

QUIDEL CORP /DE/  
Form S-8  
July 29, 2014

As filed with Securities and Exchange Commission on July 29, 2014

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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

**QUIDEL CORPORATION**

(Exact name of registrant as specified in its charter)

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

**12544 High Bluff Drive, Suite 200, San Diego, California 92130**

**94-2573850**  
(I.R.S. Employer  
Identification No.)

(Address of Principal Executive Offices) (Zip Code)

**AMENDED AND RESTATED**

**2010 EQUITY INCENTIVE PLAN**

**(Full title of the plan)**

**Robert J. Bujarski**

**Senior Vice President, General Counsel and Corporate Secretary**

**Quidel Corporation**

**12544 High Bluff Drive, Suite 200**

**San Diego, California 92130**

**(858) 552-1100**

**(Name, address and telephone number (including area code) of agent for service)**

*With a copy to:*

**Jeffrey E. Beck**

**Snell & Wilmer L.L.P.**

**One Arizona Center**

**400 East Van Buren**

**Phoenix, Arizona 85004**

**(602) 382-6000**

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. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities<br/>to be registered</b>  | <b>Amount<br/>to be<br/>registered (1)</b> | <b>Proposed<br/>maximum<br/>offering price<br/>per share (2)</b> | <b>Proposed<br/>maximum<br/>aggregate<br/>offering price (2)</b> | <b>Amount of<br/>registration fee</b> |
|--|--|--|--|---------------------------------------|
| Common Stock (\$0.001 par value) issuable<br>under the Quidel Corporation Amended and<br>Restated 2010 Equity Incentive Plan | 950,000                                    | \$23.15  | \$21,992,500   | \$2,833                               |

- (1) In the event of a stock split, stock dividend, or similar transaction involving the Registrant's Common Stock, in order to prevent dilution, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act).
- (2) Estimated solely for the purpose of calculating the amount of the registration fee, pursuant to Rules 457(c) and 457(h) of the Securities Act, on the basis of the average of the high and low prices of the Registrant's shares of Common Stock on July 25, 2014.

### EXPLANATORY STATEMENT

This Registration Statement on Form S-8 is filed by Quidel Corporation, a Delaware corporation (the Registrant), to register and additional 950,000 shares ( Additional Shares ) of the Registrant's common stock, par value \$0.001 per share ( Common Stock ), which may be offered or sold under the Quidel Corporation Amended and Restated 2010 Equity Incentive Plan (the 2010 Plan ). The Additional Shares are being registered in addition to the Common Stock previously registered pursuant to Form S-8 filed on May 14, 2010 (No. 333-166845) and Form S-8 filed on June 8, 2012 (No. 333-182028) (together, the Prior Registration Statements ), pursuant to which the Registrant registered 2,201,008 shares (including 1,215,008 shares previously registered under a prior plan and transferred to the 2010 Plan) and 1,500,000 shares, respectively, of Common Stock for issuance under the 2010 Plan. The contents of the Prior Registration Statements are incorporated herein by reference pursuant to General Instruction E to Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

| <b>Exhibit Number</b> | <b>Description</b>                                | <b>Page or Method of Filing</b> |
|-----------------------|---|---------------------------------|
| 5.1                   | Opinion of Snell & Wilmer L.L.P.                  | Filed herewith                  |
| 23.1                  | Consent of Independent Registered Accounting Firm | Filed herewith                  |
| 23.2                  | Consent of Snell & Wilmer L.L.P.                  | Included at Exhibit 5.1         |
| 24.1                  | Power of Attorney                                 | See Signature Pages             |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 San Diego, State of California, on this 29<sup>th</sup> day of July, 2014.

**QUIDEL CORPORATION**

By: /s/ Douglas C. Bryant  
Douglas C. Bryant  
President and Chief Executive Officer

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**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Douglas C. Bryant and Randall J. Steward, and each of them, with full power of substitution and with full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they, he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

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

| Signature                                      | Title  | Date          |
|--|--|---------------|
| /s/ Douglas C. Bryant<br>Douglas C. Bryant     | President, Chief Executive Officer and Director<br>(Principal Executive Officer) | July 29, 2014 |
| /s/ Randall J. Steward<br>Randall J. Steward   | Chief Financial Officer (Principal Financial and<br>Accounting Officer)          | July 29, 2014 |
| /s/ Mark A. Pulido<br>Mark A. Pulido           | Chairman of the Board  | July 29, 2014 |
| /s/ Thomas D. Brown<br>Thomas D. Brown         | Director   | July 29, 2014 |
| /s/ Kenneth F. Buechler<br>Kenneth F. Buechler | Director   | July 29, 2014 |
| /s/ Rodney F. Dammeyer<br>Rodney F. Dammeyer   | Director   | July 29, 2014 |
| /s/ Mary Lake Polan<br>Mary Lake Polan         | Director   | July 29, 2014 |
| /s/ Jack W. Schuler<br>Jack W. Schuler         | Director   | July 29, 2014 |

**EXHIBIT INDEX**

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