

HOLOGIC INC  
Form SC 13D/A  
March 04, 2016  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

Hologic, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

436440101  
(CUSIP Number)

Jesse Lynn, Esq.  
Icahn Capital LP  
767 Fifth Avenue, 47<sup>th</sup> Floor  
New York, New York 10153  
(212) 702-4300  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

March 4, 2016  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box //.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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## SCHEDULE 13D

## Item 1. Security and Issuer

The Schedule 13D filed with the Securities and Exchange Commission on November 21, 2013, as amended (the "Schedule 13D"), by the Reporting Persons with respect to the shares of Common Stock, \$0.01 par value ("Shares"), issued by Hologic, Inc. (the "Issuer"), as amended by Amendment No. 1 to the Schedule 13D filed on December 9, 2013, Amendment No. 2 to the Schedule 13D filed on December 12, 2013, Amendment No. 3 to the Schedule 13D filed on August 4, 2015, and Amendment No. 4 to the Schedule 13D filed on March 4, 2016, is hereby further amended to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

## Item 5. Interest in Securities of the Issuer

Item 5(c) of Amendment No. 4 to the Schedule 13D is hereby amended by replacing it in its entirety with the following:

(c) The following table sets forth all transactions with respect to Shares effected during the past sixty (60) days by any of the Reporting Persons. All such transactions were sales of Shares effected in the open market.

| Name of Reporting Person       | Date of Transaction | Amount of Securities | Price Per Share (U.S. \$) |
|--------------------------------|---------------------|----------------------|---------------------------|
| High River Limited Partnership | 02/17/2016          | (75,778)             | 34.53                     |
| High River Limited Partnership | 02/18/2016          | (22,240)             | 34.50                     |
| High River Limited Partnership | 02/19/2016          | (93,757)             | 34.55                     |
| High River Limited Partnership | 02/22/2016          | (66,419)             | 34.70                     |
| High River Limited Partnership | 02/23/2016          | (14,150)             | 34.51                     |
| High River Limited Partnership | 02/24/2016          | (137,511)            | 34.63                     |
| High River Limited Partnership | 02/25/2016          | (120,000)            | 35.03                     |
| High River Limited Partnership | 02/26/2016          | (35,000)             | 35.05                     |
| Icahn Partners LP              | 02/17/2016          | (303,111)            | 34.53                     |
| Icahn Partners LP              | 02/18/2016          | (88,960)             | 34.50                     |
| Icahn Partners LP              | 02/19/2016          | (283,965)            | 34.55                     |
| Icahn Partners LP              | 02/22/2016          | (155,016)            | 34.70                     |
| Icahn Partners LP              | 02/23/2016          | (33,026)             | 34.51                     |
| Icahn Partners LP              | 02/24/2016          | (320,941)            | 34.63                     |
| Icahn Partners LP              | 02/25/2016          | (280,072)            | 35.03                     |
| Icahn Partners LP              | 02/26/2016          | (81,687)             | 35.05                     |
| Icahn Partners Master Fund LP  | 02/19/2016          | (91,065)             | 34.55                     |
| Icahn Partners Master Fund LP  | 02/22/2016          | (110,658)            | 34.70                     |
| Icahn Partners Master Fund LP  | 02/23/2016          | (23,576)             | 34.51                     |
| Icahn Partners Master Fund LP  | 02/24/2016          | (229,104)            | 34.63                     |
| Icahn Partners Master Fund LP  | 02/25/2016          | (199,928)            | 35.03                     |
| Icahn Partners Master Fund LP  | 02/26/2016          | (58,313)             | 35.05                     |

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 4, 2016

ICAHN PARTNERS MASTER FUND LP  
ICAHN OFFSHORE LP  
ICAHN PARTNERS LP  
ICAHN ONSHORE LP  
BECKTON CORP.  
HOPPER INVESTMENTS LLC  
BARBERRY CORP.  
HIGH RIVER LIMITED PARTNERSHIP  
By: Hopper Investments LLC, general partner  
By: Barberry Corp.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN CAPITAL LP  
By: IPH GP LLC, its general partner  
By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner  
IPH GP LLC  
By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner  
ICAHN ENTERPRISES HOLDINGS L.P.  
By: Icahn Enterprises G.P. Inc., its general partner  
ICAHN ENTERPRISES G.P. INC.

By: /s/ SungHwan Cho  
Name: SungHwan Cho  
Title: Chief Financial Officer

/s/ Carl C. Icahn  
CARL C. ICAHN

[Signature Page to Amendment No. 5 to Schedule 13D – Hologic, Inc.]