

INVITROGEN CORP
Form 10-Q/A
November 12, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A
AMENDMENT NO. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2004

OR

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

For the transition period from _____ to _____

Commission file number: 0-25317

INVITROGEN CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation or organization)	33-0373077 (I.R.S. Employer Identification No.)
1600 Faraday Avenue, Carlsbad, CA (Address of principal executive offices)	92008 (Zip Code)

Registrant's telephone number, including area code: (760) 603-7200

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 an accelerated filer (as defined in Rule 12b-2 of the Act). Yes or No .

As of October 31, 2004, there were 51,230,372 shares of the registrant's Common Stock, par value \$.01 per share, outstanding.

EXPLANATORY NOTE

This Amendment No. 1 to our Quarterly Report on Form 10-Q (Form 10-Q/A) is being filed for the purpose of providing information on Part II, Item 2 regarding the Company's purchases of our common stock during the quarter ended September 30, 2004. We originally reported this information in Footnote 8, as well as in the discussion of LIQUIDITY AND CAPITAL RESOURCES in Part I, Item 2. This amendment has not resulted in any changes to our previously reported financial results. Unless otherwise indicated, all information in this Form 10-Q/A is as of September 30, 2004, and does not reflect any subsequent information or events.

PART II. OTHER INFORMATION**Item 2. Changes in Securities and Use of Proceeds**

(a) None.

(b) None.

(c) Stock Repurchase Plan⁽¹⁾

<u>Period</u>	<u>Total Number Of Shares Purchased</u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plan</u>	<u>Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plan</u>
July 1, 2004 through July 31, 2004		\$		\$ 203,145,385
August 1, 2004 through August 31, 2004	1,629,534	49.90	1,629,534	121,836,637
September 1, 2004 through September 30, 2004	577	49.03	577	121,808,347
	<u>1,630,111</u>	<u>\$ 49.90</u>	<u>1,630,111</u>	<u>121,808,347</u>

⁽¹⁾ In 2002, Invitrogen's Board of Directors authorized the repurchase of up to \$300 million of common stock over three years, ending in July 2005, of which \$100 million was repurchased in 2002.

(d) None.

(e) None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Form 10-Q/A to be signed on its behalf by the undersigned thereunto duly authorized.

INVITROGEN CORPORATION

Date: November 12, 2004

By: /s/ David F. Hoffmeister

David F. Hoffmeister
Chief Financial Officer

(Principal Financial Officer and Authorized Signatory)