

ALERE INC.
Form SC 13D/A
July 02, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 2)1

Alere Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

01449J105
(CUSIP Number)

JEROME LANDE
COPPERSMITH CAPITAL MANAGEMENT, LLC
1370 Sixth Avenue, 25th Floor
New York, New York 10019
(212) 804-8001

STEVE WOLOSKY
OLSHAN FROME WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 28, 2013
(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 §§ 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 § 240.13d-7 for other parties to whom copies are to be sent.

1 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).

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

COPPERSMITH CAPITAL MANAGEMENT, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,950,000
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		1,950,000
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,950,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.4%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

JEROME J. LANDE

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER

- 0 -

8 SHARED VOTING POWER

1,950,000

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

1,950,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,950,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.4%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

CRAIG ROSENBLUM

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	1,950,000 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		1,950,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,950,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.4%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

SCOPIA LONG LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
GROUP (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS ..
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		39,034
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	39,034
		SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,034

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

SCOPIA PARTNERS QP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	38,250 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	38,250 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,250

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

SCOPIA PX, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,101,211
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		1,101,211
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,101,211

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.4%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

SCOPIA PARTNERS LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	38,131 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	38,131 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,131

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

2 SCOPIA WINDMILL FUND, LP

3 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

4 SEC USE ONLY

5 SOURCE OF FUNDS

6 WC

7 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

8 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER

834,491

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

834,491

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

834,491

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

2 SCOPIA INTERNATIONAL MASTER FUND LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
GROUP (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS ..
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		201,652
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	201,652
		SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 201,652
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING PERSON

PN

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

2 SCOPIA PX INTERNATIONAL MASTER FUND LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
GROUP (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS ..
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		1,331,452
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	1,331,452
		SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,331,452
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.6%
14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

SCOPIA LB LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
GROUP (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS ..
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		6,209
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	6,209
		SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,209
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%
14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

SCOPIA CAPITAL GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		3,590,430
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		3,590,430
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,590,430

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.4%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

SCOPIA CAPITAL MANAGEMENT LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		3,708,845
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		3,708,845
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,708,845

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

2 MATTHEW SIROVICH

3 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

4 SEC USE ONLY

5 SOURCE OF FUNDS

6 AF

7 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

8 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER

- 0 -

8 SHARED VOTING POWER

3,708,845

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

3,708,845

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,708,845

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

JEREMY MINDICH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER

- 0 -

8 SHARED VOTING POWER

3,708,845

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

3,708,845

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,708,845

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

CURT R. HARTMAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
GROUP (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS ..
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		1,000
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		1,000
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 01449J105

1 NAME OF REPORTING PERSON

THEODORE E. MARTIN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	925 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	925 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

925

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 01449J105

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (“Amendment No. 2”). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated as follows:

The source of funds for the purchase of the Shares reported beneficially owned by Coppersmith Capital was the working capital of the respective purchasers (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). Securities positions which may be held in the margin accounts, including the Shares beneficially owned by Coppersmith Capital, may be pledged as collateral security for the repayment of debit balances in the margin accounts.

The Shares purchased by each of Scopia Long, Scopia QP LLC, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International and Scopia LB and held in the Managed Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein.

The aggregate purchase price of the 1,950,000 Shares beneficially owned by Coppersmith Capital is approximately \$50,103,932, including brokerage commissions.

The aggregate purchase price of the 39,034 Shares beneficially owned by Scopia Long is approximately \$992,654, excluding brokerage commissions.

The aggregate purchase price of the 38,250 Shares beneficially owned by Scopia QP LLC is approximately \$969,474, excluding brokerage commissions.

The aggregate purchase price of the 1,101,211 Shares beneficially owned by Scopia PX is approximately \$27,900,972, excluding brokerage commissions.

The aggregate purchase price of the 38,131 Shares beneficially owned by Scopia Partners is approximately \$965,955, excluding brokerage commissions.

The aggregate purchase price of the 834,491 Shares beneficially owned by Scopia Windmill is approximately \$21,187,113, excluding brokerage commissions.

The aggregate purchase price of the 201,652 Shares beneficially owned by Scopia International is approximately \$5,101,568, excluding brokerage commissions.

The aggregate purchase price of the 1,331,452 Shares beneficially owned by Scopia PX International is approximately \$33,798,061, excluding brokerage commissions.

The aggregate purchase price of the 6,209 Shares beneficially owned by Scopia LB is approximately \$157,857, excluding brokerage commissions.

The aggregate purchase price of the 118,415 Shares held in the Managed Account is approximately \$3,008,961, excluding brokerage commissions.

The Shares purchased by each of Messrs. Hartman and Martin were purchased with personal funds in open market purchases. The aggregate purchase price of the 1,000 Shares beneficially owned by Mr. Hartman is \$27,321. The aggregate purchase price of the 925 Shares beneficially owned by Mr. Martin is \$24,998.

CUSIP NO. 01449J105

Item 4. Purpose of the Transaction.

Item 4 is hereby amended to add the following:

On June 28, 2013, the Reporting Persons filed with the Securities and Exchange Commission a definitive proxy statement in connection with their solicitation of proxies for the election of three highly-qualified director candidates to the board of directors of the Issuer (the "Board") at the 2013 annual meeting of the stockholders of the Issuer (the "2013 Annual Meeting"). The Reporting Persons intend to continue to engage in communications with the management, Board and stockholders of the Issuer regarding the 2013 Annual Meeting, the election of their highly-qualified nominees to the Board, and Board composition generally.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 81,337,864 Shares outstanding, as of June 14, 2013, which is the total number of Shares outstanding as reported in the Issuer's definitive proxy statement in connection with the 2013 Annual Meeting filed with the Securities and Exchange Commission on June 26, 2013.

A. Coppersmith Capital

(a)Coppersmith Capital, as the Investment Manager of the Coppersmith Accounts, may be deemed the beneficial owner of the 1,950,000 Shares held in the Coppersmith Accounts.

Percentage: Approximately 2.4%

- (b)
1. Sole power to vote or direct vote: 1,950,000
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,950,000
 4. Shared power to dispose or direct the disposition: 0

(c)The transactions in the Shares on behalf of Coppersmith Capital with respect to the Shares held in the Coppersmith Accounts since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

B. Mr. Lande

(a)Mr. Lande, as a Managing Member of Coppersmith Capital, may be deemed the beneficial owner of the 1,950,000 Shares beneficially owned by Coppersmith Capital.

Percentage: Approximately 2.4%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 1,950,000
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 1,950,000

(c)The transactions in the Shares by Mr. Lande and on behalf of Coppersmith Capital since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

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C. Mr. Rosenblum

(a) Mr. Rosenblum, as a Member of Coppersmith Capital, may be deemed the beneficial owner of the 1,950,000 Shares beneficially owned by Coppersmith Capital.

Percentage: Approximately 2.4%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 1,950,000
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 1,950,000

(c) The transactions in the Shares by Mr. Rosenblum and on behalf of Coppersmith Capital since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

D. Scopia Long

(a) As of the close of business on the date hereof, Scopia Long beneficially owned 39,034 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 39,034
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 39,034
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia Long since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

E. Scopia QP LLC

(a) As of the close of business on the date hereof, Scopia QP LLC beneficially owned 38,250 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 38,250
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 38,250
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia QP LLC since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 01449J105

F. Scopia PX

(a) As of the close of business on the date hereof, Scopia PX beneficially owned 1,101,211 Shares.

Percentage: Approximately 1.4%

- (b)
1. Sole power to vote or direct vote: 1,101,211
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,101,211
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia PX since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

G. Scopia Partners

(a) As of the close of business on the date hereof, Scopia Partners beneficially owned 38,131 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 38,131
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 38,131
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia Partners since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

H. Scopia Windmill

(a) As of the close of business on the date hereof, Scopia Windmill beneficially owned 834,491 Shares.

Percentage: Approximately 1.0%

- (b)
1. Sole power to vote or direct vote: 834,491
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 834,491
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia Windmill since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

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I. Scopia International

(a) As of the close of business on the date hereof, Scopia International beneficially owned 201,652 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 201,652
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 201,652
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

J. Scopia PX International

(a) As of the close of business on the date hereof, Scopia PX International beneficially owned 1,331,452 Shares.

Percentage: Approximately 1.6%

- (b)
1. Sole power to vote or direct vote: 1,331,452
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,331,452
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia PX International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

K. Scopia LB

(a) As of the close of business on the date hereof, Scopia LB beneficially owned 6,209 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 6,209
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 6,209
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia LB during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

(a)Scopia Capital, as the Managing Member of each of Scopia Long, Scopia QP LLC, Scopia PX, Scopia Partners and Scopia LB, and the general partner of Scopia Windmill, Scopia International and Scopia PX International, may be deemed the beneficial owner of the: (i) 39,034 Shares owned by Scopia Long; (ii) 38,250 Shares owned by Scopia QP LLC; (iii) 1,101,211 Shares owned by Scopia PX; (iv) 38,131 Shares owned by Scopia Partners; (v) 6,209 Shares owned by Scopia LB; (vi) 834,491 Shares owned by Scopia Windmill; (vii) 201,652 Shares owned by Scopia International; and (viii) 1,331,452 Shares owned by Scopia PX International.

(b)

1. Sole power to vote or direct vote:	3,590,430
2. Shared power to vote or direct vote:	0
3. Sole power to dispose or direct the disposition:	3,590,430
4. Shared power to dispose or direct the disposition:	0

(a) Scopia Management, as the Investment Manager of each of Scopia Long, Scopia QP LLC, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB and of the Managed Account, may be deemed the beneficial owner of the: (i) 39,034 Shares owned by Scopia Long; (ii) 38,250 Shares owned by Scopia QP LLC; (iii) 1,101,211 Shares owned by Scopia PX; (iv) 38,131 Shares owned by Scopia Partners; (v) 834,491 Shares owned by Scopia Windmill; (vi) 201,652 Shares owned by Scopia International; (vii) 1,331,452 Shares owned by Scopia PX International; (viii) 6,209 Shares owned by Scopia LB and (ix) 118,415 Shares held in the Managed Account.

(b)

1. Sole power to vote or direct vote:	3,708,845
2. Shared power to vote or direct vote:	0
3. Sole power to dispose or direct the disposition:	3,708,845
4. Shared power to dispose or direct the disposition:	0

CUSIP NO. 01449J105

N. Mr. Sirovich

(a) Mr. Sirovich, as a Managing Director of the Managing Member of Scopia Management, may be deemed the beneficial owner of the: (i) 39,034 Shares owned by Scopia Long; (ii) 38,250 Shares owned by Scopia QP LLC; (iii) 1,101,211 Shares owned by Scopia PX; (iv) 38,131 Shares owned by Scopia Partners; (v) 834,491 Shares owned by Scopia Windmill; (vi) 201,652 Shares owned by Scopia International; (vii) 1,331,452 Shares owned by Scopia PX International; (viii) 6,209 Shares owned by Scopia LB and (ix) 118,415 Shares held in the Managed Account.

Percentage: Approximately 4.6%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 3,708,845
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 3,708,845

(c) Mr. Sirovich has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia QP LLC, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

O. Mr. Mindich

(a) Mr. Mindich, as a Managing Director of the Managing Member of Scopia Management, may be deemed the beneficial owner of the: (i) 39,034 Shares owned by Scopia Long; (ii) 38,250 Shares owned by Scopia QP LLC; (iii) 1,101,211 Shares owned by Scopia PX; (iv) 38,131 Shares owned by Scopia Partners; (v) 834,491 Shares owned by Scopia Windmill; (vi) 201,652 Shares owned by Scopia International; (vii) 1,331,452 Shares owned by Scopia PX International; (viii) 6,209 Shares owned by Scopia LB and (ix) 118,415 Shares held in the Managed Account.

Percentage: Approximately 4.6%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 3,708,845
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 3,708,845

(c) Mr. Mindich has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia QP LLC, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 01449J105

P. Mr. Hartman

(a) As of the close of business on the date hereof, Mr. Hartman beneficially owns 1,000 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 1,000
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,000
 4. Shared power to dispose or direct the disposition: 0

(c) Mr. Hartman has not engaged in any transaction in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

Q. Mr. Martin

(a) As of the close of business on the date hereof, Mr. Martin beneficially owns 925 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 925
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 925
 4. Shared power to dispose or direct the disposition: 0

(c) Mr. Martin has not engaged in any transaction in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

An aggregate of 5,660,770 Shares, constituting approximately 7.0% of the Shares outstanding, are reported in this Schedule 13D.

The Reporting Persons, as members of a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Person. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

CUSIP NO. 01449J105

SIGNATURES

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

Dated: July 2, 2013

COPPERSMITH CAPITAL MANAGEMENT, LLC

By: /s/ Jerome J. Lande
Name: Jerome J. Lande
Title: Managing Member

/s/ Jerome J. Lande
JEROME J. LANDE, Individually and as
Attorney-In-Fact for Curt R. Hartman and
Theodore E. Martin

/s/ Craig Rosenblum
CRAIG ROSENBLUM

CUSIP NO. 01449J105

SCOPIA PARTNERS LLC

By: Scopia Capital Management LLC, its Investment
Manager

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Director of its
Managing Member

SCOPIA PX, LLC

By: Scopia Capital Management LLC, its Investment
Manager

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Director of its
Managing Member

SCOPIA INTERNATIONAL MASTER FUND LP

By: Scopia Capital Management LLC, its Investment
Manager

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Director of its
Managing Member

SCOPIA WINDMILL FUND, LP

By: Scopia Capital Management LLC, its Investment
Manager

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Director of its
Managing Member

SCOPIA PARTNERS QP LLC

By: Scopia Capital Management LLC, its Investment
Manager

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Director of its
Managing Member

SCOPIA LONG LLC

By: Scopia Capital Management LLC, its Investment
Manager

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Director of its
Managing Member

SCOPIA PX INTERNATIONAL MASTER FUND LP

By: Scopia Capital Management LLC, its Investment
Manager

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Director of its
Managing Member

SCOPIA LB LLC

By: Scopia Capital Management LLC, its Investment
Manager

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Director of its
Managing Member

CUSIP NO. 01449J105

SCOPIA CAPITAL GP LLC

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Manager

SCOPIA CAPITAL MANAGEMENT LLC

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Director of its
Managing Member

/s/ Matthew Sirovich
MATTHEW SIROVICH

/s/ Jeremy Mindich
JEREMY MINDICH

CUSIP NO. 01449J105

SCHEDULE A

Transactions in the Shares since the Filing of Amendment No. 1 to the Schedule 13D

Shares of Common Stock Purchased/(Sold)	Price Per Share(\$)	Date of Purchase / Sale
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COPPERSMITH CAPITAL MANAGEMENT, LLC
(Through the Coppersmith Accounts)

25,000	24.9691	06/19/2013
25,000	24.6550	06/20/2013
25,000	24.7026	06/21/2013
25,000	24.7389	06/25/2013

SCOPIA LONG LLC

263	24.9327	06/19/2013
889	24.6553	06/20/2013
1,146	24.6566	06/20/2013
361	24.6612	06/21/2013
281	24.4688	06/24/2013
1,078	24.7344	06/25/2013
55	24.8698	06/26/2013
2,453	24.6785	06/27/2013
269	24.7449	06/27/2013
130	24.4904	06/28/2013
1,371	24.5420	06/28/2013

SCOPIA PARTNERS QP LLC

255	24.9327	06/19/2013
864	24.6553	06/20/2013
1,113	24.6566	06/20/2013
348	24.6612	06/21/2013
271	24.4688	06/24/2013
1,040	24.7344	06/25/2013
53	24.8698	06/26/2013
2,368	24.6785	06/27/2013
260	24.7449	06/27/2013
128	24.4904	06/28/2013
1,451	24.5420	06/28/2013

SCOPIA PX, LLC

7,523	24.9327	06/19/2013
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25,420	24.6553	06/20/2013
32,762	24.6566	06/20/2013
10,003	24.6612	06/21/2013
7,793	24.4688	06/24/2013
29,861	24.7344	06/25/2013
1,541	24.8698	06/26/2013

67,935	24.6785	06/27/2013
7,465	24.7449	06/27/2013
3,691	24.4904	06/28/2013
43,712	24.5420	06/28/2013

SCOPIA PARTNERS LLC

261	24.9327	06/19/2013
1,138	24.6566	06/20/2013
883	24.6553	06/20/2013
353	24.6612	06/21/2013
275	24.4688	06/24/2013
1,056	24.7344	06/25/2013
54	24.8698	06/26/2013
264	24.7449	06/27/2013
2,403	24.6785	06/27/2013
1,144	24.5420	06/28/2013
127	24.4904	06/28/2013

SCOPIA WINDMILL FUND, LP

5,200	24.9327	06/19/2013
22,645	24.6566	06/20/2013
17,570	24.6553	06/20/2013
7,483	24.6612	06/21/2013
5,830	24.4688	06/24/2013
22,339	24.7344	06/25/2013
1,152	24.8698	06/26/2013
5,584	24.7449	06/27/2013
50,822	24.6785	06/27/2013
50,406	24.5420	06/28/2013
2,797	24.4904	06/28/2013

SCOPIA INTERNATIONAL MASTER FUND LP

1,309	24.9327	06/19/2013
4,423	24.6553	06/20/2013
5,701	24.6566	06/20/2013
1,770	24.6612	06/21/2013
1,379	24.4688	06/24/2013
5,284	24.7344	06/25/2013
272	24.8698	06/26/2013
1,321	24.7449	06/27/2013
12,022	24.6785	06/27/2013
16,162	24.5420	06/28/2013
675	24.4904	06/28/2013

SCOPIA PX INTERNATIONAL MASTER FUND LP

9,202	24.9327	06/19/2013
40,068	24.6566	06/20/2013
31,092	24.6553	06/20/2013
12,022	24.6612	06/21/2013
9,367	24.4688	06/24/2013
35,878	24.7344	06/25/2013
1,857	24.8698	06/26/2013
8,972	24.7449	06/27/2013
81,613	24.6785	06/27/2013
37,382	24.5420	06/28/2013
4,303	24.4904	06/28/2013

SCOPIA LB LLC

77	24.6612	06/21/2013
60	24.4688	06/24/2013
230	24.7344	06/25/2013
11	24.8698	06/26/2013
525	24.6785	06/27/2013
57	24.7449	06/27/2013
20	24.4904	06/28/2013
322	24.5420	06/28/2013

SCOPIA CAPITAL MANAGEMENT LLC
(Through the Scopia Managed Account)

787	24.9327	06/19/2013
3,427	24.6566	06/20/2013
2,659	24.6553	06/20/2013
1,083	24.6612	06/21/2013
844	24.4688	06/24/2013
3,234	24.7344	06/25/2013
166	24.8698	06/26/2013
808	24.7449	06/27/2013
7,359	24.6785	06/27/2013
4,734	24.5420	06/28/2013
396	24.4904	06/28/2013