

ALERE INC.
Form SC 13D/A
September 18, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)**

(Amendment No. 1)*

Alere Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

01449J105

(CUSIP Number)

Mintz, Levin, Ferris, Cohn, Glovsky and Popeo, P.C.

Attn: Richard R. Kelly, Esq.

One Financial Center

Boston, MA 02111

(617) 542-6000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

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September 15, 2014

(Dates of Event Which Require Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

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

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CUSIP No. 01449J105

13D

1 Name of Reporting Person
Ron Zwanziger

I.R.S. Identification Nos. of Above Persons (Entities Only)

2 Check the Appropriate Box if a Member of the Group
(a) x
(b) o Joint Filing

3 SEC Use Only

4 Source of Funds
PF/OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e) o

6 Citizenship or Place of Organization
United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 3,928,893
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 3,928,893

11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,928,893

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o

13 Percent of Class Represented by Amount in Row (11)
4.68%

14 Type of Reporting Person
IN

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CUSIP No. 01449J105

13D

- 1 Name of Reporting Person
Janet M. Zwanziger
- I.R.S. Identification Nos. of Above Persons (Entities Only)
- 2 Check the Appropriate Box if a Member of the Group
(a) x
(b) o Joint Filing
- 3 SEC Use Only
- 4 Source of Funds
PF/OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e) o
- 6 Citizenship or Place of Organization
United States of America
- | | | |
|---|----|---------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
0 |
| | 8 | Shared Voting Power
3,928,893 |
| | 9 | Sole Dispositive Power
0 |
| | 10 | Shared Dispositive Power
3,928,893 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,928,893
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
4.68%
- 14 Type of Reporting Person
IN

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CUSIP No. 01449J105

13D

- 1 Name of Reporting Person
Zwanziger Family 2004 Irrevocable Trust
- I.R.S. Identification Nos. of Above Persons (Entities Only)
- 2 Check the Appropriate Box if a Member of the Group
(a)
(b) Joint Filing
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)
- 6 Citizenship or Place of Organization
Not applicable
- | | | |
|---|----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
224,276 |
| | 8 | Shared Voting Power
0 |
| | 9 | Sole Dispositive Power
224,276 |
| | 10 | Shared Dispositive Power
0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
224,276
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
0.27%
- 14 Type of Reporting Person
OO

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CUSIP No. 01449J105

13D

- 1 Name of Reporting Person
Zwanziger Family 2012 Irrevocable Family Trust
- I.R.S. Identification Nos. of Above Persons (Entities Only)
- 2 Check the Appropriate Box if a Member of the Group
(a) x
(b) o Joint Filing
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e) o
- 6 Citizenship or Place of Organization
Not applicable
- | | | |
|---|----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
472,193 |
| | 8 | Shared Voting Power
0 |
| | 9 | Sole Dispositive Power
472,193 |
| | 10 | Shared Dispositive Power
0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
472,193
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
0.57%
- 14 Type of Reporting Person
OO

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13D

- 1 Name of Reporting Person
Zwanziger Family 2009 Irrevocable Trust
- I.R.S. Identification Nos. of Above Persons (Entities Only)
- 2 Check the Appropriate Box if a Member of the Group
(a)
(b) Joint Filing
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)
- 6 Citizenship or Place of Organization
Not applicable
- | | | |
|---|----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
122,186 |
| | 8 | Shared Voting Power
0 |
| | 9 | Sole Dispositive Power
122,186 |
| | 10 | Shared Dispositive Power
0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
122,186
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
0.15%
- 14 Type of Reporting Person
OO

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CUSIP No. 01449J105

13D

- 1 Name of Reporting Person
Zwanziger Family Ventures LLC
- I.R.S. Identification Nos. of Above Persons (Entities Only)
- 2 Check the Appropriate Box if a Member of the Group
(a)
(b) Joint Filing
- 3 SEC Use Only
- 4 Source of Funds
PF/OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)
- 6 Citizenship or Place of Organization
Delaware
- | | | |
|---|----|-------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
1,466,696 |
| | 8 | Shared Voting Power
0 |
| | 9 | Sole Dispositive Power
1,466,696 |
| | 10 | Shared Dispositive Power
0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,466,696
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
1.77%
- 14 Type of Reporting Person
OO

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CUSIP No. 01449J105

13D

- 1 Name of Reporting Person
The Ron Zwanziger Family Trust-1990
- I.R.S. Identification Nos. of Above Persons (Entities Only)
- 2 Check the Appropriate Box if a Member of the Group
(a) x
(b) o Joint Filing
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e) o
- 6 Citizenship or Place of Organization
Not applicable
- | | | |
|---|----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
191,830 |
| | 8 | Shared Voting Power
0 |
| | 9 | Sole Dispositive Power
191,830 |
| | 10 | Shared Dispositive Power
0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
191,830
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
0.23%
- 14 Type of Reporting Person
OO

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CUSIP No. 01449J105

13D

- 1 Name of Reporting Person
Ron Zwanziger 2004 Revocable Trust
- I.R.S. Identification Nos. of Above Persons (Entities Only)
- 2 Check the Appropriate Box if a Member of the Group
(a) x
(b) o Joint Filing
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e) o
- 6 Citizenship or Place of Organization
Not applicable
- | | | |
|---|----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
580,201 |
| | 8 | Shared Voting Power
0 |
| | 9 | Sole Dispositive Power
580,201 |
| | 10 | Shared Dispositive Power
0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
580,201
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
0.70%
- 14 Type of Reporting Person
OO

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CUSIP No. 01449J105

13D

- 1 Name of Reporting Person
David Scott, Ph.D.
- I.R.S. Identification Nos. of Above Persons (Entities Only)
- 2 Check the Appropriate Box if a Member of the Group
(a)
(b) Joint Filing
- 3 SEC Use Only
- 4 Source of Funds
PF/OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)
- 6 Citizenship or Place of Organization
United Kingdom
- | | | |
|---|----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
560,989 |
| | 8 | Shared Voting Power
0 |
| | 9 | Sole Dispositive Power
560,989 |
| | 10 | Shared Dispositive Power
0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
560,989
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
0.67%
- 14 Type of Reporting Person
IN

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CUSIP No. 01449J105

13D

- 1 Name of Reporting Person
Jerome F. McAleer, Ph.D.
- I.R.S. Identification Nos. of Above Persons (Entities Only)
- 2 Check the Appropriate Box if a Member of the Group
(a)
(b) Joint Filing
- 3 SEC Use Only
- 4 Source of Funds
PF/OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)
- 6 Citizenship or Place of Organization
United Kingdom
- | | | |
|---|----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
455,483 |
| | 8 | Shared Voting Power
0 |
| | 9 | Sole Dispositive Power
455,483 |
| | 10 | Shared Dispositive Power
0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
455,483
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
0.55%
- 14 Type of Reporting Person
IN

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The following constitutes Amendment No. 1 (this Amendment) to the Schedule 13D filed on September 15, 2014 by Ron Zwanziger, Janet M. Zwanziger, Zwanziger Family 2004 Irrevocable Trust, Zwanziger Family 2012 Irrevocable Family Trust, Zwanziger Family 2009 Irrevocable Trust, Zwanziger Family Ventures LLC, The Ron Zwanziger Family Trust-1990, Ron Zwanziger 2004 Revocable Trust, David Scott, Ph.D and Jerome F. McAleer, Ph.D (the Schedule 13D).

The information reported in the Schedule 13D remains in effect except to the extent that it is amended, restated and/or supplemented by information contained in this Amendment. Capitalized terms used but not defined in this Amendment have the meanings ascribed to them in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby supplemented with the following additional information.

On September 15, 2014, Ron Zwanziger delivered a letter, on behalf of the Former Officers, to Gregg J. Powers, the Chairman of the Board of Directors of the Issuer, relating to the Proposed Transaction (the Initial Letter). A copy of the Initial Letter is filed as Exhibit 2 to this Amendment. On September 15, 2014, the Issuer issued a press release, which was filed with on the U.S. Securities and Exchange Commission's EDGAR system as an Exhibit to a Form 8-K, in response to the Initial Letter (the Press Release). In the Press Release, the Issuer indicated that the Initial Letter did not identify the sources of any proposed financing related to the Proposed Transaction nor did it indicate whether any potential financing sources were highly confident that financing necessary to complete the Proposed Transaction would be available. The Issuer also stated in the Press Release that its Board of Directors would give appropriate consideration to any bona fide proposals that would maximize shareholder value but also noted that Mr. Zwanziger indicated that Proposed Transaction would be contingent on the completion of a month of due diligence although the Former Officers had led the Issuer through June 2014.

On September 17, 2014, Mr. Zwanziger sent an email to Mr. Powers responding to the Press Release (the Second Letter). In the Second Letter, Mr. Zwanziger proposed a meeting with Mr. Powers, to discuss among other things, the proposed due diligence period. Mr. Zwanziger also noted that representatives from a preeminent private equity firm and a preeminent investment bank would accompany him to the meeting to discuss equity and debt financing related to the Proposed Transaction and to assure Mr. Powers that the proposal for the Proposed Transaction is and will be bona fide. A copy of the Second Letter is filed as Exhibit 3 to this Amendment.

The foregoing descriptions of the Initial Letter and the Second Letter are qualified in their entirety by reference to Exhibit 2 and Exhibit 3 to this Amendment.

On September 17, 2014, Mr. Powers responded by letter to Mr. Zwanziger declining the proposed meeting. He also indicated that the Issuer would not be providing any due diligence opportunity to the Former Officers (the Alere Letter). Mr. Powers also stated in the Alere Letter that the Board of Directors of the Issuer would appropriately consider any proposal it believes to be bona fide and would maximize shareholder value.

Item 5. Interest in Securities of the Issuer.

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Item 5(c) of the Schedule 13D is hereby amended and restated as follows:

(c)

During the past sixty (60) days Family Ventures sold in the open market an aggregate of 340,000 shares of the Issuer's common stock in the following manner: (i) 190,000 shares at a weighted average price of \$35.81 per share at prices ranging from \$35.75 to \$36.00 per share on August 6, 2014; (ii) 21,838 shares at \$35.25 per share on August 15, 2014; (iii) 6,486 shares at \$35.25 per share on August 25, 2014; (iv) 43,514 shares at \$35.25 per share on August 26, 2014; (v) 50,000 shares at \$35.25 per share on August 27, 2014; and (vi) 28,162 shares at a weighted average price of \$35.46 at prices ranging from \$35.40 to \$35.55 per share on August 28, 2014.

During the past sixty (60) days Mr. Zwanziger sold in the open market 60,000 shares of the Issuer's common stock in the following manner: (i) 50,000 shares at a weighted average price of \$35.82 per share at prices ranging from \$35.75 to \$36.00 per share; and (ii) 10,000 shares at \$35.25 per share on August 15, 2014.

During the past sixty (60) days Dr. Scott sold in the open market 275,000 shares of the Issuer's common stock in the following manner: (i) 54,583 shares at \$35.02 per share on August 7, 2014; (ii) 50,000 shares at \$34.47 per share on August 8, 2014; (iii) 100,000 shares at \$34.61 per share on August 11, 2014; and (iv) 70,417 shares at \$34.36 per share on August 12, 2014.

During the past sixty (60) days Dr. McAleer sold in the open market 147,436 shares of the Issuer's common stock in the following manner: (i) 30,000 shares at \$35.19 per share on August 7, 2014; (ii) 17,639 shares at \$35.00 per share on August 13, 2014; (iii) 20,000 shares at \$35.21 per share on August 14, 2014; (iv) 4,797 shares at \$35.00 per share on August 19, 2014; (v) 25,000 shares at \$35.00 per share on August 20, 2014; (vi) 25,000 shares at \$35.25 per share on August 25, 2014; and (vii) 25,000 shares at \$35.25 per share on August 26, 2014.

Item 6. Issuer.

Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the

Item 6 of the Schedule 13D is hereby supplemented with the following additional information.

On September 15, 2014, Mr. Zwanziger delivered the Initial Letter, described in Item 4 of this Amendment, to Gregg J. Powers, Chairman of the Board of Directors of the Issuer. On September 17, 2014, Mr. Zwanziger sent the Second Letter, described in Item 4 of this Amendment, to Mr. Powers.

Item 7.

Material to be Filed as Exhibits.

Exhibit No. Description

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**Exhibit
No.**

Description

- | | |
|---|---|
| 1 | Joint Filing Agreement (filed with the Schedule 13D on September 15, 2014). |
| 2 | Letter from Ron Zwanziger to the Chairman of the Board of Directors of the Issuer dated September 15, 2014. |
| 3 | Email from Ron Zwanziger to the Chairman of the Board of Directors of the Issuer dated September 17, 2014. |

SIGNATURE

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

Dated: September 18, 2014

By: /s/ Ron Zwanziger
Ron Zwanziger

Dated: September 18, 2014

By: /s/ Janet M. Zwanziger
Janet M. Zwanziger

Dated: September 18, 2014

Zwanziger Family 2004 Irrevocable Trust

By: /s/ Orit Goldstein, Trustee

Dated: September 18, 2014

Zwanziger Family 2012 Irrevocable Family Trust

By: /s/ Orit Goldstein, Trustee

Dated: September 18, 2014

Zwanziger Family 2009 Irrevocable Trust

By: /s/ Orit Goldstein, Trustee

Dated: September 18, 2014

Zwanziger Family Ventures LLC

By: /s/ Ron Zwanziger
Its: Manager

Dated: September 18, 2014

The Ron Zwanziger Family Trust-1990

By: /s/ Orit Goldstein, Trustee

Dated: September 18, 2014

Ron Zwanziger 2004 Revocable Trust

By: /s/ Ron Zwanziger, Trustee

Dated: September 18, 2014

By: /s/ David Scott, Ph.D.
David Scott, Ph.D.

Dated: September 18, 2014

By: /s/ Jerome F. McAleer, Ph.D.
Jerome F. McAleer, Ph.D.

