HOLOGIC INC Form SC 13G/A February 12, 2010

> SECURITIES & EXCHANGE COMMISSION Washington, D.C. 20549

> > SCHEDULE 13G/A (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

(Amendment No. 2)*

Hologic, Inc. (Name of Issuer)

Common Stock, par value \$.01 (Title of Class of Securities)

> 436440101 (CUSIP Number)

December 31, 2009 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[] Rule 13d-1(b)
[x] Rule 13d-1(c)
[] Rule 13d-1(d)

(Page 1 of 20 Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 2 of 20 Pages

(1)		NAMES OF REPORTING PERSONS HealthCor Management, L.P.							
(2)	СНЕС	K TH	HE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	(a) (b)					
(3)	SEC	USE	ONLY						
(4)		TIZENSHIP OR PLACE OF ORGANIZATION							
NUMBER OF		(5)	SOLE VOTING POWER 0						
	LLY	(6)	SHARED VOTING POWER 15,741,300						
EACH		(7)	SOLE DISPOSITIVE POWER 0						
REPORTING PERSON WIT		(8)	SHARED DISPOSITIVE POWER 15,741,300						
(9)	BY E		TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON 300						
(10)			DX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES (see instructions)		[]				
(11)	BY A	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.09%							
(12)	TYPE PN	OF	REPORTING PERSON (see instructions)						
CUSIP No.	43644	0101	. 13G/A Page 3	of 2	20 Pages				
(1)			REPORTING PERSONS						

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) [X] (b) []

(3)	SEC	USE	ONLY						
	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware								
NUMBER OF		(5)	SOLE VOTING POWER 0						
SHARES									
		(6)	SHARED VOTING POWER 15,741,300						
OWNED BY									
EACH		(7)	SOLE DISPOSITIVE POWER 0						
REPORTING									
PERSON WITH	ł		SHARED DISPOSITIVE POWER 15,741,300						
(9)	BY E		E AMOUNT BENEFICIALLY OWNED REPORTING PERSON 300						
(10)			X IF THE AGGREGATE AMOUNT 9) EXCLUDES CERTAIN SHARES (see instructions)		[]				
		MOUN	OF CLASS REPRESENTED T IN ROW (9)						
(12)			REPORTING PERSON (see instructions) ited liability company						
CUSIP No. 4	13644	0101	13G/A Page 4 of	E 20	Pages				
(1)			REPORTING PERSONS r Offshore, Ltd.						
(2)	CHEC		E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	[X] []				
(3)	SEC	USE	ONLY						
(4)			HIP OR PLACE OF ORGANIZATION slands						
NUMBER OF		(5)	SOLE VOTING POWER 0						
SHARES									
BENEFICIALI	ĽΥ	(6)	SHARED VOTING POWER 9,318,651						
OWNED BY									

EACH		(7)	SOLE DISPOSITIVE POWER
REPORTING			0
PERSON WIT	ГН	(8)	SHARED DISPOSITIVE POWER 9,318,651
(9)	BY I		'E AMOUNT BENEFICIALLY OWNED REPORTING PERSON 51
(10)			X IF THE AGGREGATE AMOUNT 9) EXCLUDES CERTAIN SHARES (see instructions) []
(11)		AMOUN	OF CLASS REPRESENTED IT IN ROW (9)
(12)			REPORTING PERSON (see instructions) hited company
CUSIP No.	4364	40101	13G/A Page 5 of 20 Pages
(1)			REPORTING PERSONS or Offshore Master Fund, L.P.
(2)	CHE		E APPROPRIATE BOX IF A MEMBER OF A GROUP(see instructions) (a) [X] (b) []
(3)	SEC	USE	ONLY
(4)			HIP OR PLACE OF ORGANIZATION slands
		(5)	SOLE VOTING POWER 0
SHARES	- T 32		
OWNED BY	I II	(6)	SHARED VOTING POWER 9,318,651
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OUNT IN ROW	N (9) NG PERSON mpany	(see instru	actions)	Page 6	of 20	
limited con	npany		actions)	Page 6	of 20	
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TOOL OLISH	ore GP, LL	-				
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CUSIP No.	43644010	1	13G/A	Page ⁻	7 of 20	Pages					
(1)		F REPORTING PE or Hybrid Offs									
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)										
					. ,	[X] []					
(3)	SEC USE	ONLY									
(4)		ITIZENSHIP OR PLACE OF ORGANIZATION ayman Islands									
NUMBER OF	(5)	SOLE VOTING 0	POWER								
	LY (6)	SHARED VOTIN	IG POWER								
OWNED BY		2,147,750									
EACH	(7)	SOLE DISPOSI	ITIVE POWER								
REPORTING		0									
PERSON WIT	H (8)	SHARED DISPO 2,147,750	SITIVE POWER								
(9)		TE AMOUNT BENE REPORTING PEF 750		:D							
(10)		OX IF THE AGGE (9) EXCLUDES ((see instructions	3)	[]					
(11)		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.83%									
(12)		REPORTING PEF mited company	SON (see inst	ructions)							
CUSIP No.	43644010	1	13G/A		3 of 20	Pages					

(1)	NAMES OF REPORTING PERSONS
	HealthCor Hybrid Offshore Master Fund, L.P.

(2)	CHEC (see							
				(a) (b)				
(3)	SEC	C USE ONLY						
(4)			HIP OR PLACE OF ORGANIZATION slands					
NUMBER OF		(5)	SOLE VOTING POWER 0					
SHARES BENEFICIALI OWNED BY	ΓY	(6)	SHARED VOTING POWER 2,147,750					
EACH REPORTING		(7)	SOLE DISPOSITIVE POWER 0					
PERSON WITH	ł	(8)	SHARED DISPOSITIVE POWER 2,147,750					
(*)		ACH	E AMOUNT BENEFICIALLY OWNED REPORTING PERSON 50					
(10)			X IF THE AGGREGATE AMOUNT 9) EXCLUDES CERTAIN SHARES (see instructions)		[]			
(11)	BY A	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.83%						
(12)			REPORTING PERSON (see instructions) ited company					

CUSIP No. 436440101 13G/A Page 9 of 20 Pages _____ (1) NAMES OF REPORTING PERSONS HealthCor Hybrid Offshore GP, LLC _____ _____ (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) [X] (b) [] _____ (3) SEC USE ONLY _____ (4) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands _____ _____ -----NUMBER OF (5) SOLE VOTING POWER

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OWNED BY								
EACH		(7)	SOLE DISPOSITIVE POWER 0					
REPORTING	;							
PERSON WI	TH	(8)	SHARED DISPOSITIVE POWER 2,147,750					
(9)	BY E		E AMOUNT BENEFICIALLY OWNED REPORTING PERSON 0					
(10)			X IF THE AGGREGATE AMOUNT 9) EXCLUDES CERTAIN SHARES (see instructions) []					
(11)		CENT OF CLASS REPRESENTED AMOUNT IN ROW (9) 3%						
(12)			REPORTING PERSON (see instructions) ited company					
CUSIP No.	1364/	10101	13G/A Page 10 of 20 Pages					
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(1)	-	NAMES OF REPORTING PERSONS HealthCor Group, LLC							
(2)		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)							
		(a) [X] (b) []							
(3)	SEC US	SEC USE ONLY							
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware								
NUMBER OF	([) SOLE VOTING POWER 0							
SHARES									
BENEFICIAL	LY (6	SHARED VOTING POWER							
OWNED BY		15,741,300							
EACH	(7) SOLE DISPOSITIVE POWER 0							
REPORTING		•							

PERSON WIT	H (8)	SHARED DISPOSITIVE POWER 15,741,300		
(9)		TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON ,300		
(10)		DX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES (see instructions)		[]
(11)		OF CLASS REPRESENTED NT IN ROW (9)		
		REPORTING PERSON (see instructions) nited liability company		
CUSIP No.	43644010	1 13G/A Page 11	of 20 P	ages
(1)		F REPORTING PERSONS or Capital, L.P.		
(2)		HE APPROPRIATE BOX IF A MEMBER OF A GROUP structions)	(a) [(b) [-
(3)	SEC USE	ONLY		
(4)	CITIZEN Delawar	SHIP OR PLACE OF ORGANIZATION		
	(5)	SOLE VOTING POWER 0		
SHARES				
	LY (6)	SHARED VOTING POWER 4,274,899		
OWNED BY EACH	(7)	SOLE DISPOSITIVE POWER		
REPORTING		0		
PERSON WIT	H (8)	SHARED DISPOSITIVE POWER 4,274,899		
(9)		TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON 899		
(10)		DX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES (see instructions)		[]
(11)	DEDCENT	OF CLASS DEDDESENTED		

(11) PERCENT OF CLASS REPRESENTED

	BY AMOU 1.65%	NT IN ROW (9)					
(12)	TYPE OF PN	REPORTING PERSON (see instructions)					
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. ,	NAMES O HealthC	F REPORTING PERSONS or, L.P.					
(2)		HE APPROPRIATE BOX IF A MEMBER OF A GROUP structions)					
			(a) (b)				
(3)	SEC USE	ONLY					
	CITIZEN Delawar	SHIP OR PLACE OF ORGANIZATION e					
NUMBER OF	(5)	SOLE VOTING POWER 0					
		SHARED VOTING POWER 4,274,899					
EACH REPORTING	(7)	SOLE DISPOSITIVE POWER 0					
PERSON WIT	H (8)	SHARED DISPOSITIVE POWER 4,274,899					
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,274,899						
(10)		OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES (see instructions)		[]			
(11)		OF CLASS REPRESENTED NT IN ROW (9)					
(12)	 TYPE OF PN	REPORTING PERSON (see instructions)					

CUSIP No.	4364401	01		13G/A		Page	13	of 20	Pages
(1)	NAMES Arthur		ING PERSON	 S					
(2)		THE APPRO nstructio		IF A MEMB	BER OF A GR	OUP		(2)	[V]
									[X] []
(3)	SEC US	E ONLY							
(4)		NSHIP OR States	PLACE OF C	RGANIZATIC	DN				
NUMBER OF	(5) SOLE V 0	OTING POWE	R					
SHARES									
OWNED BY	ТТ (0) SHARED 15,741	VOTING PO	WER					
EACH	(7) SOLE D 0	ISPOSITIVE	POWER					
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PERSON WII	CH (8) SHARED 15,741	DISPOSITI ,300	VE POWER					
(9)		H REPORTI	T BENEFICI NG PERSON	ALLY OWNED)				
(10)			E AGGREGAT UDES CERTA		(see instr	uctio:	ns)		[]
(11)		UNT IN RO	S REPRESEN W (9)	TED					
(12)	TYPE O	F REPORTI	NG PERSON	(see instr	ructions)				
CUSIP No.	4364401	01	1	3G/A		Page 1	14 0	f 20	Pages
(1)		Healey	ING PERSON						
(2)	CHECK		PRIATE BOX		BER OF A GR				
								(a) (b)	[X] []

(3)	SEC USE ONLY						
	CITIZENSHIP OR PLACE OF ORGANIZATION United States						
NUMBER OF		(5)	SOLE VOTING POWER 0		· ·		
OWNED BY		(6)	SHARED VOTING POWER 15,741,300				
		(7)	SOLE DISPOSITIVE POWER 0				
PERSON WITH		• •	SHARED DISPOSITIVE POWER 15,741,300				
<pre>(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,741,300</pre>							
(10)			X IF THE AGGREGATE AMOUNT 9) EXCLUDES CERTAIN SHARES (see instruction:	3)			[]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.09%						
(12)	TYPE OF REPORTING PERSON (see instructions) IN						
CUSIP No.	43644	0101	13G/A Page	e 15	of	20	Pages

Item 1(a). Name of Issuer: Hologic, Inc.

Item 2(a, b, c). Name of Person Filing:

(i) HealthCor Management, L.P., a Delaware limited partnership;Carnegie Hall Tower, 152 West 57th Street, 47th Floor, New York,New York 10019;

(ii) HealthCor Associates, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 47th Floor, New York, New York 10019;

(iii) HealthCor Offshore, Ltd., a Cayman Islands limited company,

Carnegie Hall Tower, 152 West 57th Street, 47th Floor, New York, New York 10019;

(iv) HealthCor Offshore Master Fund, L.P., a Cayman Islands limited partnership, Carnegie Hall Tower, 152 West 57th Street, 47th Floor, New York, New York 10019;

(v) HealthCor Offshore GP, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 47th Floor, New York, New York 10019;

(vi) HealthCor Hybrid Offshore, Ltd., a Cayman Islands limited company, Carnegie Hall Tower, 152 West 57th Street, 47th Floor, New York, New York 10019;

(vii) HealthCor Hybrid Offshore Master Fund, L.P., a Cayman Islands limited partnership, Carnegie Hall Tower, 152 West 57th Street, 47th Floor, New York, New York 10019;

(viii) HealthCor Hybrid Offshore GP, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 47th Floor, New York, New York 10019;

(ix) HealthCor Group, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 47th Floor, New York, New York 10019;

(x) HealthCor Capital, L.P., a Delaware limited partnership, Carnegie Hall Tower, 152 West 57th Street, 47th Floor, New York, New York 10019;

(xi) HealthCor, L.P., a Delaware limited partnership, Carnegie
Hall Tower, 152 West 57th Street, 47th Floor, New York, New York
10019;

CUSIP No. 436440101

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(xii) Joseph Healey; Carnegie Hall Tower, 152 West 57th Street, 47th Floor, New York, New York 10019; and

(xiii) Arthur Cohen, 12 South Main Street, #203 Norwalk, Ct 06854.

Both Mr. Healey and Mr. Cohen are United States citizens.

The persons at (i) through (xiii) above are collectively referred to herein as the "Reporting Persons".

Item 2(e). CUSIP Number: 436440101

Item 3. Not applicable.

Item 4. Ownership.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Collectively, HealthCor, L.P., Healthcor Offshore Master Fund, L.P. and HealthCor Hybrid Offshore Master Fund, L.P. (each a "Fund" and together, the "Funds") are the beneficial owners of a total of 15,741,300 shares of the Common Stock of the Issuer. By virtue of their position as feeder funds, HealthCor Offshore, Ltd. and HealthCor Hybrid Offshore, Ltd. may be deemed beneficial owners of the shares of Common Stock owned by HealthCor Offshore Master Fund, L.P., and HealthCor Hybrid Offshore Master Fund, L.P., respectively.

HealthCor Offshore GP, LLC is the general partner of HealthCor Offshore Master Fund, L.P. Accordingly, HealthCor Offshore GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Offshore GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Offshore Master Fund, L.P.

HealthCor Hybrid Offshore GP, LLC is the general partner of HealthCor Hybrid Offshore Master Fund, L.P. Accordingly, HealthCor Hybrid Offshore GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Hybrid Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Hybrid Offshore GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Hybrid Offshore Master Fund, L.P.

CUSIP No. 436440101

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By virtue of its position as the investment manager of the Funds, HealthCor Management, L.P. may be deemed a beneficial owner of all the shares of Common Stock owned by the Funds. HealthCor Associates, LLC is the general partner of HealthCor Management, L.P. and thus may also be deemed to beneficially own the shares of Common Stock that are beneficially owned by the Funds.

HealthCor Group LLC is the general partner of HealthCor Capital, L.P., which is in turn the general partner of HealthCor, L.P. Accordingly, each of HealthCor Capital L.P. and HealthCor Group, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor, L.P.

As the Managers of HealthCor Associates, LLC, Arthur Cohen and Joseph Healey exercise both voting and investment power with respect to the shares of Common Stock reported herein, and therefore each may be deemed a beneficial owner of such Common Stock.

Each of the Reporting Persons hereby disclaims any beneficial

ownership of any such Shares in excess of their actual pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

- Item 6. Ownership of More than Five Percent on Behalf of Another Person. Not Applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company. Not Applicable
- Item 8. Identification and Classification of Members of the Group. Not Applicable
- Item 9. Notice of Dissolution of Group. Not Applicable

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Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Acquisition Statement, dated as of February 12, 2010.

CUSIP No. 436440101

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 12, 2010

HEALTHCOR MANAGEMENT, L.P., for itself and as manager on behalf of (i) HEALTHCOR OFFSHORE, LTD. and (ii) HEALTHCOR HYBRID OFFSHORE, LTD.

By: HealthCor Associates, LLC, its general partner

By: /s/ John H. Coghlin Name: John H. Coghlin Title: General Counsel

HEALTHCOR CAPITAL, L.P., for itself and as general partner on behalf of HEALTHCOR L.P.

By: HealthCor Group, LLC, its general partner

<code>HEALTHCOR OFFSHORE GP, LLC, for itself and as general partner of behalf of <code>HEALTHCOR OFFSHORE MASTER FUND, L.P.</code></code>

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin Title: General Counsel

HEALTHCOR HYBRID OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR HYBRID OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin Name: John H. Coghlin Title: General Counsel

HEALTHCOR ASSOCIATES, LLC

CUSIP No. 436440101

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HEALTHCOR GROUP, LLC

By: /s/ John H. Coghlin Name: John H. Coghlin

Title: General Counsel

JOSEPH HEALEY, Individually

/s/ Joseph Healey

ARTHUR COHEN, Individually

/s/ Arthur Cohen

EXHIBIT 1

JOINT ACQUISITION STATEMENT PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: February 12, 2010

HEALTHCOR MANAGEMENT, L.P., for itself and as manager on behalf of (i) HEALTHCOR OFFSHORE, LTD. and (ii) HEALTHCOR HYBRID OFFSHORE, LTD.

By: HealthCor Associates, LLC, its general partner

HEALTHCOR CAPITAL, L.P., for itself and as general partner on behalf of HEALTHCOR L.P.

By: HealthCor Group, LLC, its general partner

HEALTHCOR OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin ------Name: John H. Coghlin Title: General Counsel

HEALTHCOR HYBRID OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR HYBRID OFFSHORE MASTER FUND,

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L.P.
         By: HealthCor Group, LLC, its general partner
         By: /s/ John H. Coghlin
            _____
            Name: John H. Coghlin
            Title: General Counsel
HEALTHCOR ASSOCIATES, LLC
         By: /s/ John H. Coghlin
                             _____
            _____
                   _____
            Name: John H. Coghlin
            Title: General Counsel
HEALTHCOR GROUP, LLC
           By: /s/ John H. Coghlin
             _____
           Name: John H. Coghlin
           Title: General Counsel
JOSEPH HEALEY, Individually
             /s/ Joseph Healey
                           _____
              _____
 ARTHUR COHEN, Individually
             /s/ Arthur Cohen
              _____
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