3,956

Residential Funding Mortgage Securities I, Mortgage Pass-Through Certificates, Series 2007-SA2

3.212%

4/25/37

Caa2

3,327,502

3,317

Residential Funding Mortgage Securities I, Mortgage Pass-Through Securities Series 2006-S1

5.750%

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1/25/36

Caa3

2,704,600

2,530

Residential Funding Mortgage Securities I, Mortgage Pass-Through Securities Series 2006-S1

3.361%

2/25/36

Caa2

2,176,186

2,524

Residential Funding Mortgage Securities Inc. Mortgage Pass-Through Certificates Series 2006-SA2

3.777%

8/25/36

D

2,096,052

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	6,246
Sequoia Mortgage Trust, Mortgage Pass-Through Certificates, Series 2007-1, (3)	
	2.523%
	2/20/47
	CCC
	5,204,441
	1,025
Sierra Receivables Funding Company, Series 2011-1A, 144A	
	6.190%
	4/20/26
	BB
	1,051,363
	400
SMA Issuer LLC 2012-LV1, 144A	
	3.500%
	10

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8/20/25

Baa3

400,824

953

Soundview Home Equity Loan Trust 2004-WMC1 M1

0.940%

1/25/35

BB+

851,763

5,946

Structured Adjustable Rate Mortgage Loan Pass-Through Trust, Series 2007-6 2A1, (3)

0.380%

7/25/37

CCC

4,369,663

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3,552

SunTrust Adjustable Rate Mortgage Loan Trust, Mortgage Pass-Through Certificate Series 2007-2

2.972%

4/25/37

D

2,893,830

834

SunTrust Adjustable Rate Mortgage Loan Trust, Mortgage Pass-Through Certificate Series 2007-4

5.650%

10/25/37

Caa1

754,516

1,931

SunTrust Adjustable Rate Mortgage Loan Trust, Mortgage Pass-Through Certificate Series 2007-4

3.318%

12

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10/25/37

Caa1

1,739,008

5,585

SunTrust Adjustable Rate Mortgage Loan Trust, Mortgage Pass-Through Certificates, Series 2007-1, (3)

2.959%

2/25/37

D

4,591,160

3,842

TAL Advantage LLC, Series 2013-1A A, 144A

2.830%

2/22/38

A

3,715,667

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3,019

Thornburg Mortgage Securities Trust, Mortgage Loan Pass-Through Certificates, Series 2005-1, (3)

2.429%

4/25/45

A+

3,025,452

4,200

Wachovia Bank Commercial Mortgage Trust, Commercial Mortgage Pass-Through Certificates, Series 2007-C30, (3)

5.413%

12/15/43

B

4,006,787

3,825

Wachovia Commercial Mortgage Trust, Pass-Through Certificates, Series 2005-C21, 144A

5.241%

14

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10/15/44

BB

3,726,063

2,197

Washington Mutual Mortgage Pass-Through Certificates Trust 2006-AR14

2.377%

11/25/36

D

1,822,281

3,195

Washington Mutual Mortgage Pass-Through Certificates, Series 2006-AR

5.000%

1/25/37

D

2,532,093

15

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2,068

Washington Mutual Mortgage Pass-Through Certificates, Series 2007-HY6

5.452%

6/25/37

D

1,768,091

2,978

Washington Mutual Mortgage Securities Corporation, Mortgage Pass-Through Certificates, Series 2006-5

6.000%

7/25/36

Ca

2,162,467

6,925

Washington Mutual Mortgage Securities Corporation, Pass-Through Certificates, Series 2006-AR, (3)

4.812%

16

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12/25/36

D

5,451,609

5,022

Washington Mutual Mortgage Securities Corporation, Pass-Through Certificates, Series 2006-AR, (3)

2.373%

12/25/36

D

4,204,374

4,707

Wells Fargo Alternative Loan Trust, Mortgage Asset Backed Pass-Through Certificates, Series 2007-PA2

6.000%

6/25/37

D

4,236,752

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	3,161
Wells Fargo Alternative Loan Trust, Mortgage Asset-Backed Pass-Through Certificates Series 2007-PA6	
	2.877%
	12/25/37
	D
	2,466,246
	1,727
Wells Fargo Alternative Loan Trust, Mortgage Asset-Backed Pass-Through Certificates, Series 2007-PA1	
	6.000%
	3/25/37
	Caa3
	1,447,233
	614
Wells Fargo Mortgage Backed Securities Trust 2006-AR17, Mortgage Pass-Through Certificates	
	2.631%
	18

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10/25/36

D

553,824

1,047

Wells Fargo Mortgage Backed Securities Trust, Mortgage Pass-Through Certificate Series 2006-AR14

2.637%

10/25/36

Caa2

913,432

354

Wells Fargo Mortgage Backed Securities Trust, Mortgage Pass-Through Certificates Series 2006-AR16

3.086%

10/25/36

CCC

318,969

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	4,044
Wells Fargo Mortgage Backed Securities Trust, Mortgage Pass-Through Certificates, Series 2007-AR8	
	6.085%
	11/25/37
	Caa2
	3,564,144
	6,405
Wells Fargo Mortgage Backed Securities, Collateralized Mortgage Obligation, Series 2007-AR7 A1, (3)	
	2.921%
	12/25/37
	Caa3
	5,640,440
	4,943
Wells Fargo Mortgage Securities Trust, Mortgage Pass-Through Certificates, Series 2006-AR10	
	2.694%
	20

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7/25/36

D

4,416,444

341

Wells Fargo Mortgage Securities Trust, Mortgage Pass-Through Certificates, Series 2006-AR12

5.989%

9/25/36

Caa1

306,199

764

Wells Fargo Mortgage Securities Trust, Mortgage Pass-Through Certificates, Series 2006-AR12

3.010%

9/25/36

Caa2

689,399

21

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1,508

Wells Fargo Mortgage Securities Trust, Mortgage Pass-Through Certificates, Series 2006-AR8

2.720%

4/25/36

D

1,397,426

2,184

Wells Fargo Mortgage Securities Trust, Mortgage Pass-Through Certificates, Series 2006-AR8

2.707%

4/25/36

CC

2,084,659

841,562

Total Residential

539,843,188

\$ 841,562

Total Mortgage-Backed Securities (cost \$521,044,543)

539,843,188

Principal

Amount (000)

Description (1)

Coupon

Maturity

Ratings (2)

Value

Asset-Backed Securities - 0.5%

Wireless Telecommunication Services - 0.5%

\$ 2,065

GTP Acquisition Partners I LLC, 144A

4.704%

5/15/18

Ba3

\$ 1,989,093

\$ 2,065

Total Asset-Backed Securities (cost \$2,065,000)

1,989,093

Total Long-Term Investments (cost \$523,109,543)

541,832,281

Principal

Amount (000)

Description (1)

Coupon

Maturity

Value

Short-Term Investments - 6.0%

\$ 24,900

Repurchase Agreement with State Street Bank, dated 9/30/13, repurchase price \$24,899,522, collateralized by \$24,335,000 U.S. Treasury Notes, 2.125%, due 12/31/15, value \$25,401,554

0.000%

10/01/13

\$ 24,899,522

Total Short-Term Investments (cost \$24,899,522)

24,899,522

Total Investments (cost \$548,009,065) - 136.0%

566,731,803

Reverse Repurchase Agreements - (35.4)%

(147,624,937

)

Other Assets Less Liabilities - (0.6)%

(2,260,692

)

Net Assets - 100%

\$ 416,846,174

Investments in Derivatives as of September 30, 2013

Futures Contracts outstanding:

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Type	Contract Position	Number of Contracts	Contract Expiration	Notional Amount at Value	Unrealized Appreciation (Depreciation)
U.S. 5-Year Treasury Note	Short	(49)	12/13	\$ (5,931,297)	\$ (69,443)
U.S. 10-Year Treasury Note	Short	(33)	12/13	(4,170,891)	(72,572)
				\$(10,102,188)	\$(142,015)

Fair Value Measurements

Fair value is defined as the price that the Fund would receive upon selling an investment or transferring a liability in an orderly transaction to an independent buyer in the principal or most advantageous market for the investment. A three-tier hierarchy is used to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability. Observable inputs are based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability. Unobservable inputs are based on the best information available in the circumstances. The following is a summary of the three-tiered hierarchy of valuation input levels.

Level 1 - Inputs are unadjusted and prices are determined using quoted prices in active markets for identical securities.

Level 2 - Prices are determined using other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3 - Prices are determined using significant unobservable inputs (including management's assumptions in determining the fair value of investments).

The inputs or methodologies used for valuing securities are not an indication of the risks associated with investing in those securities. The following is a summary of the Fund's fair value measurements as of the end of the reporting period:

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	Level 1	Level 2	Level 3	Total
Long-Term Investments:				
Mortgage-Backed Securities	\$	\$539,843,188	\$	\$539,843,188
Asset-Backed Securities		1,989,093		1,989,093
Short-Term Investments:				
Repurchase Agreements		24,899,522		24,899,522
Derivatives:				
Futures Contracts*	(142,015)			(142,015)
Total	\$(142,015)	\$566,731,803	\$	\$566,589,788

* Represents net unrealized appreciation (depreciation).

Income Tax Information

The following information is presented on an income tax basis. Differences between amounts for financial statement and federal income tax purposes are primarily due to recognition of taxable income from the Feeder PPIP Funds' investments, recognition of unrealized gain or loss for tax (mark-to-market) on futures contracts and timing differences in recognizing certain gains and losses on investment transactions. To the extent that differences arise that are permanent in nature, such amounts are reclassified within the capital accounts on the Statement of Assets and Liabilities presented in the annual report, based on their federal tax basis treatment; temporary differences do not require reclassification. Temporary and permanent differences do not impact the net asset value of the Fund.

As of September 30, 2013, the cost of investments (excluding investments in derivatives) was \$559,925,310.

Gross unrealized appreciation and gross unrealized depreciation of investments (excluding investments in derivatives) as of September 30, 2013, were as follows:

Gross unrealized:	
Appreciation	\$ 26,253,123
Depreciation	(19,446,630)
Net unrealized appreciation (depreciation) of investments	 \$ 6,806,493

For Fund portfolio compliance purposes, the Fund's industry classifications refer to any one or more of the industry sub-classifications used by one or more widely recognized market indexes or ratings group indexes, and/or as defined by Fund management. This definition may not apply for purposes of this report, which may combine industry sub-classifications into sectors for reporting ease.

- (1) All percentages shown in the Portfolio of Investments are based on net assets.
- (2) Ratings: Using the highest of Standard & Poor's Group (Standard & Poors), Moody's Investors Service, Inc. (Moody's) or Fitch, Inc. (Fitch) rating. Ratings below BBB by Standard & Poor's, Baa by Moody's or BBB by Fitch are considered to be below investment grade. Holdings designated N/R are not rated by any of these national rating agencies.
- (3) Investment, or portion of investment, has been pledged to collateralize the net payment obligations for investments in reverse repurchase agreements.

I/O Interest only security.

144A Investment is exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These investments may only be resold in transactions exempt from registration, which are normally those transactions with qualified institutional buyers.

Item 2. Controls and Procedures.

a. The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rule 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934 (17 CFR 240.13a-15(b) or 240.15d-15(b)).

b. There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d))) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits.

File as exhibits as part of this Form a separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the 1940 Act (17 CFR 270.30a-2(a)), exactly as set forth below: EX-99 CERT Attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Nuveen Mortgage Opportunity Term Fund

By (Signature and Title) /s/ Kevin J. McCarthy
Kevin J. McCarthy
Vice President and Secretary

Date: November 27, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title) /s/ Gifford R. Zimmerman
Gifford R. Zimmerman
Chief Administrative Officer (principal executive officer)

Date: November 27, 2013

By (Signature and Title) /s/ Stephen D. Foy
Stephen D. Foy
Vice President and Controller (principal financial officer)

Date: November 27, 2013
