

QIAGEN NV  
Form 6-K  
September 22, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16**

**under the Securities Exchange Act of 1934**

**For the month of September, 2009**

**Commission File Number 0-28564**

**QIAGEN N.V.**

(Translation of registrant's name into English)

Spoorstraat 50

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5911 KJ Venlo

The Netherlands

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_ .

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**OTHER INFORMATION**

On July 30, 2007, QIAGEN N.V. (Nasdaq: QGEN; Frankfurt, Prime Standard: QIA) announced the successful completion of its acquisition of Digene Corporation (Nasdaq: DIGE). QIAGEN completed the acquisition through a tender offer and subsequent merger of Digene with and into a wholly owned subsidiary of QIAGEN. Following the completion of the merger, Digene became a wholly owned subsidiary of QIAGEN's subsidiary QIAGEN North American Holdings, Inc. This report on Form 6-K is intended to furnish certain historical pre-acquisition audited financial statements of Digene. More current information relating to the acquired business and to QIAGEN's financial information subsequent to the acquisition are included in reports on Form 6-K and Form 20-F of QIAGEN.

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**SIGNATURES**

Pursuant to the requirements 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.

QIAGEN N.V.

By: /s/ Roland Sackers  
Roland Sackers  
Chief Financial Officer

Date: September 22, 2009

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibit</b>
99.1	Audited Consolidated Financial Statements of Digene Corporation Report of Independent Registered Public Accounting Firm Consolidated Balance Sheets Consolidated Statements of Operations Consolidated Statements of Stockholders' Equity Consolidated Statements of Cash Flows Notes to Consolidated Financial Statements
99.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm of Digene Corporation

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**Exhibit 99.1**

**FINANCIAL STATEMENTS**

**DIGENE CORPORATION**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Supervisory Board and Shareholders of

QIAGEN N.V. and Subsidiaries

We have audited the accompanying consolidated balance sheets of Digene Corporation (the Company) as of June 30, 2006 and 2007, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended June 30, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Digene Corporation at June 30, 2006 and 2007, and the consolidated results of its operations and its cash flows for each of the three years in the period ended June 30, 2007, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 2 to the financial statements, effective July 1, 2005 the Company changed its method of accounting for share-based compensation.

/s/ Ernst & Young LLP

McLean, Virginia

November 20, 2007



**Table of Contents****DIGENE CORPORATION****CONSOLIDATED BALANCE SHEETS**

(in thousands, except share data)

	June 30,	
	2006	2007
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 24,004	\$ 47,880
Short-term investments	115,253	159,056
Accounts receivable, less allowance of approximately \$363 and \$441 at June 30, 2006 and 2007, respectively	27,665	35,785
Inventories, net	6,307	10,681
Prepaid expenses and other current assets	3,718	3,515
Deferred tax asset, current	4,275	5,411
<b>Total current assets</b>	<b>181,222</b>	<b>262,328</b>
Property and equipment, net	33,935	41,483
Deposits and other assets	5,981	5,020
Deferred tax asset, less current portion	10,748	11,977
<b>Total assets</b>	<b>\$ 231,886</b>	<b>\$ 320,808</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 10,716	\$ 28,042
Accrued expenses	11,030	10,251
Accrued payroll	11,190	18,401
Current portion of long-term debt and lease obligation	1,445	1,895
<b>Total current liabilities</b>	<b>34,381</b>	<b>58,589</b>
Deferred rent	246	306
Long-term debt, less current portion	450	330
Lease obligation, less current portion	19,323	21,986
Minority interest	440	540
Stockholders' equity:		
Preferred Stock, \$0.10 par value, 1,000,000 shares authorized, no shares issued and outstanding		
Common Stock, \$0.01 par value, 50,000,000 shares authorized, 23,243,586 and 24,568,779 shares issued and outstanding at June 30, 2006 and 2007, respectively	232	246
Additional paid-in capital	229,996	283,904
Accumulated other comprehensive income	692	1,599
Accumulated deficit	(53,874)	(46,692)
<b>Total stockholders' equity</b>	<b>177,046</b>	<b>239,057</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 231,886</b>	<b>\$ 320,808</b>

*See accompanying notes.*



**Table of Contents****DIGENE CORPORATION****CONSOLIDATED STATEMENTS OF OPERATIONS**

(in thousands, except for per share data)

	Year Ended June 30,		
	2005	2006	2007
<b>Revenues:</b>			
Product sales	\$ 113,219	\$ 150,828	\$ 202,495
Other	1,923	2,060	2,126
<b>Total revenues</b>	<b>115,142</b>	<b>152,888</b>	<b>204,621</b>
<b>Costs and expenses:</b>			
Cost of product sales	20,128	21,888	26,737
Royalty and technology	5,394	7,572	10,538
Research and development	12,964	17,922	26,246
Selling and marketing	45,933	62,815	70,407
General and administrative	20,265	26,294	58,436
Patent litigation settlements	21,500		
<b>Total costs and expenses</b>	<b>126,184</b>	<b>136,491</b>	<b>192,364</b>
<b>Income (loss) from operations</b>	<b>(11,042)</b>	<b>16,397</b>	<b>12,257</b>
<b>Other income (expense):</b>			
Interest income	808	3,808	8,638
Interest expense	(37)	(803)	(1,633)
Other income (expense)	(116)	(48)	274
<b>Total other income (expense)</b>	<b>655</b>	<b>2,957</b>	<b>7,279</b>
<b>Income (loss) from operations before minority interest and provision for (benefit from) income taxes</b>	<b>(10,387)</b>	<b>19,354</b>	<b>19,536</b>
Minority Interest	(353)	(142)	(156)
<b>Income (loss) from operations before income taxes</b>	<b>(10,740)</b>	<b>19,212</b>	<b>19,380</b>
Provision for (benefit from) income taxes	(2,573)	10,773	12,198
<b>Net income (loss)</b>	<b>\$ (8,167)</b>	<b>\$ 8,439</b>	<b>\$ 7,182</b>
Basic net income (loss) per share	\$ (0.41)	\$ 0.39	\$ 0.30
Diluted net income (loss) per share	\$ (0.41)	\$ 0.38	\$ 0.29
<b>Weighted average shares outstanding</b>			
Basic	19,965	21,769	23,950
Diluted	19,965	22,215	24,463

*See accompanying notes.*



**Table of Contents****DIGENE CORPORATION****CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY**

(in thousands)

	Common Stock		Additional Paid-In Capital	Deferred Stock Compensation	Accumulated Other Comprehensive Income		Accumulated Deficit	Total Stockholders Equity
	Shares	Amount						
Balance at June 30, 2004	19,884	\$ 198	\$ 139,637	\$ (163)	\$ 537	\$ (54,146)	\$ 86,063	
Comprehensive loss:								
Foreign currency translation					37		37	
Unrealized gain on available for-sale securities, net of income tax benefit of \$33					27		27	
Net loss						(8,167)	(8,167)	
Comprehensive loss							(8,103)	
Exercise of Common Stock options	153	2	1,530				1,532	
Compensatory stock options earned by non-employees			(253)	163			(90)	
Balance at June 30, 2005	20,037	\$ 200	\$ 140,914	\$	\$ 601	\$ (62,313)	\$ 79,402	
Comprehensive income:								
Foreign currency translation					220		220	
Unrealized loss on available for-sale securities, net of income tax benefit of \$109					(129)		(129)	
Net income						8,439	8,439	
Comprehensive income							8,530	
Exercise of Common Stock options	907	9	16,711				16,720	
Public offering of Common Stock	2,300	23	60,056				60,079	
Tax benefit from stock-based compensation in excess of book deductions			6,634				&nbsp;	