

HOLOGIC INC
Form 4
January 05, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON WAYNE

(Last) (First) (Middle)
35 CROSBY DRIVE

(Street)
BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HOLOGIC INC [HOLX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2015

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 01/01/2015 | | M | V A | Amount 3,914 Price \$ 26.74 | 39,215 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

Edgar Filing: HOLOGIC INC - Form 4

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Unit Award (Right To Receive) | \$ 0 | 01/01/2015 | | A | 3,272 | 01/01/2016 (1) | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 26.74 | 01/01/2015 | | A | 9,039 | 01/01/2016 01/01/2025 | Common Stock |
| Restricted Stock Unit Award (Right To Receive) | \$ 0 | 01/01/2015 | | M | 3,914 | (1) 01/01/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILSON WAYNE 35 CROSBY DRIVE BEDFORD, MA 01730 | | X | | |

Signatures

/s/ Alisha Hankins, Attorney-In-Fact for Wayne Wilson 01/05/2015

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).

(1) These shares represent restricted stock units (RSUs) awarded to the Reporting Person pursuant to the 2008 Equity Incentive Plan and are subject to vesting as provided in the agreement evidencing the award.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

All other fees

\$- \$-

Pre-Approval of Services by the Independent Registered Public Accountants

Reporting Owners

The Audit Committee has adopted a policy for pre-approval of audit and permitted non-audit services by the Company's independent registered public accountants. The Audit Committee will consider annually and, if appropriate, approve the provision of audit services by its external auditor and consider and, if appropriate, pre-approve the provision of certain defined audit and non-audit services. The Audit Committee also will consider on a case-by-case basis and, if appropriate, approve specific engagements that are not otherwise pre-approved.

Any proposed engagement that does not fit within the definition of a pre-approved service may be presented to the Audit Committee for consideration at its next regular meeting or, if earlier consideration is required, to the Audit Committee or one or more of its members. The member or members to whom such authority is delegated shall report any specific approval of services at its next regular meeting. The Audit Committee will regularly review summary reports detailing all services being provided to the Company by its external auditor.

During the years ended December 31, 2007 and 2006, all services were approved, in advance, by the Audit Committee in compliance with these procedures.

Report of the Audit Committee

The Company's management is responsible for the Company's internal control over financial reporting. The independent registered public accountants are responsible for performing an independent audit of the Company's consolidated financial statements and issuing an opinion on the conformity of those financial statements with generally accepted accounting principals. The Audit Committee oversees the Company's internal control over financial reporting on behalf of the Board of Directors.

In this context, the Audit Committee has met and held discussions with management and the independent registered public accountants. Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accountants. The Audit Committee discussed with the independent registered public accountants matters required to be discussed by Statement on Auditing Standards No. 61 (Communication With Audit Committees), as amended (AICPA, Professional Standards, Vol. 1 AV Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T, including the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements.

In addition, the Audit Committee has received the written disclosures and the letter from the independent registered public accountants required by the Independence Standards Board Standard No. 1 (Independence Discussions With Audit Committees), as adopted by the Public Company Accounting Oversight Board in Rule 3600T, and has discussed with the independent registered public accountants the registered public accountants' independence from the Company and its management. In concluding that the registered public accountants are independent, the Audit Committee considered, among other factors, whether the non-audit services provided by the registered public accountants were compatible with its independence.

The Audit Committee discussed with the Company's independent registered public accountants the overall scope and plans for their audit. The Audit Committee meets with the independent registered public accountants, with and without management present, to discuss the results of their examination, their evaluation of the Company's internal control over financial reporting, and the overall quality of the Company's financial reporting process.

In performing all of these functions, the Audit Committee acts only in an oversight capacity. In its oversight role, the Audit Committee relies on the work and assurances of the Company's management, which has the primary responsibility for financial statements and reports, and of the independent accountants who, in their report, express an opinion on the conformity of the Company's financial statements to generally accepted accounting principles. The Audit Committee's oversight does not provide it with an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or policies, or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions with management and the independent accountants do not assure that the Company's financial statements are presented in accordance with generally accepted accounting principles, that the audit of the Company's consolidated financial statements has been carried out in accordance with the standards of the Public Company Accounting Oversight Board (United States) or that the Company's independent accountants are in fact "independent."

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the board has approved, that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2007 for filing with the Securities and Exchange Commission. The Audit Committee has appointed, subject to shareholder ratification, the selection of the Company's independent registered public accountants for the fiscal year ended December 31, 2008.

The Audit Committee of the Board
of Directors of Andrea Electronics Corporation

Joseph J. Migliozi (chairman)
Gary A. Jones
Jonathan D. Spaet
Louis Libin

Executive Compensation

Summary Compensation Table

The following table sets forth information for the last two fiscal years relating to compensation earned by each person who served as chief executive officer and the other most highly compensated executive officers whose total compensation was over \$100,000 during the year ended December 31, 2007 and 2006.

| Name and Principal Position | Year | Salary | Bonus | Stock Options (1) | Total |
|---|------|------------|--------|-------------------|------------|
| Douglas J. Andrea, Chairman of the Board, Chief Executive Officer, and Corporate Secretary | 2007 | \$ 300,000 | \$ - | \$ 100,264 | \$ 400,264 |
| | 2006 | 255,000 | 35,516 | 61,082 | 351,598 |
| Corisa L. Guiffre, Vice President, Chief Financial Officer and Assistant Corporate Secretary | 2007 | \$ 119,712 | \$ - | \$ 5,612 | \$ 125,324 |
| | 2006 | 96,923 | - | 4,886 | 101,809 |

- (1) Reflects the dollar amount recognized for financial statement reporting purposes in accordance with FAS 123(R) for 1,000,000 and 350,000 options in 2007 for Mr. Andrea and Ms. Guiffre, respectively, based upon a fair value of each option of \$0.09 using the Black-Scholes option pricing model. The weighted average assumptions used in the valuation of the options were as follows: dividend yield, 0%; expected volatility, 101%; risk-free rate, 4.17%; and expected life in years of 6 years and 2,000,000 and 400,000 options in 2006 for Mr. Andrea and Ms. Guiffre, respectively, based upon a fair value of each option of \$0.12 using the Black-Scholes option pricing model. The weighted average assumptions used in the valuation of the options were as follows: dividend yield, 0%; expected volatility, 102%; risk-free rate, 5.07%; and expected life in years of 7 years.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information concerning unexercised options for each named executive officer outstanding as of December 31, 2007. None of the named executive officers had stock awards that have not vested or unearned equity incentive plan awards at December 31, 2007.

| Name | Number of securities underlying unexercised options (#) exercisable | Option Awards | |
|------|---|---|----------------------------------|
| | | Number of securities underlying unexercised options | Option exercise price (\$/share) |
| | | | Option expiration date |

Edgar Filing: HOLOGIC INC - Form 4

(#)
unexercisable

| | | | | |
|-------------------|---------|--------------|-----------|------------|
| | 50,000 | - | \$ 14.625 | 3-03-2008 |
| Douglas J. Andrea | 100,000 | - | \$ 14.125 | 6-08-2008 |
| | 100,000 | - | \$ 6.250 | 3-23-2009 |
| | 50,000 | - | \$ 5.375 | 8-17-2009 |
| | 75,000 | - | \$ 6.875 | 4-14-2010 |
| | 50,000 | - | \$ 6.000 | 8-01-2010 |
| | 250,000 | - | \$ 0.690 | 1-31-2012 |
| | 400,000 | - | \$ 0.130 | 6-14-2014 |
| | 250,000 | - | \$ 0.100 | 8-04-2014 |
| | 250,000 | - | \$ 0.040 | 8-04-2015 |
| | 600,000 | - | \$ 0.050 | 8-10-2015 |
| | 333,000 | 667,000(1) | \$ 0.120 | 11-02-2016 |
| | 333,000 | 667,000(1) | \$ 0.120 | 11-16-2016 |
| | - | 1,000,000(3) | \$ 0.110 | 9-12-2017 |

Edgar Filing: HOLOGIC INC - Form 4

| Name | Number of securities underlying unexercised options (#) exercisable | Option Awards | | Option exercise price (\$/share) | Option expiration date |
|-------------------|--|--|--|---|---------------------------|
| | | Number of securities underlying unexercised options (#) unexercisable | Number of securities underlying unexercised options (#) unexercisable | | |
| Corisa L. Guiffre | 25,000 | - | - | \$ 7.125 | 11-22-2009 |
| | 10,000 | - | - | \$ 6.875 | 4-14-2010 |
| | 10,000 | - | - | \$ 6.000 | 8-01-2010 |
| | 10,000 | - | - | \$ 1.780 | 3-19-2011 |
| | 25,000 | - | - | \$ 0.690 | 1-31-2012 |
| | 250,000 | - | - | \$ 0.050 | 8-10-2015 |
| | 133,200 | 266,800(2) | - | \$ 0.120 | 11-16-2016 |
| - | 400,000(3) | - | \$ 0.110 | 9-12-2017 | |

- (1) The stock options vest 33.3% from and after August 1, 2007, 33.3% from and after August 1, 2008 and 33.4% from and after August 1, 2009.
- (2) The stock options vest 33.3% from and after the first anniversary of the Date of Grant, 33.3% from and after the second anniversary of the Date of Grant and 33.4% from and after the third anniversary of the Date of Grant, which was November 16, 2006.
- (3) The stock options vest 33.3% from and after the first anniversary of the Date of Grant, 33.3% from and after the second anniversary of the Date of Grant and 33.4% from and after the third anniversary of the Date of Grant, which was September 12, 2007.

Employment Agreements

In November 2006, the Company entered into a new employment agreement with the Chairman of the Board, Douglas J. Andrea. The employment agreement expires July 31, 2008 and is subject to renewal as approved by the Compensation Committee of the Board of Directors. Pursuant to his employment agreement, Mr. Andrea will receive an annual base salary of \$300,000 per annum. In addition, upon execution of the employment agreement, Mr. Andrea was entitled to a salary adjustment from August 1, 2006 through the date of the employment agreement. The employment agreement provides for quarterly bonuses equal to 25% of the Company's pre-bonus net after tax quarterly earnings in excess of \$25,000 for a total quarterly bonus amount not to exceed \$12,500; and annual bonuses equal to 10% of the Company's annual pre-bonus net after tax earnings in excess of \$300,000. All bonuses shall be payable as soon as the Company's cash flow permits. All bonus determinations or any additional bonus in excess of the above will be made in the sole discretion of the Compensation Committee. On November 2, 2006, in accordance with his employment agreement, Mr. Andrea was granted 1,000,000 stock options. This grant provides for a three year vesting period, an exercise price of \$0.12 per share, which was fair market value at the date of grant, and a term of 10 years. These stock options have a fair value of \$100,000 and are being expensed over the vesting period of three years. The stock based compensation expenses included in general, administrative and selling expenses. On November 16, 2006, in accordance with his employment agreement, Mr. Andrea was granted an additional 1,000,000 stock options. This grant provides for a three year vesting period, an exercise price of \$0.12 per share, which was fair market value at the date of grant, and a term of 10 years. These stock options have a fair value of \$100,000 and are being expensed over the vesting period of three years. The stock based compensation expenses included in general, administrative and selling expenses. At December 31, 2007, the future minimum cash commitments under this

agreement aggregate \$175,000.

Other Potential Post-Termination Benefits

Payments Made Upon Termination Without Cause or Resignation with the Company's Consent. If Mr. Andrea's employment is terminated by the Company without cause or he resigns with the Company's consent, the Company must pay Mr. Andrea a severance payment equal to six months of Mr. Andrea's most recent base salary, as defined in the employment agreement, plus the six months prorated portion of Mr. Andrea's most recent annual and quarterly bonuses, and in addition, the Company must arrange and pay for continuation of health insurance coverage for Mr. Andrea, and his spouse and dependents for a period of 12 months from the date of termination and must, for a period of 18 months from the expiration of such six month period, provide COBRA continuation coverage to Mr. Andrea.

Payments Made Upon a Change in Control. If the Company materially changes Mr. Andrea's position or terminates Mr. Andrea's employment within the term of the employment agreement or 12 months after the term of the employment agreement and following a change in control, as defined in the employment agreement, then the Company must provide Mr. Andrea a sum equal to two years of Mr. Andrea's most recent base salary plus a pro rated portion of Mr. Andrea's most recent annual and four quarterly bonuses paid immediately preceding the change of control, continuation for two years of health and medical benefits coverage and, for a period of 18 months from the expiration of such two year period, provide COBRA continuation coverage, if available, to Mr. Andrea. All stock options, whether then vested or unvested, shall vest and/or become exercisable.

The Company has entered into a change in control agreement with Ms. Guiffre. The change in control agreement provides Ms. Guiffre with a severance benefit upon termination in connection with a change in control (as defined in the agreement). If Ms. Guiffre is terminated following a change in control, the Company will pay Ms. Guiffre a sum equal to three times Ms. Guiffre's average annual compensation for the five preceding taxable years. All restrictions on any restricted stock will lapse immediately and incentive stock options and stock appreciation rights, if any, will become immediately exercisable in the event of a change in control. Upon the occurrence of a change in control followed by Ms. Guiffre's termination of employment, the Company will cause to be continued life, medical, dental and disability coverage. Such coverage and payments shall cease upon the expiration of 36 full calendar months following the date of termination.

Director Compensation

The following table provides the compensation received by individuals who served as non-employee directors of the Company during the 2007 fiscal year.

| Director | Fees Earned of Paid in Cash | Stock Awards (1) | Stock Option Awards (2) | Total |
|--------------------|--------------------------------------|---------------------|-------------------------------|----------|
| Gary A Jones | \$ 1,750 | \$ 5,625 | \$ 1,960 | \$ 9,335 |
| Louis Libin | 1,750 | 5,625 | 241 | 7,616 |
| Joseph J. Migliozi | 1,750 | 5,625 | 4,539 | 11,914 |
| Jonathan D. Spaet | 1,500 | 5,625 | 1,960 | 9,085 |

-
- (1) Reflects the dollar amount recognized for financial statement reporting purposes in accordance with FAS 123(R) for 181,820 shares of Common Stock with a fair market value of \$0.11, 166,668 shares of Common Stock with a fair market value of \$0.12 and 400,000 shares of Common Stock with a fair market value of \$0.05 of stock granted during the years ended December 31, 2007, 2006 and 2005, respectively.
- (2) Reflects the dollar amount recognized for financial statement reporting purposes in accordance with FAS 123(R) for 16,667, 16,667 and 41,667 options in 2006 for Messrs. Jones, Migliozi and Spaet, respectively, based upon a fair value of each option of \$0.10 using the Black-Scholes option pricing model and 33,182, 15,000, 33,182 and 60,455 options in 2007 for Messrs. Jones, Libin, Migliozi and Spaet, respectively, based upon a fair value of each option of \$0.09 using the Black-Scholes option pricing model. The assumptions used in the valuation of the 2006 options were as follows: dividend yield, 0%; expected volatility, 102%; risk-free rate, 5.07%; and expected life in years of 7 years. The assumptions used in the valuation of the 2007 options were as follows: dividend yield, 0%; expected volatility, 101%; risk-free rate, 4.17%; and expected life in years of 6 years. At December 31, 2007, Messrs. Jones, Libin, Migliozi and Spaet held 194,849, 165,000,

277,122 and 159,849 options to purchase shares of common stock.

Annual Retainer and Meeting Fees for Non-Employee Directors

The following tables set forth the applicable retainers and fees that will be paid to non-employee directors for their service on the Board of Directors of the Company during 2007 and 2008. Employee directors do not receive any retainers or fees for their services on the Boards of Directors.

| | |
|--|---|
| Annual Retainer | \$5,000 (paid in the form of common stock) (1) |
| Fee per Board Meeting (Regular or Special) | \$500 |
| Fee per Committee Meeting | \$250 |
| Additional Annual Retainer for the Chairperson of the Compensation and Nomination and Governance Committees..... | \$2,500.(paid.in.the.form.of stock options) (2) |
| Additional Annual Retainer for the Chairperson of the Audit Committee..... | \$5,000 (paid in the form of stock options) (2) |

- (1) This stock grant will be granted upon the nomination of each director at the Annual Meeting of Stockholders.
- (2) Stock option grants will be granted based on the directors past year of service, and will have an exercise price equal to the fair market value of the Company's common stock on the date of grant, an eighteen-month vesting period and a term of 10 years.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors and officers and persons who beneficially own more than ten percent of the Company's common stock to file with the Securities and Exchange Commission ("SEC") initial reports of ownership and reports of changes in ownership of common stock in the Company. Officers, directors and greater-than-ten percent shareholders are also required to furnish the Company with copies of all Section 16(a) reports they file. Based solely upon a review of Forms 3 and 4 and amendments thereto furnished to the Company under Section 16(a) of the Securities Exchange Act of 1934, as amended, during the year ended December 31, 2007 and Forms 5 and amendments thereto furnished to the Company with respect to the year ended December 31, 2007, and written representations provided to the Company from the individuals required to file reports, the Company believes that each of the individuals required to file reports complied with applicable reporting requirements for transactions in the Company's common stock during the year ended December 31, 2007, except Mr. Libin filed late one Form 4 for one transaction and Mr. Miglioizzi filed late one Form 4 for two transactions.

Nomination and Governance Committee Procedures

The Nomination and Governance Committee is responsible for the annual selection of the nominees for election as directors and developing and implementing policies and practices relating to corporate governance.

Minimum Qualifications

The Nomination and Governance Committee has adopted a set of criteria that it considers when it selects individuals to be nominated for election to the Board of Directors. First a candidate must meet any eligibility requirements set forth in the Company's bylaws. A candidate also must meet any qualification requirements set forth in any Board or committee governing documents.

The Nomination and Governance Committee will consider the following criteria in selecting nominees: business experience; integrity, honesty and reputation; dedication to the Company and its stockholders; independence; and any other factors the Nomination and Governance Committee deems relevant, including age, diversity, size of the Board of Directors and regulatory disclosure obligations.

In addition, prior to nominating an existing director for re-election to the Board of Directors, the Nomination and Governance Committee will consider and review an existing director's Board and committee attendance and performance; length of Board service; experience, skills and contributions that the existing director brings to the Board; and the director's independence.

Process for Identifying and Evaluating Nominees

The process that the Nomination and Governance Committee follows when it identifies and evaluates individuals to be nominated for election to the Board of Directors is as follows:

Identification. For purposes of identifying nominees for the Board of Directors, the Nomination and Governance Committee relies on personal contacts of the committee members and other members of the Board of Directors. The Nomination and Governance Committee also will consider director candidates recommended by stockholders in accordance with the policy and procedures set forth above. The Nomination and Governance Committee has not previously used an independent search firm to identify nominees.

Evaluation. In evaluating potential nominees, the Nomination and Governance Committee determines whether the candidate is eligible and qualified for service on the Board of Directors by evaluating the candidate under the selection criteria set forth above. In addition, the Nomination and Governance Committee will conduct a check of the individual's background and interview the candidate.

Consideration of Recommendation by Stockholders

It is the policy of the Nomination and Governance Committee of the Board of Directors of the Company to consider director candidates recommended by stockholders who appear to be qualified to serve on the Company's Board of Directors. The Nomination and Governance Committee may choose not to consider an unsolicited recommendation if no vacancy exists on the Board of Directors and the Nomination and Governance Committee does not perceive a need to increase the size of the Board of Directors. In order to avoid the unnecessary use of the Nomination and Governance Committee's resources, the Nomination and Governance Committee will consider only those director candidates recommended in accordance with the procedures set forth below.

Procedures to be Followed by Stockholders

To submit a recommendation of a director candidate to the Nomination and Governance Committee, a stockholder should submit the following information in writing, addressed to the Chairman of the Nomination and Governance Committee, care of the Corporate Secretary, at the main office of the Company:

1. The name of the person recommended as a director candidate;
2. All information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended;
3. The written consent of the person being recommended as a director candidate to being named in the proxy statement as a nominee and to serving as a director if elected;
4. As to the stockholder making the recommendation, the name and address, as they appear on the Company's books, of such stockholder; provided, however, that if the stockholder is not a registered holder of the Company's common stock, the stockholder should submit his or her name and address along with a current written statement from the record holder of the shares that reflects ownership of the Company's common stock; and
5. A statement disclosing whether such stockholder is acting with or on behalf of any other person and, if applicable, the identity of such person.

Edgar Filing: HOLOGIC INC - Form 4

In order for a director candidate to be considered for nomination at the Company's annual meeting of stockholders, the recommendation must be received by the Nomination and Governance Committee at least 120 calendar days prior to the date the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting, advanced by one year.

Submission of Business Proposals and Shareholder Nominations

The Company must receive proposals that stockholders seek to include in the proxy statement for the Company's next annual meeting no later than March 16, 2009. If next years annual meeting is held on a date more than 30 calendar days from August 8, 2009, a stockholder proposal must be received by a reasonable time before the Company begins to print and mail its proxy solicitation for such annual meeting. Any stockholder proposals will be subject to the requirements of the proxy rules adopted by the Securities and Exchange Commission.

The Company's By-laws provide that in order for a shareholder to make nominations for the election of directors or proposals for business to be brought before the annual meeting, a shareholder must give written notice of such nominations and/or proposals to the Secretary not less than 90 days prior to the date of the annual meeting. A copy of the By-laws may be obtained from the Company.

Stockholder Communications

The Company encourages stockholder communications to the Board of Directors and/or individual directors. Stockholders who wish to communicate with the Board of Directors or an individual director should send their communications to the care of Corisa L. Guiffre; Chief Financial Officer, Andrea Electronics Corporation at 65 Orville Drive, Bohemia, NY 11716. Communications regarding financial or accounting policies should be sent to the attention of the Chairman of the Audit Committee. All other communications should be sent to the attention of the Chairman of the Nomination and Governance Committee.

Miscellaneous

The solicitation of proxies in the enclosed form is made on behalf of the Board of Directors and the cost of this solicitation is being paid by the Company. In addition to the use of the mails, proxies may be solicited personally or by telephone or telegraph using the services of directors, officers and regular employees of the Company at nominal cost. Banks, brokerage firms and other custodians, nominees and fiduciaries will be reimbursed by the Company for expenses incurred in sending proxy material to beneficial owners of the Company's stock.

A copy of the Company's Form 10-KSB for the fiscal year ended December 31, 2007, as filed with the Securities and Exchange Commission has been mailed to persons who were shareholders as of the close of business on July 8, 2008. Any shareholder who has not received a copy of the Annual Report may obtain a copy by writing to the Corporate Secretary of the Company. The Annual Report is not to be treated as part of the proxy solicitation material or as having been incorporated in this proxy statement by reference.

If you and others who share your address own your shares in "street name," your broker or other holder of record may be sending only one annual report and proxy statement to your address. This practice, known as "householding," is designed to reduce our printing and postage costs. However, if a shareholder residing at such an address wishes to receive a separate annual report or proxy statement in the future, he or she should contact the broker or other holder of record. If you own your shares in "street name" and are receiving multiple copies of our annual report and proxy statement, you can request householding by contacting your broker or other holder of record.

Bohemia, New York
July 16, 2008

You are cordially invited to attend the Annual Meeting in person. Whether or not you plan to attend the annual meeting, you are requested to sign, date and promptly return the accompanying proxy card in the enclosed postage-paid envelope.

Explanation of Responses:

ANNUAL MEETING OF STOCKHOLDERS
OF
ANDREA ELECTRONICS CORPORATION

2:00 P.M.

AUGUST 8, 2008

LA QUINTA INN & SUITES ISLIP/MACARTHUR AIRPORT
10 AERO ROAD
BOHEMIA, NEW YORK 11716

FOLD AND DETACH HERE AND READ THE REVERSE SIDE

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

ANDREA ELECTRONICS CORPORATION

The undersigned hereby acknowledges receipt of the Notice of Annual Meeting and Proxy Statement and hereby appoints Douglas J. Andrea and Corisa L. Guiffre, or either of them, with full power of substitution and to act without the other, as the agents, attorneys and proxies of the undersigned, to represent and vote as directed on the reverse hereof, all of the common stock of Andrea Electronics Corporation held of record by the undersigned at the close of business on July 8, 2008 at the Annual Meeting of Stockholders of ANDREA ELECTRONICS CORPORATION on August 8, 2008 at 2:00 p.m., and any adjournments or postponements thereof.

(Continued, and to be marked, dated and signed as instructed on the other side)

FOLD AND DETACH HERE AND READ THE REVERSE SIDE

PROXY – (continued from reverse side)

Please
mark
your x
votes
like this

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED AND THE PROXY IS SIGNED AND DATED, WILL BE VOTED “FOR” ALL OF THE FOLLOWING PROPOSALS. THE PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF ANDREA ELECTRONICS CORPORATION

| | | | | | | |
|--|--------------|--------------------------------|---|--------------|------------------|------------------|
| 1. To elect the following Directors: | FOR o | WITHHOLD AUTHORITY o | 2. To ratify the selection of Marcum & Kliegman LLP as the Company’s independent accountants for the year ending December 31, 2008. | FOR o | AGAINST o | ABSTAIN o |
| Douglas J. Andrea Gary A. Jones Louis Libin Joseph J. Migliozi Jonathan D. Spaet | | | | | | |

Edgar Filing: HOLOGIC INC - Form 4

(INSTRUCTION: To withhold authority to vote for any individual nominee, strike a line through that nominee's name above)

In their discretion the proxies are authorized to vote upon such other business as may properly come before the meeting or any postponements or adjournments thereof.

COMPANY ID:

PROXY NUMBER:

ACCOUNT
NUMBER:

Signature

Signature

Date

NOTE: Please sign exactly as name appears heron. When shares are hold by joint owner, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.