

IDEXX LABORATORIES INC /DE  
Form S-8  
December 30, 2013

As filed with the Securities and Exchange Commission on December 30, 2013

Registration No. 333-

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

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

**IDEXX LABORATORIES, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**Incorporation or Organization)**

**One IDEXX Drive, Westbrook, Maine**

**01-0393723**  
**(I.R.S. Employer**

**Identification No.)**

**04092**

(Address of Principal Executive Offices)

(Zip Code)

**2009 STOCK INCENTIVE PLAN**

(Full Title of the Plan)

**Jeffrey A. Fiarman, Esq.**

**General Counsel**

**IDEXX Laboratories, Inc.**

**One IDEXX Drive**

**Westbrook, Maine 04092**

(Name and Address of Agent For Service)

**(207) 556-0300**

(Telephone Number, Including Area Code, 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  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount of Shares to be Registered <sup>(1)</sup>	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share <sup>(2)</sup>	Maximum Aggregate Offering Price <sup>(2)</sup>	
	4,750,000	\$106.09	\$503,903,750	\$64,902.80

Common Stock, \$.10 par value per  
share

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee, based upon the average of the high and low prices of the Registrant's common stock reported on the Nasdaq Global Select Market on December 26, 2013, in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933, as amended.

**STATEMENT OF INCORPORATION BY REFERENCE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 4,750,000 shares of common stock, \$.10 par value per share, of IDEXX Laboratories, Inc. (the Registrant ) to be issued pursuant to the Registrant s 2009 Stock Incentive Plan, as amended (the Plan ). In accordance with Section E of the General Instructions to Form S-8, the Registration Statement on Form S-8 previously filed with the Commission on June 19, 2009 relating to the Plan (File No. 333-160083) is incorporated by reference herein, except for Item 5 Interests of Named Experts and Counsel and Item 8 Exhibits.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits hereto is incorporated herein by reference.

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**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 Westbrook, State of Maine on this 30th day of December, 2013.

**IDEXX LABORATORIES, INC.**

By: /s/ Jeffrey A. Fiarman  
 Jeffrey A. Fiarman  
 Executive Vice President, General  
 Counsel and Secretary

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of IDEXX Laboratories, Inc. hereby severally constitute and appoint Jonathan W. Ayers and Jeffrey A. Fiarman, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally do all such things in our name and on our behalf in our capacities as officers and directors to enable IDEXX Laboratories, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Jonathan W. Ayers Jonathan W. Ayers	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	December 30, 2013
/s/ Willard R. Blanche, Jr. Willard R. Blanche, Jr.	Chief Financial Officer (Principal Financial Officer)	December 30, 2013
/s/ Jeffery D. Chadbourne Jeffery D. Chadbourne	Principal Accounting Officer	December 30, 2013
/s/ Thomas Craig Thomas Craig	Director	December 30, 2013
/s/ William T. End William T. End	Director	December 30, 2013
/s/ Rebecca M. Henderson, PhD Rebecca M. Henderson, PhD	Director	December 30, 2013
/s/ Barry C. Johnson, PhD Barry C. Johnson, PhD	Director	December 30, 2013

/s/ Brian P. McKeon  
Brian P. McKeon

Director

December 30, 2013

/s/ Robert J. Murray  
Robert J. Murray

Director

December 30, 2013

/s/ M. Anne Szostak  
M. Anne Szostak

Director

December 30, 2013

/s/ Sophie V. Vandebroek  
Sophie V. Vandebroek

Director

December 30, 2013

**EXHIBIT INDEX**

Exhibit Number	Description
4.1	Restated Certificate of Incorporation, as amended, of the Registrant (filed as Exhibit No. 3(i) to Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, File No. 0-19271, and incorporated herein by reference).
4.2	Amended and Restated By-Laws of the Registrant (filed as Exhibit No. 3.1 to Form 8-K filed July 21, 2009, File No. 0-19271, and incorporated herein by reference).
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP (filed herewith).
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP, an independent registered public accounting firm (filed herewith).
24.1	Power of Attorney (included on signature page).
99.1	2009 Stock Incentive Plan, as amended (filed herewith).