

Life Technologies Corp
Form DEFA14A
March 19, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN
PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to sec. 240.14a-12

LIFE TECHNOLOGIES CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☐ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting
of the Stockholders, to be held on April 29, 2010, for Life Technologies Corporation**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the proxy statement and annual report, go to www.proxydocs.com/life. To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under new United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet. We have chosen to use these procedures for our Annual Meeting of the Stockholders and need YOUR participation.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's Annual Meeting of the Stockholders, please make this request on or before April 19, 2010.

**View Proxy Materials and Annual Report Online at
www.proxydocs.com/life
A convenient way to view proxy materials and VOTE!**

Material may be requested by one of the following methods:

INTERNET
www.investorelections.com/life

TELEPHONE
(866) 648-8133

***E-MAIL**
paper@investorelections.com

**You must use the 12 digit control number
located in the shaded gray box below.**

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

To view your proxy materials online, go to www.proxydocs.com/life. Have the 12 digit control number available when you access the website and follow the instructions.



ACCOUNT NO.

SHARES

Life Technologies Corporation Notice of Annual Meeting of the Stockholders

Date: Thursday, April 29, 2010

Time: 8:00 A.M. (Pacific Time)

Place: 5781 Van Allen Way, Carlsbad, California 92008

The purpose of the Annual Meeting is to take action on the following proposals:

The Board of Directors recommends that you vote FOR the following.

1. Election of Directors

Nominees 01 George F. Adam, Jr. 03 Arnold J. Levine, Ph.D. 05 David C. U Prichard, Ph.D.
02 Raymond V. Dittamore 04 Bradley G. Lorimier

The Board of Directors recommends you vote FOR the following proposal(s).

- 2.** Ratification of the appointment of Ernst & Young LLP as independent auditors of the Company for fiscal year 2010
- 3.** Adoption of an Amendment to the Restated Certificate of Incorporation of the Company (Adopt Majority Voting for Uncontested Elections of Directors)
- 4.** Adoption of Amendments to the Restated Certificate of Incorporation of the Company (Eliminate Supermajority Provisions)
- 5.** Adoption of Amendments to the Bylaws of the Company (Adopt Majority Voting for Uncontested Elections of Directors)
- 6.** Adoption of an Amendment to the Bylaws of the Company (Eliminate Supermajority Provisions)
- 7.** Adoption of the Company's 2010 Incentive Compensation Plan

Vote In Person Instructions: While we encourage shareholders to vote by the means indicated above, a shareholder is entitled to vote in person at the annual meeting. Additionally, a share holder who has submitted a proxy before the meeting, may revoke that proxy in person at the annual meeting.