

MERIDIAN BIOSCIENCE INC

Form 10-K/A

May 26, 2005

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

FORM 10-K/A

Amendment No. 1

**FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTIONS 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2004.

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission File No. 0-14902

MERIDIAN BIOSCIENCE, INC.

Incorporated under
the Laws of Ohio

3471 River Hills Drive
Cincinnati, Ohio 45244
Phone: (513) 271-3700

IRS Employer ID
No. 31-0888197

Securities Registered Pursuant to Section 12(b) of the Act: None

Securities Registered Pursuant to Section 12(g) of the Act: Common Stock, No Par Value

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

YES

NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this Chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).

YES
p

NO
o

The aggregate market value of Common Stock held by non-affiliates as of March 31, 2004 was \$107,496,766 based on a closing sale price of \$10.19 per share on March 31, 2004. As of December 1, 2004, 15,059,536 shares of no par value Common Stock were issued and outstanding.

Documents Incorporated by Reference

Portions of the Registrant's Annual Report to Shareholders for the fiscal year ended September 30, 2004 furnished to the Commission pursuant to Rule 14a-3(b) as specified and portions of the Registrant's Proxy Statement filed with the Commission for its 2005 Annual Shareholders Meeting are incorporated by reference in Parts II and III as specified.

The purpose of this filing of Amendment No. 1 to Form 10-K is to file as an exhibit the Registrant's 2004 Annual Report to Shareholders, which was listed as Exhibit Number 13 to the Registrant's Form 10-K for the year ended September 30, 2004 (which was filed on December 13, 2004), but was inadvertently omitted.

ITEM 15.

EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) (1) and (2) FINANCIAL STATEMENTS AND SCHEDULES.

All financial statements and schedules required to be filed by Item 8 of this Form and included in this report have been listed previously under Item 8. No additional financial statements or schedules are being filed since the requirements of paragraph (d) under Item 15 are not applicable to Meridian.

(a) (3) EXHIBITS.

| Exhibit Number | Description of Exhibit | Filing Status |
|----------------|--|---------------|
| 3.1 | Articles of Incorporation, including amendments not related to Company name change | A |
| 3.2 | Code of Regulations | B |
| 4.1 | Indenture between Meridian and Star Bank, National Association, as Trustee, relating to Meridian's 7% Convertible Subordinated Debentures due 2006 | C |
| 4.2 | Indenture between Meridian and LaSalle Bank National Association, as Trustee, relating to Meridian's 5% Convertible Subordinated Debentures due 2013 | D |
| 10.3 | License Agreement dated October 6, 1983 with Marion Laboratories, Inc. | B |
| 10.5 | Sublicense Agreement dated June 17, 1993 among Johnson & Johnson, the Scripps Research Institute, Inc. and Meridian Concerning certain Patent Rights | E |
| 10.6 | Assignment dated June 17, 1993 from Ortho Diagnostic Systems, Inc. to Meridian concerning certain Patent Rights | E |
| 10.7 | Agreement dated January 24, 1994 between Meridian Diagnostics, Inc. and Immulock, Inc. | F |
| 10.8 | Asset Purchase Agreement dated June 24, 1996 between Cambridge Biotech Corporation and Meridian Diagnostics, Inc. | G |
| 10.9 | Merger Agreement among Gull Laboratories, Inc., Meridian Diagnostics, Inc. Fresenius AG and Meridian Acquisition Co. dated as | H |

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of September 15, 1998

| | | |
|--------|--|---|
| 10.10* | Savings and Investment Plan Prototype Adoption Agreement | S |
| 10.12* | 1986 Stock Option Plan | I |

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| Exhibit Number | Description of Exhibit | Filing Status |
|----------------|---|------------------|
| 10.14* | 1994 Directors Stock Option Plan | J |
| 10.15* | 1996 Stock Option Plan | K |
| 10.16* | Salary Continuation Agreement for John A. Kraeutler | L |
| 10.17 | First Amendment to Merger Agreement Among Gull Laboratories, Inc., Meridian Diagnostics, Inc. Fresenius AG and Meridian Acquisition Co. | M |
| 10.18* | 1999 Directors Stock Option Plan | N |
| 10.20 | Dividend Reinvestment Plan | P |
| 10.21 | Merger Agreement dated September 13, 2000 among Meridian and the Shareholders of Viral Antigens, Inc. | O |
| 10.22 | Loan and Security Agreement among Meridian, certain of its subsidiaries and Fifth Third Bank Dated as of September 20, 2001 | R |
| 10.23* | Employment Agreement Dated February 15, 2001 between Meridian and John A. Kraeutler, including the Addendum to Employment Agreement dated April 24, 2001 between Meridian and John A. Kraeutler | R |
| 10.24* | Sample Option Agreement Dated October 1, 2001 | R |
| 10.25* | Sample Option Agreement Dated October 1, 2001 | R |
| 10.26* | 1996 Stock Option Plan as Amended and Restated Effective January 23, 2001 | Q |
| 10.27* | Sample Option Agreement Dated November 19, 2002 | S |
| 10.28* | Agreement Concerning Disability and Death dated September 10, 2003, between Meridian and William J. Motto | S |
| 10.29 | Professional Services Agreement dated October 1, 2002 between Meridian and Antonio Interno | S |
| 10.30 | Amended and Restated Revolving Note with Fifth Third Bank dated August 5, 2004 | Filed previously |
| 13 | 2004 Annual Report to Shareholders | (1) |
| 14 | Code of Ethics | S |
| 21 | Subsidiaries of the Registrant | Filed previously |

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| | | |
|------|---|------------------|
| 23 | Consent of Independent Registered Public Accounting Firm | Filed previously |
| 31.1 | Certification of Principal Executive Officer required by Rule 13a-14(a) | Filed herewith |
| 31.2 | Certification of Principal Financial Officer required by Rule 13a-14(a) | Filed herewith |
| 32 | Section 1350 Certification of Chief Executive Officer and Chief Financial Officer | Filed herewith |

(1) Only portions of the 2004 Annual Report to Shareholders specifically incorporated by reference in the Form 10-K are filed. A supplemental paper copy of the 2004 Annual Report to Shareholders has been provided to the Securities and Exchange Commission for informational purposes only.

*Management Compensatory Contracts

Incorporated by reference to:

- A. Registration Statement No. 333-02613 on Form S-3 filed with the Securities and Exchange Commission on April 18, 1996.
- B. Registration Statement No. 33-6052 filed under the Securities Act of 1933.
- C. Registration Statement No. 333-11077 on Form S-3 filed with the Securities and Exchange Commission on August 29, 1996.
- D. Meridian's Schedule T-O filed with the Securities and Exchange Commission on October 24, 2003.
- E. Meridian's Form 8-K filed with the Securities and Exchange Commission on June 17, 1993.
- F. Meridian's Forms 8-K filed with the Securities and Exchange Commission on February 8, 1994 and April 6, 1994.
- G. Meridian's Form 8-K filed with the Securities and Exchange Commission on July 2, 1996.
- H. Meridian's Form 8-K filed with the Securities and Exchange Commission on September 17, 1998.
- I. Registration Statement No. 33-89214 on Form S-8 filed with the Securities and Exchange Commission on April 5, 1995.
- J. Registration Statement No. 33-78868 on Form S-8 filed with the Securities and Exchange Commission on May 12, 1994.
- K. Meridian's Annual Report on Form 10-K for the Fiscal Year Ended September 30, 1996.
- L. Meridian's Annual Report on Form 10-K for the Fiscal Year Ended September 30, 1995.
- M. Company's Report on Form 8-K filed with the Securities and Exchange Commission filed on November 13, 1998.
- N. Meridian's Proxy Statement filed with the Securities and Exchange Commission on December 21, 1998.
- O. Meridian's Current Report on Form 8-K dated September 29, 2000.
- P. Meridian's Annual Report on Form 10-K for the Fiscal Year Ended September 30, 1999.
- Q. Registration Statement No. 333-75312 on Form S-8 filed with the Securities and Exchange Commission on December 17, 2001.
- R. Meridian's Annual Report on Form 10-K for the Fiscal Year Ended September 30, 2001.

S. Meridian's Annual Report on Form 10-K for the Fiscal Year Ended September 30, 2003.

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 26, 2005

By: /s/ William J. Motto
 William J. Motto
 Chairman of the Board of Directors and
 Chief Executive Officer (Principal
 Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Signature | Capacity | Date |
|--|--|--------------|
| <u>/s/ William J. Motto</u> William J. Motto | Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer) | May 26, 2005 |
| <u>/s/ John A. Kraeutler</u> John A. Kraeutler | President and Chief Operating Officer, Director | May 26, 2005 |
| <u>/s/ Melissa Lueke</u> Melissa Lueke | Vice President and Chief Financial Officer | May 26, 2005 |
| <u>/s/ James A. Buzard</u> James A. Buzard | Director | May 26, 2005 |
| <u>James A. Buzard</u> | Director | May 26, 2005 |
| <u>Gary P. Kreider</u> <u>/s/ David C. Phillips</u> | Director | May 26, 2005 |
| <u>David C. Phillips</u> <u>/s/ Robert J. Ready</u> | Director | May 26, 2005 |
| <u>Robert J. Ready</u> | | |