

GEN PROBE INC  
Form 8-K  
February 27, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **February 9, 2006**

**Gen-Probe Incorporated**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**001-31279**

(Commission File Number)

**33-0044608**

(I.R.S. Employer  
Identification No.)

**10210 Genetic Center Drive  
San Diego, CA 92121**

(Address of Principal Executive Offices)

**(858) 410-8000**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01. Entry into a Material Definitive Agreement

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**Table of Contents****Section 1 Registrant's Business and Operations****Item 1.01. Entry into a Material Definitive Agreement**

On February 9, 2006, the Compensation Committee of the Board of Directors and the Board of Directors of Gen-Probe Incorporated (the Company) authorized bonuses based on 2005 performance, payable February 24, 2006, and base salary adjustments as of February 24, 2006, retroactive to January 7, 2006, as follows:

| <b>Name</b>                   | <b>Position</b>                                  | <b>2005 Bonus</b> | <b>2006 Base Salary</b> |
|-------------------------------|--|-------------------|-------------------------|
| Henry L. Nordhoff             | Chairman, President, and Chief Executive Officer | \$450,000         | \$640,000               |
| Daniel L. Kacian, Ph.D., M.D. | Executive Vice President and Chief Scientist     | \$104,000         | \$363,000               |
| Niall M. Conway               | Executive Vice President, Operations             | \$ 70,000         | \$334,000               |
| R. William Bowen              | VP, General Counsel, and Secretary               | \$ 85,000         | \$317,000               |
| Herm Rosenman                 | VP, Finance and Chief Financial Officer          | \$ 80,000         | \$315,000               |

Each executive's bonus and adjusted base salary was determined by an assessment of the Company's performance against corporate goals and an assessment of the executive's sustained performance against individual goals, and job responsibilities including, where appropriate, the impact of such performance on the Company's business results, industry pay levels, and experience and potential for advancement.

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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 hereunto duly authorized.

**Gen-Probe Incorporated**

Date: February 24, 2006

By: /s/ R. William Bowen  
R. William Bowen  
Vice President and General Counsel