

TRINITY BIOTECH PLC
Form 20-F/A
March 04, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 20-F/A
(Amendment No. 1)

(MARK ONE)

- ☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

OR

- ☐ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

☐ For the fiscal year ended: December 31, 2008

OR

- ☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

OR

- ☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

Commission file number: 0-22320

Trinity Biotech plc

(Exact name of Registrant as specified in its charter)

Ireland

(Jurisdiction of incorporation or organization)

IDA Business Park, Bray, Co. Wicklow, Ireland

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12 (b) of the Act:

Title of each class

Name of each exchange on which registered

American Depositary Shares

NASDAQ Stock Market LLC

(each representing 4 A Ordinary Shares,
par value US\$0.0109)

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15 (d) of the Act:

None

(Title of each class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 73,601,497 Class A Ordinary Shares and 700,000 Class B Ordinary Shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Indicate by check mark which financial statement item the registrant has elected to follow:

Item 17 ☐ Item 18 ☒

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

This Annual Report on Form 20-F is incorporated by reference into our Registration Statements on Form F-3 File No. 333-113091, 333-112568, 333-116537, 333-103033, 333-107363 and 333-114099 and our Registration Statements on Form S-8 File No. 33-76384, 333-220, 333-5532, 333-7762 and 333-124384.

EXPLANATORY NOTE

Trinity Biotech plc (the Company) is filing this Amendment No. 1 (the Amendment) to its Annual Report on Form 20-F for the fiscal year ended December 31, 2008 (the Original Filing), which was filed with the U.S. Securities and Exchange Commission on April 7, 2009.

This Amendment is being filed to amend the exhibits listed in Item 19 to include

- (i) the Asset Purchase Agreement among Benen Trading Ltd., Cortex Biochem, Inc. and the shareholders of Cortex Biochem, Inc., dated September 4, 2007; and
- (ii) the Acquisition Agreement between Trinity Biotech (UK Sales) Limited and Sterilab Services Ltd., dated October 4, 2007;

which were omitted from the Original Filing.

Except as described above, no other changes have been made to the Original Filing, and this Form 20-F/A does not amend, update or change the financial statements or any other items or disclosures in the Original Filing. This Form 20-F/A does not reflect events occurring after the filing of the Original Filing or modify or update those disclosures, including any exhibits to the Original Filing affected by subsequent events. Information not affected by the changes described above is unchanged and reflects the disclosures made at the time of the filing of the Original Filing on April 7, 2009.

ITEM 19. EXHIBITS

Exhibit No.	Description of Exhibit
10.1	Asset Purchase Agreement among Benen Trading Ltd., Cortex Biochem, Inc. and the shareholders of Cortex Biochem, Inc., dated September 4, 2007
10.2	Acquisition Agreement between Trinity Biotech (UK Sales) Limited and Ken Frizelle, Trevor Frizelle, Kevin Frizelle, James Frizelle and Dianne Frizelle trading in partnership as Sterilab Services, dated October 4, 2007
12.1	Certification by Chief Executive Officer Pursuant to Section 302 of the Sarbanes- Oxley Act of 2002. ⁽¹⁾
12.2	Certification by Chief Financial Officer Pursuant to Section 302 of the Sarbanes- Oxley Act of 2002. ⁽¹⁾
13.1	Certification by Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ⁽¹⁾
13.2	Certification by Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ⁽¹⁾
15.1	Consent of Independent Registered Public Accounting Firm (KPMG). ⁽¹⁾

(1) Previously filed with the Company's Form 20-F for the year ended December 31, 2008.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Amendment to the Annual Report on its behalf.

TRINITY BIOTECH PLC

By: /s/ Ronan O Caoimh
Mr. Ronan O Caoimh
Director/
Chief Executive Officer

Date: March 4, 2010

By: /s/ Kevin Tansley
Mr. Kevin Tansley
Company Secretary/
Chief Financial Officer

Date: March 4, 2010