

IRIS INTERNATIONAL INC  
Form SC TO-C  
September 17, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**IRIS INTERNATIONAL, INC.**

**(Name of Subject Company (Issuer))**

**DAPHNE ACQUISITION CORPORATION**

**(Offeror)**

**An Indirect Wholly Owned Subsidiary of**

**DANAHER CORPORATION**

Edgar Filing: IRIS INTERNATIONAL INC - Form SC TO-C

(Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**

(Title of Class of Securities)

**46270W105**

(CUSIP Number of Class of Securities)

**Jonathan P. Graham**

**Senior Vice President - General Counsel**

**Attila I. Bodi**

**Vice President and Chief Counsel, M&A**

**2200 Pennsylvania Avenue, N.W., Suite 800W**

**Washington, D.C. 20037-1701**

**(202) 828-0850**

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

*Copies to:*

**Daniel Wolf, Esq.**

**David B. Feirstein, Esq.**

**Kirkland & Ellis LLP**

**601 Lexington Avenue**

**New York, NY 10022**

(212) 446-4800

**CALCULATION OF FILING FEE**

**Transaction Valuation**  
N/A

**Amount of Filing Fee**  
N/A

.. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: N/A  
Form of Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

- x Third-party tender offer subject to Rule 14d-1.
- .. Issuer tender offer subject to Rule 13e-4.
- .. Going-private transaction subject to Rule 13e-3.
- .. Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- .. Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- .. Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This filing relates solely to preliminary communications made before the commencement of a planned tender offer by Daphne Acquisition Corporation, a Delaware corporation (Merger Sub), and indirect wholly-owned subsidiary of Danaher Corporation, a Delaware Corporation (Parent), for all of the outstanding common stock of Iris International, Inc., a Delaware corporation (the Company), to be commenced pursuant to the Agreement and Plan of Merger, dated as of September 17, 2012, among Parent, Merger Sub and the Company.

The materials filed herewith are neither an offer to purchase nor a solicitation of an offer to sell securities. The tender offer for the outstanding shares of the Company's common stock described in this filing has not commenced. At the time the offer is commenced, Parent will file a tender offer statement on Schedule TO with the Securities and Exchange Commission (SEC), and the Company will file a solicitation/recommendation statement on Schedule 14D-9, with respect to the offer. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before any decision is made with respect to the tender offer. Those materials will be made available to the Company's shareholders at no expense to them. In addition, all of those materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC's website: [www.sec.gov](http://www.sec.gov).

Statements in these materials that are not strictly historical, including statements regarding the proposed acquisition of the Company, the expected timetable for completing the transaction, potential benefits and synergies of the transaction, future opportunities for the combined businesses and any other statements regarding events or developments that we believe or anticipate will or may occur in the future, may be forward-looking statements within the meaning of the federal securities laws, and involve a number of risks and uncertainties. There are a number of important factors that could cause actual events to differ materially from those suggested or indicated by such forward-looking statements and you should not place undue reliance on any such forward-looking statements. These factors include risks and uncertainties related to, among other things: general economic conditions and conditions affecting the industries in which Parent and the Company operate; the uncertainty of regulatory approvals; the parties' ability to satisfy the tender offer and merger agreement conditions and consummate the transaction; Parent's ability to successfully integrate the Company's operations and employees with Parent's existing business; the ability to realize anticipated growth, synergies and cost savings; and the Company's performance and maintenance of important business relationships. Additional information regarding the factors that may cause actual results to differ materially from these forward-looking statements is available in Parent's SEC filings, including Parent's Annual Report on Form 10-K for the year ended December 31, 2011 and Quarterly Report on Form 10-Q for the quarterly period ended June 29, 2012 as well as the Company's SEC filings, including the Company's Annual Report on Form 10-K for the year ended December 31, 2011 and Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2012. These forward-looking statements speak only as of the date of these materials and Parent does not assume any obligation to update or revise any forward-looking statement, whether as a result of new information, future events and developments or otherwise, except as required by law.

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Danaher Corporation Press Release dated September 17, 2012
99.2	Letter to Customers dated September 17, 2012
99.3	Beckman Coulter Internal Announcement dated September 17, 2012
99.4	Beckman Coulter Associate Questions & Answers dated September 17, 2012
99.5	Trade Press Release dated September 17, 2012