HOLOGIC INC
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January 16, 2015
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

(RULE 14a-101)

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 §240.14a-12.

HOLOGIC, INC.

(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.

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Notice of Annual Meeting of Stockholders

Tuesday, March 3, 2015

8:30 AM Eastern Time

Notice of Annual Meeting of Stockholders

Tuesday, March 3, 2015

8:30 a.m. Local Time

250 Campus Drive, Marlborough, Massachusetts 01752

To our stockholders:

The annual meeting of stockholders of Hologic, Inc., a Delaware corporation ("Hologic" or the "Company"), will be held on March 3, 2015 at 8:30 a.m., local time, at the offices of the Company, 250 Campus Drive, Marlborough, Massachusetts 01752 for the following purposes:

1. To consider and act upon the election of the eleven (11) nominees identified in the accompanying proxy statement to serve as directors for the ensuing year (Proposal No. 1);
2. To vote on a non-binding advisory resolution to approve executive compensation (Proposal No. 2);
3. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2015 (Proposal No. 3);
4. To consider two stockholder proposals, if properly presented at the meeting (Proposal No. 4 and Proposal No. 5); and
5. To transact such other business as may properly come before the meeting or any adjournment thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this Notice.

Our Board of Directors has fixed the close of business on January 9, 2015 as the record date. Only stockholders of record at the close of business on the record date are entitled to notice of, and to vote at, the meeting and any adjournment or postponement thereof. All stockholders are cordially invited to attend the meeting. Stockholders who plan to attend the meeting must present valid photo identification. Stockholders of record will be verified against an official list available at the registration area. If your shares are held in the name of a bank, broker or other holder of record, please also bring to the annual meeting your bank or brokerage statement evidencing your beneficial ownership of Hologic stock to gain admission to the meeting. We reserve the right to deny admittance to anyone who cannot show valid identification or sufficient proof of share ownership as of the record date.

We are pleased to continue utilizing the Securities and Exchange Commission ("SEC") rules that allow issuers to furnish proxy materials to their stockholders on the Internet. We believe these rules allow us to provide you with the information you need while lowering the costs of delivery and reducing the environmental impact of the annual meeting. On or about January 16, 2015, we will mail to our stockholders of record as of January 9, 2015 (other than those who previously requested electronic or paper delivery on an ongoing basis) a Notice of Meeting and Important Notice Regarding the Availability of Proxy Materials containing instructions on how to access our proxy materials, including our proxy statement and our annual report on Form 10-K.

Our Board of Directors appreciates and encourages stockholder participation in the Company's affairs. Whether or not you plan to attend the meeting, it is important that your shares be represented.

January 16, 2015

By order of the Board of Directors

Stephen P. MacMillan,

President and Chief Executive Officer

IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MARCH 3, 2015: The Proxy Statement, the Hologic Annual Report on Form 10-K for the fiscal year ended September 27, 2014 and the Proxy Card are available at www.proxyvote.com.

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PROXY STATEMENT

2015 ANNUAL MEETING OF STOCKHOLDERS

General Information about the Meeting and Voting

Why am I receiving these materials?

Hologic, Inc. (“we,” “Hologic” or the “Company”) is making this proxy statement and other annual meeting materials available to you on the Internet or, upon your request, sending printed versions of these materials to you by mail because the Board of Directors of the Company is soliciting your proxy to vote at our annual meeting of stockholders to be held on March 3, 2015 at 8:30 a.m., local time, at our offices, 250 Campus Drive, Marlborough, Massachusetts 01752, and at any adjournment(s) or postponement(s) thereof. The mailing address of the principal executive office of the Company is 35 Crosby Drive, Bedford, Massachusetts 01730. You are invited to attend the annual meeting and are requested to vote on the proposals described in this proxy statement.

What is the purpose of the annual meeting?

At the annual meeting, stockholders will vote upon matters that are summarized in the formal meeting notice. The proxy statement contains important information for you to consider when deciding how to vote on the matters before the meeting. Please read it carefully.

Who can vote?

Our Board of Directors has fixed the close of business on January 9, 2015 as the record date (the “Record Date”). Accordingly, only holders of record of our common stock, $0.01 par value per share (“Common Stock”), as of the close of business on the Record Date will be entitled to notice of, and to vote at, the annual meeting or any adjournment(s) or postponement(s) thereof. As of the Record Date, an aggregate of 279,794,419 shares of our Common Stock were issued and outstanding, held by 1,239 holders of record. The holders of our Common Stock are entitled to one vote per share on any proposal presented at the annual meeting.

What items am I voting on?

Stockholders will vote on the following items at the annual meeting:

1. To consider and act upon the election of the eleven (11) nominees identified in the accompanying proxy statement to serve as directors for the ensuing year (Proposal No. 1);
2. A non-binding advisory resolution to approve executive compensation (Proposal No. 2);
3. Ratification of the appointment of Ernst & Young LLP ("Ernst & Young") as our independent registered public accounting firm for fiscal 2015 (Proposal No. 3);
4. To consider two stockholder proposals, if properly presented at the meeting (Proposal No. 4 and Proposal No. 5); and
5. The transaction of such other business as may properly come before the meeting or any adjournment thereof.

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What are the voting recommendations of the Board of Directors?

Our Board of Directors recommends that you vote your shares:

- **"FOR"** each of the nominees for director (Proposal No. 1);
- **"FOR"** the approval of the non-binding advisory resolution approving the Company's executive compensation (Proposal No. 2);
- **"FOR"** the ratification of the appointment of Ernst & Young as our independent registered public accounting firm for fiscal 2015 (Proposal No. 3); and
- **"AGAINST"** each of the stockholder proposals (Proposal No. 4 and Proposal No. 5).

How do I vote my shares?

You may vote in person or by proxy. Your execution of a proxy will not in any way affect your right to attend the annual meeting and vote in person. If you are a stockholder of record (that is, if you hold shares that are directly registered in your own name), there are four ways to vote:

- ***In Person.*** You may vote in person at the annual meeting. We will provide you with a ballot when you arrive. Stockholders who plan to attend the meeting must present valid photo identification. Stockholders of record will be verified against an official list available at the registration area. We reserve the right to deny admittance to anyone who cannot show valid identification or sufficient proof of share ownership as of the record date.
- ***Via the Internet.*** You may vote by proxy via the Internet by following the instructions provided in the Notice of Meeting and Important Notice Regarding the Availability of Proxy Materials (the "Notice").
- ***By Telephone.*** If you requested printed copies of proxy materials by mail, you may vote by proxy via telephone by calling the toll free number found on the proxy card.
- ***By Mail.*** If you requested printed copies of proxy materials by mail, you may vote by proxy via mail by filling out the proxy card (you must be sure to complete, sign and date the proxy card) and returning it in the envelope provided.

If your shares are held in the name of a bank, broker or other holder of record, which is known as being held in "street name," you will receive separate voting instructions with your proxy materials. If you hold your shares in street name, your ability to vote by Internet or by telephone depends on the voting process of the bank, broker or other holder of record that holds your shares. Although most banks, brokers and other holders of record also offer Internet and telephone voting, availability and specific procedures will depend on their voting arrangements. Please follow their directions carefully. If you want to vote shares that you hold in street name at the annual meeting, you must request a legal proxy from the bank, broker, or other holder of record that holds your shares and present that proxy, along with valid photo identification and sufficient proof of share ownership as of the record date, at the meeting. We reserve the right to deny admittance to anyone who cannot show valid identification or sufficient proof of share ownership as of the record date.

Can I change my vote after I have voted?

You may revoke your proxy and change your vote at any time before the final vote at the annual meeting by: (1) filing with our Secretary a written notice of revocation, (2) executing a later dated proxy relating to the same shares and delivering it to our Secretary or (3) attending the annual meeting and voting in person (although attendance at the annual meeting will not in and of itself constitute a revocation of a proxy). If your shares are held in street name you should contact your bank, broker or other nominee to revoke your proxy or, if you have obtained a legal proxy from your bank, broker or other nominee giving you the right to vote your shares at the annual meeting, you may change your vote by attending the annual meeting and voting in person. Any written notice of revocation or subsequent proxy should be sent to the attention of our Secretary, Hologic, Inc., 35 Crosby Drive, Bedford, MA 01730, at or before the final vote at the annual meeting.

How many shares must be present to hold the annual meeting?

A majority of the outstanding shares of our Common Stock entitled to vote at the annual meeting must be present in person or by proxy to hold the annual meeting and conduct business. This is called a quorum. Votes withheld, abstentions and broker “non-votes” are counted as present or represented for purposes of determining the presence or absence of a quorum. A “non-vote” occurs when a broker holding shares for a beneficial owner votes on one proposal, but does not vote on another proposal because, in respect of such other proposal, the broker does not have discretionary voting power and has not received instructions from the beneficial owner. Shares voted in the manner described above will be counted as present at the annual meeting. If a quorum is not present, the annual meeting will be adjourned until a quorum is obtained.

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What vote is required to approve each proposal and how are votes counted?

Election of directors (Proposal No. 1) will be determined by a plurality of the votes cast by stockholders entitled to vote at the annual meeting. Abstentions and broker non-votes will not have any effect on this proposal. Accordingly, the nominees receiving the highest number of “for” votes at the annual meeting will be elected as directors. However, in accordance with our bylaws, in an uncontested election of directors any nominee for director who receives a greater number of votes “withheld” than votes “for” in such election must promptly tender his or her resignation to our Board of Directors, which will consider whether to accept the resignation. This is an uncontested election of directors because the number of nominees for director does not exceed the number of directors to be elected. Within 90 days after the certification of the election results, the remaining members of our Board of Directors shall, through a process managed by the Nominating and Corporate Governance Committee and excluding the director nominee in question, determine whether to accept such resignation. The determination of the Board of Directors will be publicly disclosed by press release and the filing of appropriate disclosure with the SEC.

Approval of Proposals No. 2, No. 3, No. 4 and No. 5 requires the affirmative vote of a majority of shares present, in person or represented by proxy, and voting on each such matter at the annual meeting.

Abstentions and broker “non-votes” are included in the number of shares present or represented for purposes of quorum, but are disregarded for purposes of determining whether any of the proposals have been approved.

Banks, brokers, or other holders of record may vote shares held for a customer in street name on matters that are considered to be “routine” even if they have not received instructions from their customer. A broker “non-vote” occurs when a bank, broker, or other holder of record has not received voting instructions from a customer and cannot vote the customer’s shares because the matter is not considered routine.

One of the proposals before the annual meeting this year is deemed a “routine” matter, namely the ratification of the appointment of Ernst & Young as our independent registered public accounting firm for fiscal 2015 (Proposal No. 3), which means that if your shares are held in street name your bank, broker, or other nominee can vote your shares on that proposal if you do not provide timely instructions for voting your shares. The election of directors (Proposal No. 1), the non-binding advisory vote on executive compensation (Proposal No. 2) and the stockholder proposals (Proposal No. 4 and Proposal No. 5) are not considered “routine” matters. As a result, if you do not instruct your bank, broker or nominee how to vote with respect to those matters, your bank, broker or nominee may not vote on those proposals and a broker “non-vote” will occur.

Are there other matters to be voted on at the annual meeting?

We do not know of any other matters to be presented at the annual meeting. If any other matters are properly presented at the annual meeting, your proxy authorizes us to vote, or otherwise act in accordance with the best judgment and discretion of the persons named as proxies above.

How are proxies voted?

The persons named as the proxies, Stephen P. MacMillan, David R. LaVance, Jr. and Robert W. McMahon, were selected by our Board of Directors. Messrs. MacMillan and LaVance are directors, and Messrs. MacMillan and McMahon are officers of Hologic. All properly executed proxies returned in time to be counted at the annual meeting will be voted. When giving your proxy you may withhold authority to vote for any individual nominee for director by writing that nominee's name in the space provided on the proxy.

Your proxy will be voted in accordance with your instructions. If you submit your proxy card without specifying your voting instructions, your shares will be voted in accordance with the recommendations of our Board of Directors listed above for all matters presented in this proxy statement.

Where can I find the voting results of the annual meeting?

The preliminary voting results will be announced at the annual meeting. The final voting results will be tallied by the inspector of election and published in our Current Report on Form 8-K, which we are required to file with the SEC within four business days following the annual meeting.

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How do I receive a paper copy of the proxy materials?

If you prefer to receive paper copies of the proxy materials, you can still do so. You may request a paper copy by following the instructions provided in the Notice. The Notice also provides you with instructions on how to request paper copies of the proxy materials on an ongoing basis. There is no charge to receive the materials by mail. You may request printed copies of the materials until one year after the date of the annual meeting.

Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

Under rules adopted by the SEC, we are furnishing proxy materials to our stockholders primarily via the Internet, instead of mailing printed copies of those materials to each stockholder. On or about January 16, 2015, we will mail to our stockholders of record as of January 9, 2015 (other than those who previously requested electronic or paper delivery on an ongoing basis) a Notice of Meeting and Important Notice Regarding the Availability of Proxy Materials (the "Notice") containing instructions on how to access our proxy materials, including our proxy statement and our annual report on Form 10-K. All stockholders will have the ability to access our proxy materials on the website referred to in the Notice or request a printed set of the proxy materials. Instructions on how to access our proxy materials on the Internet or to request printed versions are provided in the Notice. The Notice also instructs you on how to access your proxy card to vote through the Internet or by telephone. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. If you have previously elected to receive our proxy materials electronically, you will continue to receive these materials via email until you elect otherwise. If you have previously elected to receive printed proxy materials, you will continue to receive these materials in paper format until you elect otherwise.

Who is paying for the cost of this proxy solicitation?

All costs of solicitation of proxies will be borne by us. In addition to solicitations by mail, certain of our directors, officers, employees and other agents, without additional remuneration, may solicit proxies in person or by telephone or email. Hologic may elect to engage outside professionals to assist it in the distribution and solicitation of proxies at a fee to be borne by Hologic. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of shares held in their names, and we will reimburse them for their reasonable out-of-pocket costs.

Solicitation may also be made of some stockholders in person or by mail, telephone or email following the original solicitation.

Additionally, we have retained Innisfree M&A Incorporated to assist us in the solicitation and distribution of proxies for the annual meeting. The estimated cost of such services is $6,500, plus out-of-pocket expenses. Stockholders with questions or that need assistance in voting their shares may contact Innisfree toll-free at (888) 750-5834.

Trademark Notice

Hologic is a trademark of Hologic, Inc. Other trademarks, logos, and slogans registered or used by Hologic and its divisions and subsidiaries in the United States and other countries include, but are not limited to, the following: Aptima, Cytyc, Gen-Probe, Genius 3D Mammography, MyoSure, NovaSure and Tomcat.

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Proposal No. 1 Election of Directors

Eleven (11) directors are to be elected at the annual meeting. Our Board of Directors (referred to herein as the "Board"), upon the recommendation of the Nominating and Corporate Governance Committee, has nominated the persons listed below for election as directors. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the Board's nominees named below. All nominees are currently our directors. In the event that any nominee is unable or declines to serve as a director at the time of the annual meeting, the proxies will be voted for the nominee, if any, who shall be designated by the present Board to fill the vacancy. Each nominee has consented to serving as a director if elected. The proposed nominees are being nominated in accordance with the provisions of our bylaws. The term of office of each person elected as a director will continue until the next annual meeting of stockholders or until a successor has been elected and qualified.

Messrs. Christodoro and Merksamer were previously appointed to the Board pursuant to the Nomination and Standstill Agreement, dated December 8, 2013 (the "Standstill Agreement"), by and among the Company and Icahn Partners Master Fund LP, Icahn Partners Master Fund II LP, Icahn Partners Master Fund III LP, Icahn Partners LP, Icahn Onshore LP, Icahn Offshore LP, Icahn Capital LP, IPH GP LLC, Icahn Enterprises Holdings LP, Icahn Enterprises G.P. Inc., Beckton Corp., High River Limited Partnership, Hopper Investments LLC, Barberry Corp., Carl C. Icahn, Jonathan Christodoro and Samuel Merksamer (collectively, the "Icahn Group"). Pursuant to the terms of the Standstill Agreement, the Company also agreed to nominate Messrs. Christodoro and Merksamer for election to the Company's Board at the 2014 annual meeting. While the Company was under no obligation to nominate Messrs. Christodoro and Merksamer for election at the upcoming meeting, upon their nomination the Company was obligated to use its reasonable best efforts to cause their election, including recommending in favor of their election, pursuant to the Standstill Agreement. The Standstill Agreement also includes standstill and voting provisions applicable to the Icahn Group's ownership of the Company's Common Stock, including an agreement to vote in favor of the Company's nominees for director so long as Messrs. Christodoro and Merksamer are included in the Company's slate of director nominees.

Vote Required

Directors are elected by a plurality of the votes cast by stockholders entitled to vote at the annual meeting. Abstentions and broker non-votes will not have any effect on this proposal. Accordingly, the nominees receiving the highest number of "for" votes at the annual meeting will be elected as directors. However, in accordance with our bylaws, in an uncontested election of directors any nominee for director who receives a greater number of votes "withheld" than votes "for" in such election must promptly tender his or her resignation to our Board, which will consider whether to accept the resignation. This is an uncontested election of directors because the number of nominees for director does not exceed the number of directors to be elected. Within 90 days after the certification of the election results, the remaining members of our Board shall, through a process managed by the Nominating and Corporate Governance Committee and excluding the director nominee in question, determine whether to accept such resignation. The determination of the Board will be publicly disclosed by press release and the filing of appropriate disclosure with the SEC.

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Recommendation of the Board

Our Board unanimously recommends that you vote "FOR" the nominees listed below. Management proxy holders will vote all duly submitted proxies FOR the nominees listed below unless duly instructed otherwise.

Set forth below is certain biographical information regarding the nominees as of January 9, 2015, as well as the experiences, qualifications, attributes or skills that caused the Nominating and Corporate Governance Committee and the Board to determine that the person should serve as a director.

				Board Committees			
Name	**Age**	**Position**	**Director Since**	**Nominating and Corporate Governance**	**Corporate Development**	**Audit**	**Compensation**
Jonathan Christodoro	37	Director	2013				
Sally W. Crawford	61	Director	2007				
Scott T. Garrett	64	Director	2013				
David R. LaVance, Jr.	60	Chairman of the Board	2002				
Nancy L. Leaming	67	Director	2003				
Lawrence M. Levy	76	Director	2005				
Stephen P. MacMillan(1)	51	President, Chief Executive Officer and Director	2013				
Samuel Merksamer	33	Director	2013				
Christiana Stamoulis	44	Director	2011				
Elaine S. Ullian	67	Director	2007				
Wayne Wilson	65	Director	2007				

(1) *Mr. MacMillan is not considered independent because he is an active officer of the Company. All of our committees are composed entirely of independent directors.*

Jonathan Christodoro

Director Since: 2013
Age: 37

Mr. Christodoro became one of our directors in December 2013. Mr. Christodoro has served as a Managing Director of Icahn Capital LP, the entity through which Carl C. Icahn manages investment funds, since July 2012. Mr. Christodoro is responsible for identifying, analyzing and monitoring investment opportunities and portfolio companies for Icahn Capital. Prior to joining Icahn Capital LP, Mr. Christodoro served in various investment and research roles at P2 Capital Partners, LLC, Prentice Capital Management, LP and S.A.C Capital Advisors, LP. Mr. Christodoro began his career as an investment banking analyst at Morgan Stanley, where he focused on merger and acquisition transactions across a variety of industries. Mr. Christodoro currently also serves on the boards of directors of Enzon Pharmaceuticals, Inc., Talisman Energy, Inc. and Herbalife Ltd. Carl C. Icahn has a non-controlling interest in Herbalife through the ownership of securities. Mr. Christodoro received an M.B.A from the University of Pennsylvania's Wharton School of Business with Distinction, majoring in Finance and Entrepreneurial Management. Mr. Christodoro received a B.S. in Applied Economics and Management Magna Cum Laude with Honors Distinction in Research from Cornell University. Mr. Christodoro also served in the United States Marine Corps. Mr. Christodoro was selected as a member of the Board pursuant to the Standstill Agreement with the Icahn Group. It is anticipated that his financial, strategic and investment banking background and experience, as well as his relationship with the Icahn Group, and its interests as one of the more significant beneficial owners of our stock, will bring valuable perspectives to the Board.

Sally W. Crawford

Director Since: 2007
Age: 61

Ms. Crawford became one of our directors effective upon our merger with Cytyc Corporation ("Cytyc") in October 2007, having previously served as a director of Cytyc since January 1998. From April 1985 until January 1997, Ms. Crawford served as Chief Operating Officer of Healthsource, Inc., a publicly held managed care organization headquartered in New Hampshire. During her tenure at Healthsource, Inc., Ms. Crawford held a variety of positions and responsibilities, including leading that company's Northern Region operations and marketing efforts. Since January 1997, Ms. Crawford has been a healthcare consultant in New Hampshire. Ms. Crawford serves as a director of Universal American Corporation, Exact Sciences Corporation and Insulet Corporation. Ms. Crawford served as a director of Chittenden Corporation from 1998 to 2008 and Zalicus Inc. (now EPIRUS Biopharmaceuticals, Inc.) from 2007 to 2014. Ms. Crawford's service in various senior executive positions in the managed care sector and her continuing healthcare consulting practice contribute to her significant management and leadership experience and expertise in operational, regulatory and related disciplines applicable to our business and operations.

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Scott T. Garrett

Director Since: 2013
Age: 64

Mr. Garrett became one of our directors in May 2013. Mr. Garrett is currently a Senior Operating Partner at Water Street Healthcare Partners. Mr. Garrett joined Water Street in 2011 after approximately 35 years in the global healthcare industry. Prior to joining Water Street, Mr. Garrett served as Chairman, President and Chief Executive Officer of Beckman Coulter, a leading biomedical company, from 2008 to 2011. Mr. Garrett joined Beckman Coulter in 2002 as President, Clinical Diagnostics Division. Prior to that, Mr. Garrett served as Vice Chairman and Interim Chief Executive Officer of Kendro Laboratory Products from 1999 to 2001. From 1994 to 1998, Mr. Garrett served as Chairman, President and Chief Executive Officer of Dade Behring, a leading diagnostics company. He began his career at American Hospital Supply Corporation and continued there after that company was acquired by Baxter International, ultimately serving as Chief Executive of Baxter's global laboratory business, Baxter Diagnostics. Mr. Garrett received a B.S. in Mechanical Engineering from Valparaiso University and a M.B.A. from Lake Forest Graduate School of Management. Mr. Garrett currently also serves on the boards of directors of Immucor, Inc., MarketLab Inc., Orgentec Diagnostics, Genesys Works and AdvaMedDx. Mr. Garrett's experience as the Chief Executive Officer and in other senior leadership positions with leading biomedical and diagnostics companies enables him to bring an operational perspective as well as valuable insights and experience to the Board.

David R. LaVance, Jr.

Director Since: 2002
Age: 60

Mr. LaVance has been one of our directors since December 2002 and served as our Lead Independent Director from June 2008 until July 28, 2011 when he was appointed Chairman of the Board. Since June 2011, Mr. LaVance has served as the Chairman of the Board of Directors, CEO and President of Integrated Environmental Technologies, Ltd., a producer of antibacterial solutions and equipment that manufactures such solutions. Since 2003, Mr. LaVance has served as the Chairman of the Board of Directors, CEO and President of Scivanta Medical Corporation, a developer of specialized medical products with a focus on cardiac technologies. Since 1997, Mr. LaVance has served as President of Century Capital Associates LLC, an investment banking firm that he founded specializing in biosciences fields. Mr. LaVance's mix of leadership, management, strategic and finance skills and experience, together with his focus on medical device and life sciences companies, enable him to provide important experience and insights to the Board.

Nancy L. Leaming

Director Since: 2003
Age: 67

Ms. Leaming has been one of our directors since September 2003. Ms. Leaming, an independent consultant, was the Chief Executive Officer and President of Tufts Health Plan, a provider of healthcare insurance, from 2003 to 2005. Prior to that, Ms. Leaming served as Tufts Health Plan's President and Chief Operating Officer from 1998 to 2003, the Chief Operating Officer from 1995 to 1998 and the Chief Operating Officer/Chief Financial Officer from 1986 to 1995. Ms. Leaming currently serves on the boards of directors of Edgewater Technology, Inc. and Biogen Idec, Inc. Ms. Leaming's leadership skills, financial acumen and her valuable insights into the healthcare reimbursement and payor market, where she spent 20 years in senior operational, financial and managerial roles, make her a valuable contributor to the Board.

Lawrence M. Levy

Director Since: 2005
Age: 76

Mr. Levy has been one of our directors since December 2005. Mr. Levy retired from the position of Senior Counsel at Brown Rudnick LLP, an international law firm, in January 2011. Mr. Levy had been Senior Counsel at Brown Rudnick since February 2005 and, for more than 30 years before that had been a Partner at the firm, specializing in Corporate and Securities Law. Mr. Levy served as our Secretary from our formation in 1985 until December 2005. Mr. Levy is also a director of Scivanta Medical Corporation and the Facing History and Ourselves National Foundation. Mr. Levy received a B.A. from Yale University and a LLB from Harvard Law School. Mr. Levy is a seasoned corporate attorney with extensive experience in representing public and private companies in the United States and abroad. Mr. Levy chaired Brown Rudnick's International Practice Group and, in 1997, opened Brown Rudnick's London office, dividing his time between the firm's London and Boston offices for more than 13 years. Mr. Levy's broad legal and cross-border transactional experience enables him to provide valuable insights and perspectives to the Board.

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Stephen P. MacMillan

Director Since: 2013
Age: 51

Mr. MacMillan was appointed as President, Chief Executive Officer and a director in December 2013. Prior to joining the Company, Mr. MacMillan served as the Chief Executive Officer of sBioMed, LLC, a biomedical research firm that produces infection control products, which he joined in October 2012. Prior to joining sBioMed, LLC, Mr. MacMillan served in various roles at Stryker Corporation, including as its Chief Operating Officer from June 2003 to December 2004, its President from June 2003 to February 2012, its Chief Executive Officer from January 2005 to February 2012 and its Chairman from January 2010 to February 2012. Mr. MacMillan began his career with Procter & Gamble in 1985 and later spent 11 years with Johnson & Johnson, where he served in various roles, including President of Johnson & Johnson's consumer pharmaceuticals joint venture with Merck from December 1998 to December 1999. From December 1999 to June 2003, Mr. MacMillan served as Sector Vice President, Global Specialty Operations of Pharmacia Corporation, a global pharmaceutical company. Mr. MacMillan currently serves on the board of directors of Alere, Inc. Mr. MacMillan previously served on the board of directors of Texas Instruments Incorporated from 2008 to 2012. Mr. MacMillan holds a Bachelor of Arts degree in economics from Davidson College and is a graduate of the Harvard Business School's Advanced Management Program. As our President and Chief Executive Officer, Mr. MacMillan has direct responsibility for the Company's strategy and operations. This position, together with his many years of experience in the healthcare industry, make him an invaluable contributor to the Board.

Samuel Merksamer

Director Since: 2013
Age: 33

Mr. Merksamer became one of our directors in December 2013. Mr. Merksamer is a Managing Director of Icahn Capital LP, the entity through which Carl C. Icahn manages investment funds, where he has been employed since May 2008. Mr. Merksamer is responsible for identifying, analyzing and monitoring investment opportunities and portfolio companies for Icahn Capital. From 2003 until 2008, Mr. Merksamer was an analyst at Airlie Opportunity Capital Management, a hedge fund management company, where he focused on high yield and distressed investments. Mr. Merksamer currently also serves on the boards of directors of Transocean Ltd., Transocean Partners, LLC, CVR Refining GP, LLC (the general partner of CVR Refining, LP), Navistar International Corporation, Ferrous Resources Limited, Talisman Energy, Inc. and CVR Energy, Inc. Mr. Merksamer was previously a director of: American Railcar Industries, Inc., from June 2011 to June 2013; Viskase Companies, Inc., from January 2010 to April 2013; PSC Metals Inc., from March 2009 to October 2012; Dynegy Inc., from March 2011 to September 2012; and Federal - Mogul Corporation, from September 2010 to January 2014. CVR Refining, CVR Energy, Federal — Mogul, American Railcar Industries, Viskase Companies and PSC Metals are each indirectly controlled by Carl C. Icahn. Mr. Icahn also has a non-controlling interest in Transocean, Navistar, Ferrous Resources and Dynegy Inc. through the ownership of securities. Mr. Merksamer received an A.B. in Economics from Cornell University in 2002. Mr. Merksamer was selected as a member of the Board pursuant to the Standstill Agreement with the Icahn Group. It is anticipated that his financial, strategic and investment banking background and experience, as well as his relationship with the Icahn Group, and its interests as one of the more significant beneficial owners of our stock, will bring valuable perspectives to the Board.

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Christiana Stamoulis

Director Since: 2011
Age: 44

Ms. Stamoulis has been one of our directors since November 1, 2011. In January 2015, Ms. Stamoulis was appointed Chief Financial Officer and Head of Corporate Development at Unum Therapeutics. Prior to Unum, she was an independent advisor to biopharmaceutical companies from January 2014 to December 2014. Prior to that, Ms. Stamoulis served as Senior Vice President of Corporate Strategy and Business Development at Vertex Pharmaceuticals Incorporated, from 2009 until December 2013. Ms. Stamoulis joined Vertex in 2009 with approximately 15 years of experience in the investment banking and management consulting industries where she advised global pharmaceutical and biotechnology companies on strategic and corporate finance decisions. Prior to joining Vertex, she was a Managing Director in the Investment Banking division of Citigroup from 2006 to 2009 where she led the building of the firm’s U.S. Life Sciences investment banking practice. Prior to her role at Citigroup, she was at Goldman, Sachs & Co. where she spent the majority of her investment banking career. Ms. Stamoulis started her career as a strategy consultant at The Boston Consulting Group. Ms. Stamoulis holds a Bachelor of Science degree in Economics and a Bachelor of Science degree in Architecture from the Massachusetts Institute of Technology (MIT). Additionally, she holds a Master of Business Administration from the MIT Sloan School of Management where she focused on Applied Economics and Finance. Ms. Stamoulis’s solid foundation in strategic development coupled with extensive experience in executing initiatives for growth in the medical products field and related industries enable her to provide valuable insights to the Board.

Elaine S. Ullian

Director Since: 2007
Age: 67

Ms. Ullian has been one of our directors since October 2007. Ms. Ullian served as President and Chief Executive Officer of Boston Medical Center, the successor of Boston University Medical Center Hospital, from 1996 until her retirement in January 2010. In April 1994, Ms. Ullian was appointed President and Chief Executive Officer of Boston University Medical Center Hospital. From January 1987 to March 1994, Ms. Ullian held the position of President and Chief Executive Officer of Faulkner Corporation/ Faulkner Hospital. She holds two academic appointments: Associate Professor at Boston University School of Medicine and lecturer at Harvard University School of Public Health. Ms. Ullian also serves as a director of Vertex Pharmaceuticals Incorporated and Thermo Fisher Scientific Inc. Ms. Ullian previously served as one of our directors from 1996 to 2003 and served as a director of Valeant Pharmaceuticals International, Inc. from 2004 to 2008. As former Chief Executive Officer of three hospitals, including two major academic medical centers, Ms. Ullian brings knowledge and understanding of Hologic’s customer base, as well as their priorities and challenges. All three institutions led by Ms. Ullian over a 25 year period had a strong commitment to accessible health care, and a particular focus on women’s health services. As a person whose career had been dedicated to the provision of clinical care services to patients, she brings an important perspective to the Board.

Wayne Wilson

Director Since: 2007
Age: 65

Mr. Wilson became one of our directors effective upon our merger with Cytyc in October 2007, having previously served as a director of Cytyc since 2003. Mr. Wilson has been an independent business advisor since 2002. From 1995 to 2002, Mr. Wilson served in various roles, including as President, Chief Operating Officer, and Chief Financial Officer, at PC Connection, Inc., a Fortune 1000, direct marketer of information technology products and services. From 1986 to 1995, he was a partner in the assurance and advisory services practice of Deloitte & Touche LLP. Mr. Wilson also serves as a director of ARIAD Pharmaceuticals, Inc., Edgewater Technology, Inc. and FairPoint Communications, Inc. Mr. Wilson's qualifications to serve on the Board include his extensive experience in financial accounting and reporting and his ability to evaluate financial results and generally oversee the financial reporting process of a publicly traded corporation.

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EXECUTIVE OFFICERS

The names of our executive officers, who are not directors, along with certain biographical information furnished by them, are set forth below:

Name	**Age**	**Title**
Eric B. Compton	50	Chief Operating Officer
Claus Egstrand	53	Group President, International
Robert W. McMahon	46	Chief Financial Officer
Jay A. Stein	72	Chairman Emeritus, Senior Vice President and Chief Technical Officer
Peter J. Valenti III	51	Division President, Breast and Skeletal Health Solutions
Thomas A. West	50	Division President, Diagnostics Solutions

Executive officers are chosen by and serve at the discretion of the Board. For biographical information about Stephen P. MacMillan, our President and Chief Executive Officer, please see Proposal No. 1 Election of Directors on page 8.

Mr. Compton joined us in April 2014 as Chief Operating Officer. From 1995 to 2014, Mr. Compton worked at Johnson & Johnson in roles of increasing responsibility. Most recently, Mr. Compton served as the Worldwide President, Ortho Clinical Diagnostics for Johnson & Johnson. In this position, he was accountable for over $2 billion in global sales across multiple disciplines and held direct responsibility for a workforce of more than 2,800 individuals. From 2011 to August 2012, Mr. Compton served as General Manager, Ortho Clinical Diagnostics and from 2009 to 2011 he served as Worldwide Vice President, Franchise Strategic Marketing, Diabetes Care. Mr. Compton served in various sales and marketing leadership roles at Johnson & Johnson earlier in his career. Prior to joining Johnson & Johnson, Mr. Compton was a Business Development Manager at Procter & Gamble. He began his career in 1986 at Procter & Gamble as a Sales Representative. Mr. Compton is a member of the Board of Delaware Valley College and AdvaMed DX and holds a Masters of Business Administration from Kennesaw State University and a Bachelor of Arts from the University of Richmond.

Mr. Egstrand joined us in April 2014 as Group President, International. From 2012 to 2014, Mr. Egstrand was the Leader of Consumer Healthcare, Europe for Merck & Co., Inc., where he was responsible for a plan for growth, including sales and marketing, in developed and developing markets. Prior to that, Mr. Egstrand was the Chief Marketing Officer of Regus plc. From 2006 to 2011, Mr. Egstrand was the Vice President, Chief Marketing Officer, EMEA, and General Manager Medsurg, Europe, for Stryker Corporation. Prior to joining Stryker, Mr. Egstrand held senior international and regional roles at Pfizer Consumer Healthcare, Pharmacia Corporation, and Johnson & Johnson/ Merck Pharmaceuticals. Mr. Egstrand began his career in 1982 in sales and marketing at Farma Ltd. He holds a Masters of Business Administration from the University of Copenhagen and an undergraduate business degree from Niels Brock, Copenhagen Business College.

Mr. McMahon joined us in May 2014 as Chief Financial Officer with more than 20 years of healthcare finance experience. From 1993 to 2014, Mr. McMahon worked at Johnson & Johnson in executive finance roles of increasing responsibility. Most recently, Mr. McMahon served as the Worldwide Vice President, Finance and Business Development, Ortho Clinical Diagnostics for Johnson & Johnson. From 2006 to 2011, Mr. McMahon served as Vice President, Finance, Consumer Group and from 2004 to 2006 he served as Vice President, Finance, Networking & Computing Services. Mr. McMahon is a Certified Management Accountant and holds a Masters of Business Administration from the University of Central Florida and a Bachelor of Science in Business Administration from the University of Florida.

Dr. Stein, a co-founder, Chairman Emeritus, Senior Vice President and the Chief Technical Officer of our Company, has served as Executive or Senior Vice President and Chief Technical Officer of the Company since its organization in October 1985. Since October 2007, Dr. Stein has served as Chairman Emeritus pursuant to which he continues to participate in meetings of the Board. He served as one of our directors from October 1985 through October 2007, including as Chairman of our Board from June 2001 to November 2002. Dr. Stein received a Ph. D. in Physics from The Massachusetts Institute of Technology. He is the principal author of numerous patents involving X-ray technology.

Mr. Valenti joined us in May 2014 as Division President, Breast and Skeletal Health Solutions with nearly 30 years of sales, brand and product management experience, including 20 years focused on healthcare products. Prior to joining the Company, Mr. Valenti was a Principal at The New England Consulting Group where he served as a consultant to numerous healthcare companies, including Johnson & Johnson, Alcon, Cardinal Health, Align Technology, Inc. and Bausch + Lomb Inc. Mr. Valenti assumed his consulting role following his four-year tenure in the North American and Global President roles of Bausch + Lomb's Vision Care business from 2009 to 2013. From 2007 to 2009, Mr. Valenti was the General Manager, U.S. Region for Covidien's Surgical Devices business. From 1995 to 2007, Mr. Valenti was with Johnson & Johnson and held positions of increasing responsibility including Vice President, Global Franchise for the Vistakon business and Executive Director, Women's Health for Johnson & Johnson's Personal Products business. Mr. Valenti began his career at Procter & Gamble. He received a Masters of Business Administration from Cornell University and a Bachelor of Science in Business Administration from the University of Connecticut.

Mr. West joined us in October 2014 as Division President, Diagnostic Solutions with more than 20 years of healthcare experience. From 1992 to 2014, Mr. West worked at Johnson &

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Johnson in various roles of increasing responsibility across the globe. Most recently, he served as the Worldwide Vice President – Strategy and Business Development for Johnson & Johnson's Diabetes Solutions Companies. Previously, he served as President of LifeScan North America and as President of LifeScan EMEA. Mr. West has a proven track record in formulating and implementing growth strategies in the life sciences and consumer healthcare industries in the U.S., Canada, Europe, the Middle East, Africa and Latin America. He has a bachelor's degree in Politics and Economics from Princeton University and a Masters of Business Administration in Marketing and Strategic Management from the University of Pennsylvania, Wharton School.

GOVERNANCE OF THE COMPANY

The Board has a standing Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and Corporate Development Committee. The Board is composed of a majority of "independent" directors, and all of the committees are composed entirely of "independent" directors, as such term is defined in the listing standards of the Nasdaq Stock Market. The Board has determined that the following directors are "independent," according to the above definition: Jonathan Christodoro, Sally Crawford, Scott Garrett, David LaVance, Nancy Leaming, Lawrence Levy, Samuel Merksamer, Christiana Stamoulis, Elaine Ullian, and Wayne Wilson. Mr. MacMillan is not considered independent because he is an active officer of the Company. In addition, both the Audit Committee and Compensation Committee are composed entirely of "independent" directors as such term is defined in Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended.

The Board has adopted a charter for each of the four standing committees that addresses the make-up and functioning of such committee. The Board has also adopted corporate governance guidelines, a Code of Business Conduct that applies to all of our employees, officers and directors and a Code of Ethics (included as Appendix A to our Code of Business Conduct) that applies specifically to senior financial officers. The charters for each of the four standing committees, the corporate governance guidelines, and the Code of Business Conduct, including the Code of Ethics for Senior Financial Officers, are all publicly available on our website at *investors.hologic.com*.

Board Leadership Structure

We separate the role of Chief Executive Officer from the leadership of our Board in recognition of the different roles of each position and to foster independent leadership of our Board. David R. LaVance, Jr. serves as the independent Chairman of the Board. This structure allows the Chief Executive Officer to focus his time and energy on operating and managing the Company, while allowing the Chairman of the Board to focus on the effectiveness of the Board and its independent oversight of our senior management team. We believe that our current leadership structure is appropriate to segregate the Board oversight role from management of the Company.

The Chairman of the Board chairs and presides over meetings of the Board and serves as a liaison between the independent directors and management. The Chairman of the Board also serves as a member of our Nominating and

Corporate Governance Committee and has a standing invitation to attend each other Board committee meeting, where he has the ability to participate and vote as an alternate if required for a quorum.

The authority and responsibilities of the Chairman of the Board further include the following:

- advise and consult with the Chief Executive Officer, senior management and the Chairperson of each committee of the Board as to the appropriate information, agendas and schedules of Board and committee meetings;
- advise and consult with the Chief Executive Officer and senior management as to the quality, quantity and timeliness of the information submitted by management to the independent directors;
- recommend to the Chief Executive Officer and the Board the retention of advisers and consultants to report directly to the Board;
- call meetings of the Board or executive sessions of the independent directors;
- develop the agendas for and preside over executive sessions of the Board's independent directors; and
- coordinate with the independent directors in respect of each of the foregoing.

Other Governance Highlights

We strive to maintain effective governance practices and policies and to solicit and consider input from our stockholders. Since our last annual meeting of stockholders we placed a significant focus on evolving our senior management team and hired a number of premier outside candidates to senior roles including: Chief Financial Officer; Chief Operating Officer; Group President,

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International; Division President, Breast and Skeletal Health Solutions and Division President, Diagnostics Solutions. We also believe that we have adopted a number of other governance features that are favorable to the Company and its stockholders, including the following:

- We do not have a classified Board. Our full Board is elected annually.
- We do not have a shareholder rights plan (sometimes called a "poison pill").
- Ten of our eleven directors are independent directors. Mr. MacMillan is not considered independent because he is an active officer of the Company.
- All committees of the Board consist of independent directors.
- We have an independent Chairman of the Board.
- We separate the role of Chief Executive Officer from that of Chairman of the Board.
- Our stockholders are permitted to act by written consent in lieu of a meeting.
- We have corporate governance guidelines that are published on our website at *investors.hologic.com*.
- We have stock ownership guidelines for our Chief Executive Officer and our non-employee directors that are described on pages 37 and 48, respectively.
- Our insider trading policies do not permit hedging or pledging of our securities by our executive officers or directors.
- We require any nominee for director who does not receive a majority vote in an uncontested election to promptly tender his or her resignation to the Board, which will consider whether to accept the resignation.
- We allow stockholders holding an aggregate of at least 25% of our outstanding shares to call a special meeting of stockholders, subject to the terms and conditions set forth in our bylaws.

Risk Oversight

Our Board is responsible for risk oversight. A fundamental part of risk oversight is to understand the risks that we face, the steps management is taking to manage those risks and to assess our appetite for risk. Risk management systems, including our internal auditing procedures, internal controls over financial reporting and corporate compliance programs, are designed in part to inform management about our material risks. It is management's responsibility to manage risk and bring to the Board's attention material risks facing the Company. Our Board receives regular reports from management on matters relating to strategic and operational initiatives, financial performance and legal developments, including the enterprise-risk exposures related thereto. The involvement of the Board in the oversight of our strategic planning process is a key part of its assessment of the risks inherent in our corporate strategy. While the Board has overall responsibility for risk oversight, the Board delegates to its committees responsibility for oversight of risks associated with each committee's respective areas of responsibility.

At the Compensation Committee's direction, members of our internal legal, human resources and sales operations departments, in consultation with the Compensation Committee's independent compensation consultant, conducted a risk assessment of our compensation programs, including our executive compensation programs. The Compensation Committee and its independent compensation consultant reviewed and discussed the assessment, and the Compensation Committee concurred with management's assessment that our compensation programs do not create risks that are reasonably likely to have a material adverse effect on our business.

Meetings of the Board and its Committees

The Board met twenty-one (21) times during the fiscal year ended September 27, 2014 and each of our directors attended at least 75 percent of the total number of meetings of the Board and all committees of the Board on which he or she served. During fiscal 2014, the independent directors of the Board met in executive session during each of the Board's quarterly regular meetings and at such other Board and committee meetings as the independent directors elected.

Director Nomination Process

As provided in its charter, the Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to become directors. The Nominating and Corporate Governance Committee seeks to identify and evaluate director candidates and may rely on input provided by a number of sources, including the Nominating and Corporate Governance Committee members, our other directors or officers, our stockholders, and third parties such as professional search and screening firms.

In evaluating potential candidates for director, the Nominating and Corporate Governance Committee considers the entirety of each candidate's credentials including: character and integrity, business acumen, experience, commitment and diligence. The Nominating and Corporate Governance Committee considers diversity as one of a number of factors in identifying nominees for director. It does not, however, have a formal policy in this regard. The Nominating and Corporate Governance Committee views

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diversity broadly to include diversity of experience, skills and viewpoint. The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. The Nominating and Corporate Governance Committee believes that the backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities to assist the Board in fulfilling its responsibilities. Generally, directors should be individuals who have succeeded in their particular field and who demonstrate integrity, reliability, knowledge of corporate affairs and an ability to work well with others. The Nominating and Corporate Governance Committee also considers such other relevant factors as it deems appropriate, including the current composition of the Board.

The Nominating and Corporate Governance Committee will consider stockholder recommendations for candidates for the Board using the same criteria described in the preceding paragraph. The name of any recommended candidate for director, together with a brief biographical sketch, a document indicating the candidate's willingness to serve, if elected, and evidence of the nominating stockholder's ownership of the Company's stock should be sent to the attention of our Secretary, Hologic, Inc., 250 Campus Drive, Marlborough, MA 01752. If you wish to formally nominate a candidate you must follow the procedures described in Section 1.4 of our bylaws.

Audit Committee

The Audit Committee is responsible for assisting our Board in the oversight of (i) our financial reporting process, accounting functions, internal audit functions and internal controls over financial reporting, and (ii) the qualifications, independence, appointment, retention, compensation and performance of our independent registered public accounting firm. In addition, the Audit Committee, among other things, reviews and approves related-party transactions (unless such review and approval has been delegated to another committee consisting solely of independent directors).

None of the current or former members of the Audit Committee listed below are employees of the Company and our Board has determined that each such member of the Audit Committee is independent (as independence is defined in the current listing standards of the Nasdaq Stock Market and Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended). The Audit Committee met eleven (11) times during fiscal 2014. From September 29, 2013 to December 16, 2013, the Audit Committee consisted of Ms. Leaming and Messrs. LaVance, Levy and Wilson. Ms. Crawford and Ms. Stamoulis replaced Messrs. LaVance and Levy on December 16, 2013. Since December 16, 2013, the Audit Committee has consisted of Ms. Leaming, Ms. Crawford, Ms. Stamoulis and Mr. Wilson. Ms. Leaming currently serves as Chairperson and served as such during fiscal 2014.

Audit Committee Financial Expert. The Board has determined that each of Mr. Wilson, Ms. Stamoulis and Ms. Leaming qualify as an "audit committee financial expert," as that term is defined in Item 407(d)(5) of Regulation S-K.

Compensation Committee

The primary functions of the Compensation Committee include (i) reviewing and approving the compensation for each of our executive officers and such other of our senior officers as the Compensation Committee deems appropriate, (ii) evaluating the performance, as it relates to their compensation, of the Chief Executive Officer, the other executive officers and such other senior officers as the Compensation Committee deems appropriate, (iii) overseeing the administration and the approval of grants and terms of equity awards under our equity-based compensation plans, (iv) reviewing and approving other compensation plans as the Compensation Committee deems appropriate, (v) general oversight of risks associated with our compensation policies and practices, and (vi) approving and/or recommending compensation for members of the Board, and each committee thereof, for review and approval by the Board. The Board and Compensation Committee may delegate limited authority to executive officers or other directors of the Company to grant equity awards to non-executive officers. Currently, our Senior Vice President, Human Resources, has been delegated such authority, subject to terms, conditions and limitations previously approved by the Compensation Committee and the Board, with each of the President and Chief Executive Officer and the Chief Financial Officer authorized to serve as an alternate to the Senior Vice President, Human Resources at times when he or she is not otherwise available.

The Compensation Committee met twelve (12) times during fiscal 2014.

Compensation Committee Interlocks and Insider Participation. From September 29, 2013 to December 16, 2013, the Compensation Committee consisted of Ms. Crawford, Mr. LaVance, Ms. Leaming, Ms. Ullian, and Mr. Wilson. Mr. LaVance did not serve on the Compensation Committee from December 16, 2013 through March 4, 2014 when he rejoined the committee. Mr. Merksamer was appointed to the Compensation Committee on June 17, 2014. Since June 17, 2014, the Compensation Committee has consisted of Ms. Crawford, Mr. LaVance, Ms. Leaming, Mr. Merksamer, Ms. Ullian, and Mr. Wilson. Ms. Crawford currently serves as Chairperson and served as such during fiscal 2014. No current or former member of the Compensation Committee listed above is or has ever been an executive officer or employee of the Company (or any of its subsidiaries) and no “compensation committee interlocks” existed during fiscal 2014.

For further information about our processes and procedures for the consideration and determination of executive and director compensation, including the Compensation Committee’s retention of an independent compensation consultant, please see “Executive Compensation — Compensation Discussion and Analysis,” below.

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Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for recommending to the Board potential candidates for director and considering various corporate governance issues, including evaluating the performance of the Board and its committees, developing and periodically reviewing our corporate governance guidelines, reviewing and recommending to the Board any changes to the committee charters, recommending the composition and chair of our Board committees and leading the succession planning process for our executive officers. The Nominating and Corporate Governance Committee also considers suggestions regarding possible candidates for director as described above under "Director Nomination Process."

The Nominating and Corporate Governance Committee met ten (10) times during fiscal 2014. From September 29, 2013 to June 17, 2014, the Nominating and Corporate Governance Committee consisted of Ms. Ullian and Messrs. Garrett, LaVance and Levy. Mr. Christodoro was appointed to the Nominating and Corporate Governance Committee on June 17, 2014. Since June 17, 2014, the Nominating and Corporate Governance Committee has consisted of Ms. Ullian and Messrs. Christodoro, Garrett, LaVance and Levy. Ms. Ullian currently serves as Chairperson and served as such during fiscal 2014.

Corporate Development Committee

The Corporate Development Committee assists the Board in its oversight of strategic and investment transactions, financing activities and such other matters of a strategic nature as may be delegated to it from time to time by the Board.

The Corporate Development Committee met six (6) times during fiscal 2014. From September 29, 2013 to December 8, 2013, the Corporate Development Committee consisted of Messrs. Garrett, LaVance, Levy and Wilson and Ms. Stamoulis. Messrs. Christodoro and Merksamer were appointed to the Corporate Development Committee on December 8, 2013. From December 8, 2013 to December 16, 2013, the Corporate Development Committee consisted of Messrs. Christodoro, Garrett, LaVance, Levy, Merksamer and Wilson and Ms. Stamoulis. Messrs. LaVance and Wilson ceased to serve on the Corporate Development Committee on December 16, 2013. Since December 16, 2013, the Corporate Development Committee has consisted of Messrs. Christodoro, Garrett, Levy and Merksamer and Ms. Stamoulis. Mr. Levy currently serves as Chairperson and served as such during fiscal 2014.

Code of Ethics

Pursuant to Section 406 of the Sarbanes-Oxley Act of 2002, we have adopted a Code of Ethics for Senior Financial Officers that applies to our principal executive officer and principal financial officer, principal accounting officer and controller, and other persons performing similar functions. Our Code of Ethics for Senior Financial Officers is publicly available on our website at *investors.hologic.com* as Appendix A to our Code of Business Conduct. We intend to satisfy the disclosure requirement under Item 5.05 of Current Report on Form 8-K regarding an amendment to, or waiver from, a provision of this code by posting such information on our website, at the address specified above.

Attendance by Directors at the Annual Meeting of Stockholders

Our Board has scheduled a Board meeting in conjunction with the annual meeting of stockholders. Our directors are encouraged to attend the annual meeting of stockholders on March 3, 2015. All directors then serving on our Board attended the annual meeting of stockholders held on March 4, 2014.

Stockholder Communications with the Directors

Stockholders may contact our Board and committees thereof by writing to them c/o Investor Relations, Hologic, Inc., 35 Crosby Drive, Bedford, MA 01730. In general, any stockholder communication directed to our Board or a committee thereof will be delivered to our Board or the appropriate committee. However, the Company reserves the right not to forward to our Board any abusive, threatening or otherwise inappropriate materials.

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A Letter to Our Stockholders

Build great teams. Raise the bar on expectations. Focus on innovation.

Fiscal 2014 was a year in which we actively focused on these priorities in order to create long-term shareholder value. It was a year of fortifying Hologic’s leadership structure, starting with our appointment of Steve MacMillan as the President and CEO in December of 2013. Under Steve’s leadership, the Company now has a new senior management team in place, solidly positioning us to focus on accelerated growth as we head into the future.

Following a challenging fiscal 2013, we saw a measurable decrease in the support of our executive compensation program through the votes cast on our say-on-pay proposal. This was an obvious signal to the Compensation Committee of the Board of Directors (the “Committee”) that there were significant stockholder concerns we needed to address.

In direct response to stockholder feedback, in fiscal 2014 we made changes to our ongoing annual program to incorporate a return on invested capital (“ROIC”) metric and performance stock units tied to that metric as a significant component of the program. An important takeaway from our stockholder outreach efforts is that the changes we made were in line with stockholder expectations and exhibit a stronger pay for performance culture. The other major area of stockholder focus was on our succession planning. Executing on a new leadership strategy and bringing together the right talent were our top priorities, and we are now on a positive path relative to these prior concerns.

Even in the short time of new management overseeing the Company’s operations, we are seeing evidence that we have built a great leadership team. Our management team achieved significant business developments, including securing reimbursement for our life-changing “Genius 3D mammography” exams performed by our mammography products, expanding our global reach with our blood screening collaborator by winning a substantial contract with the Japanese Red Cross to screen their nation’s blood supply, and improving our overall financial performance. We believe the pay decisions we made over the last fiscal year were critical to mobilizing the strongest senior management team to execute on Hologic’s ethos: The Science of Sure.

Delivering best in class technology requires world class leadership, and your support of the executive compensation program is critical to our future success. In the following pages of this proxy statement, you will find an overview of how our executive compensation program works and the compensation decisions we made for fiscal 2014. We thank you for continuing to include Hologic in your portfolio and look forward to what’s ahead.

Sincerely,

The Hologic Compensation Committee

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis (CD&A)

In this section, we describe the executive compensation program for our named executive officers ("NEOs"). We also explain how the Compensation Committee of the Board of Directors (the "Committee'') determined pay and its rationale for specific decisions related to fiscal 2014 (September 29, 2013 – September 27, 2014).

Our Named Executive Officers (NEOs) for Fiscal 2014

As a result of restructuring our senior management team over the course of fiscal 2014 and pursuant to the disclosure requirements of the SEC rules, this year's NEO list includes certain individuals who are no longer employed by the Company or who no longer serve as executive officers of the Company. Our NEOs for fiscal 2014 are as follows:

NEOs/Executive Officers at End of Fiscal 2014	Title at End of Fiscal 2014
Stephen P. MacMillan	President and Chief Executive Officer ("CEO")
Eric B. Compton	Chief Operating Officer ("COO")
Robert W. McMahon	Chief Financial Officer ("CFO")
Roger D. Mills[(1)]	Group Senior Vice President & GM, Service and Operations
Mark J. Casey[(2)]	Senior Vice President, Chief Administrative Officer, General Counsel and Secretary

(1) *Mr. Mills served as Group Senior Vice President & GM, Service and Operations through September 27, 2014 and subsequently assumed his current role of Corporate Vice President, Service and Support. Mr. Mills is no longer an executive officer of the Company in his new role.*

(2) *Mr. Casey's employment terminated on December 19, 2014.*

NEOs/No Longer Employed by Hologic	Former Title
John W. Cumming[(1)]	President and CEO
Glenn P. Muir[(2)]	Executive Vice President and CFO
David P. Harding[(3)]	Division President, Breast and Skeletal Health
Rohan F. Hastie, Ph. D[(4)]	Division President, Diagnostics

(1) *Mr. Cumming was succeeded by Mr. MacMillan as President and CEO effective December 7, 2013. Mr. Cumming's employment terminated upon Mr. MacMillan's appointment.*

(2) *On March 13, 2014, at the request of the Company, Mr. Muir agreed to retire on November 30, 2014. Mr. Muir was succeeded by Mr. McMahon as CFO on May 26, 2014. Mr. Muir continued to be employed by the Company to assist with the transition to his successor until his retirement in November.*

(3) *Mr. Harding transitioned to a new role as Senior Vice President, Corporate Strategy effective April 14, 2014 and was not an executive officer of the Company as of September 27, 2014. Mr. Harding's employment terminated on*

December 9, 2014.

(4) *Dr. Hastie resigned as an executive officer of the Company on September 2, 2014 and remained with the Company in a non-executive capacity until his employment terminated on November 28, 2014.*

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Executive Summary

"I am proud that our team did not just write-off the year but in fact began to put points on the board early, while driving major changes to strengthen us for the future."

~ Steve MacMillan, November 2014

2014 Business Strategy & Highlights

As we look back on fiscal 2014, it is clear that Hologic is a dramatically different company than it was in fiscal 2013. This past year opened a new chapter in our business. Our newly formed senior management team has set the momentum for our ongoing progress. During their short tenure, the Company has already achieved many critical financial and strategic milestones, all of which factored into the compensation decisions made by the Committee in November 2014.

The first half of fiscal 2014 was dedicated to quickly assembling a new senior management team, who proved to come together and capitalize on strategic opportunities.

Since Mr. MacMillan's appointment as CEO, other notable executive officer hires included:

Name	Role
Eric B. Compton	COO
Claus Egstrand	Group President, International
Robert W. McMahon	CFO
Peter J. Valenti III	Division President, Breast and Skeletal Health Solutions
Thomas A. West	Division President, Diagnostics Solutions

A full listing of our current executive officers, including their respective backgrounds and accomplishments is listed on page 13 of this proxy statement.

Financial Performance Achievements

Throughout the course of fiscal 2014, we saw improvements in adjusted revenue[1], adjusted earnings per share[2] ("EPS") and return on invested capital ("ROIC"[3]) and exceeded Wall Street expectations. In the first quarter of fiscal 2014, only one of our four segments grew in revenue whereas by the fourth quarter, all four segments grew validating an evident turnaround. We believe these improvements have had a direct result on our stock performance and total shareholder return ("TSR"):

[1] *Adjusted revenue means our consolidated revenue determined in accordance with GAAP, adjusted to remove the effect of any acquisition related accounting or other effects that are excluded in the calculation of adjusted EPS (as set forth below), including without limitation the effects of the write-up of acquired unbilled accounts receivable. Revenue is also adjusted to remove the effect of acquisitions or dispositions (including the discontinuance of a product or product line other than in the ordinary course of business) that are completed during the reporting period that materially affect the Company's consolidated revenue.*

[2] *Adjusted EPS means our consolidated net income (loss) per share (on a fully diluted basis) determined in accordance with GAAP, adjusted to exclude: (i) the non-cash amortization of intangible assets and impairment of goodwill and intangible assets; (ii) acquisition-related charges and effects, including compensation charges for contingent consideration, transaction costs, charges associated with the write-off of acquired in-process research and development, equity award costs related to the accelerated vesting of equity incentives, stay bonuses and other retention payments (including equity awards), the write-up of acquired unbilled accounts receivable, inventory and property, plant and equipment to fair value, fair value adjustments for contingent consideration required to be recorded as a liability under ASC 805 (Business Combinations); (iii) non-cash interest expense from the amortization of the debt discount related to convertible debt instruments with cash settlement features; (iv) closure, restructuring and divestiture charges and gains; (v) gains/charges associated with settlement of litigation; (vi) gains or losses from the extinguishment of debt and related transaction costs from debt refinancings; (vii) other-than-temporary impairment losses on equity investments; (viii) one-time, nonrecurring, unusual or infrequent charges, expenses or gains, including associated expenses, that may not be indicative of the Company's core business results; (ix) changes in GAAP or the interpretation or application thereof; and (x) income taxes related to any of the foregoing adjustments. Furthermore, adjusted EPS shall be adjusted, without duplication, to eliminate other material effects of acquisitions completed during the reporting period, including associated revenue, and operating costs and expenses, to the extent material.*

[3] *See "Why ROIC?" on page 29.*

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Strategic Performance Achievements

- Our Breast Health division continued to drive adoption of our 3D mammography system. We now have over 2,000 systems installed worldwide and have earned important industry accolades such as achieving, for the second year in a row, the highest performance rating in the digital mammography category in the KLAS Research annual independent survey of healthcare executives and clinicians: "2014 Best in KLAS: Medical Equipment and Infrastructure." In addition, the year was marked by the landmark JAMA study that found that Hologic's 3D mammography screening technology finds significantly more invasive cancers than traditional mammograms and reduces the number of women called back for unnecessary testing due to false positives.

- Our Diagnostics division experienced multiple competitive wins such as converting many key accounts to our Aptima family of assays and, with our blood screening collaborator, winning a substantial contract with the Japanese Red Cross to screen their nation's blood supply. In Europe this division also launched our Tomcat instrument, a fully-automated general purpose instrument designed to ease the strain of pre-analytical sample processing by eliminating the inefficient and error-prone activities associated with manually aliquoting samples.

- Our GYN Surgical division expanded its offerings by launching several new products, including the next generation MyoSure XL hystereoscopic tissue removal device, the NovaSure endometrial ablation 6MM device and the NovaSure endometrial ablation touch screen radiofrequency controller.

"Say On Pay" During Our Leadership Transition

Each year, we take into account the result of the "say-on-pay" vote cast by our stockholders. At our 2014 annual meeting, we saw a measurable decrease in support, with approval votes declining from approximately 65% to approximately 34%. This was an obvious signal that there were significant stockholder concerns we needed to address.

In response to stockholder feedback we introduced performance stock units ("PSUs") tied to ROIC as a significant component of fiscal 2014 long-term equity awards. In our discussions with stockholders in connection with last year's annual meeting there was strong support for this revised structure. We believe these PSUs with ROIC hurdles are a major step forward and a direct reflection of stockholder impact.

Understandably, however, the biggest concern we heard was about our approach to succession planning during a time of unprecedented change in leadership and disappointing Company performance. Accordingly, getting our leadership structure right was the Committee's key focus during fiscal 2014. There was nothing more important than stabilizing a new team as quickly as possible. We feel strongly that the governance practices and policies embedded in our program, which are aligned with those of our industry peers, were integral to the early success of our leadership transition.

Best Compensation Practices and Policies

Below are our top 10 current practices and policies that guide our executive compensation program. We believe the following items promote good corporate governance and are in the best interests of our stockholders and NEOs:

Double-trigger equity vesting acceleration upon a change of control

No tax gross-ups

Clawback policy

Anti-hedging policy

No option repricing without shareholder consent

A heavy emphasis on variable compensation

50% of annual long-term incentives vest upon performance

Requirement that our CEO own a meaningful amount of stock in our Company

Independent compensation consultant

Annual risk assessments

Our Position on Employment, Change of Control and Severance Agreements

Our ability to manage through our organizational challenges in fiscal 2014 and ultimately build the exceptional leadership team we have today was due in large part to our having the full complement of compensation tools available to us and the flexibility to use them. This includes the ability to leverage employment, change of control and severance agreements.

The Committee strongly believes that together, our employment, change of control and severance agreements, which are guided by our governance practices and policies (e.g., double-trigger change of control provisions, no tax gross-ups), are well-aligned with those of our peers. More importantly, they foster stability and focus within senior management by helping to ensure that personal concerns regarding job security do not get in the way of mergers, reorganizations or other transactions that may be in the best interest of shareholders.

Details about the specific arrangements made with our NEOs can be found in the "Employment, Change of Control and Severance Agreements" section on page 32.

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Recruiting Mr. MacMillan to Hologic

To ensure that we could hire Mr. MacMillan, we undertook a comprehensive review of the new hire pay packages of several other companies with whom we not only compete for market share, but with whom we compete for leadership talent. Specifically, we looked at eight organizations in addition to those in our Primary Peer Group (please refer to the "Peer Group" section on page 24) to give us a marketplace overview of both new hire and on-going CEO arrangements.

In addition to offering Mr. MacMillan a competitive annual compensation package (see "CEO Total Direct Compensation ("TDC"): 2014 Annual Target"), it was critical for us to also provide him with one-time awards that would make up for equity compensation being forfeited from his then current employer (a privately held company), as well as persuade him to join the Company during a challenging time. We believe that the new-hire package provided to Mr. MacMillan, which was provided in equity, is fully-focused on the goal of creating long-term shareholder value. This included a one-time special equity award comprised of PSUs subject to stock price performance conditions, stock options, restricted stock units ("RSUs"), and matching RSUs, as shown below. For more details, please see "One-Time Sign-On Awards" on page 31.

CEO Total Direct Compensation ("TDC"): 2014 Annual Target

Mr. MacMillan's annual TDC for fiscal 2014 was $9.5 million, as illustrated in the chart to the right. This represents his base salary, target short-term incentive plan ("STIP") award and the grant date fair value of his annual long-term equity awards. It excludes the one-time special equity award described above, as well as contributions to the Deferred Compensation Plan ("DCP") and the value of other benefits and perquisites.

Nearly 90% of his compensation package is performance-based.

Other Compensation Actions

The Committee also took the following actions as it relates to NEO pay for fiscal 2014:

- Awarded grants of stock options, RSUs, PSUs, and DCP contributions in alignment with our compensation philosophy and program.
- Approved competitive new hire compensation arrangements for Messrs. Compton and McMahon. These arrangements included certain awards to attract the individuals to our Company.
- As part of the Company's leadership restructuring, entered into Transition and/or Separation Agreements with Messrs. Harding, Hastie, Cumming and Muir. Severance benefits under these agreements correspond to the severance benefits that the executives would have otherwise been entitled to under their prior employment and severance agreements.

Details of these actions are provided in their respective sections of the CD&A.

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Looking Ahead to Fiscal 2015

In November 2014, the Committee agreed that:

- There will be no increases to NEO base salaries for fiscal 2015.
- Funding of the STIP awards will continue to be primarily based on the achievement of pre-determined adjusted revenue and adjusted EPS goals.
- Long-term incentives will continue to be comprised of 50% PSUs with ROIC hurdles (see "2015 Long-Term Annual Incentive Award Grants (Made in November 2014)" on page 31).

What Guides Our Compensation Program

Our Compensation Philosophy

The ability to compete effectively in the markets within which we operate depends to a large extent on our success in identifying, recruiting, developing and retaining management talent. We also need to remain focused on creating sustainable long-term growth and stockholder value. To this end, the design of our executive compensation program and the decisions made by the Committee are guided by the following principles:

- **Pay for performance.** We believe that our program should motivate high performance among our NEOs within an entrepreneurial, incentive-driven culture and that compensation levels should reflect the achievement of short- and long-term performance objectives.
- **Competitive pay.** We aim to establish overall target compensation (compensation received when achieving expected results) that is competitive with that being offered to individuals holding comparable positions at other public companies with which we compete for business and talent.
- **Focus on total direct compensation.** We seek to offer a total executive compensation package that best supports our leadership talent and business strategies. We use a mix of fixed and variable pay to support these objectives, as well as provide benefits and perquisites, where appropriate.

The Principal Elements of Pay: Total Direct Compensation ("TDC")

Our compensation philosophy is supported by the following principal elements in our annual executive compensation program:

Element	**Form**	**Purpose**
Base Salary	Cash (Fixed)	Provides a competitive level of pay that reflects the executive's experience, role and responsibilities
Short-Term Incentive Plan ("STIP")	Cash (Variable)	Rewards achievement of individual, business segment/function and/or overall corporate results for the most recently completed fiscal year
Long-Term Incentives	Equity (Variable)	Provides meaningful incentives for management to execute on longer-term financial and strategic growth goals that drive shareholder value creation and supports the Company's retention strategy

The charts below show the TDC of our CEO and our other NEOs for fiscal 2014.[4] These charts illustrate that a majority of NEO TDC is performance based (89% for our CEO and an average of 79% for our other NEOs). These charts exclude one-time sign-on awards, as well as contributions to the DCP and the value of other benefits and perquisites.

[4] *The "other NEOs" included in these charts are Messrs. Compton, McMahon and Mills.*

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Our Decision-Making Process

The Committee oversees the compensation and benefits programs for our NEOs. The Committee is comprised solely of independent, non-employee members of the Board of Directors (the “Board”). The Committee works very closely with its independent consultant and management to examine the effectiveness of the Company’s executive compensation program throughout the year. Details of the Committee’s authority and responsibilities are specified in the Committee’s charter, which may be accessed through *investors.hologic.com*.

The Role of the Committee

The Committee is accountable for ensuring that the links between our executive compensation program and our business goals are responsible, appropriate and strongly aligned with stockholder interests. The Committee annually determines the compensation levels of our NEOs by considering several factors, including:

- Each NEO’s roles and responsibilities
- How the NEO is performing those responsibilities
- Our historical and anticipated future financial performance
- Compensation practices of the companies in our peer group(s)
- Survey data from a broader group of comparable public companies (where appropriate)

New Perspectives on the Compensation Committee

In June 2014, Samuel Merksamer joined the Committee. Mr. Merksamer, in addition to his seat on several other boards, is a Managing Director of Icahn Capital — one of our largest stockholders. Mr. Merksamer brings a valuable perspective to the Committee.

The Role of Management

During fiscal 2014, Mr. MacMillan reviewed the performance and compensation of the NEOs, other than himself, and made recommendations as to their compensation to the Committee. Prior to Mr. MacMillan’s appointment in December 2013, Mr. Cumming reviewed the performance and compensation of the NEOs other than himself, and made recommendations about their compensation to the Committee. Mr. MacMillan, Mr. Cumming, and our other executive officers do not participate in the deliberations of the Committee regarding such officer's own compensation.

The Role of the Independent Consultant

The Committee retained Pearl Meyer & Partners ("PM&P") to serve as its executive compensation consultant for fiscal 2014. PM&P did not perform any services for us other than as directed by the Committee.

During fiscal 2014, PM&P advised the Committee on a variety of subjects such as compensation plan design and trends, pay for performance analytics, benchmarking norms and other such matters. PM&P reports directly to the Committee, participates in meetings as requested and communicates with the Committee Chair between meetings as necessary.

Prior to engaging PM&P, the Committee reviewed the firm's qualifications, as well as its independence and any potential conflicts of interest. The Committee has the sole authority to modify or approve PM&P's compensation, determine the nature and scope of its services, evaluate its performance, and terminate the engagement and hire a replacement or additional consultant at any time.

Peer Group

The Committee compares our executive compensation program to a group of companies that are comparable in terms of size and industry (the "Primary Peer Group"). The overall purpose of this peer group is to provide a market frame of reference for evaluating our compensation arrangements (current or proposed), understanding compensation trends among comparable companies, and reviewing other compensation and governance-related topics that may arise during the course of the year.

Changes to the Fiscal 2014 Primary Peer Group

For setting target compensation levels for NEOs in fiscal 2014, the Company used the Primary Peer Group (as well as other relevant data) prior to the changes detailed below. PM&P reviewed our Primary Peer Group for appropriateness based on a variety of factors including: similarities in revenue levels and size of market capitalization and enterprise value, similarities to the industries in which we operate, the overlapping labor market for top management talent, our status as a publicly-traded, U.S.-based, non-subsidiary firm, and various other characteristics. The Company uses enterprise value in addition to market capitalization for comparative purposes because of its capital structure. As a result of this review, the Committee determined the following changes to the Primary Peer Group were appropriate.

Changes	**Companies**	**Rationale**
Removals	• Life Technologies Corporation	• Life Technologies was acquired by Thermo Fisher Scientific Inc. in February 2014
Additions	• Perrigo Company • Bruker Corporation	• Perrigo Company is too large from a market capitalization perspective • Bruker Corporation is reasonable in terms of size and industry

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With these changes, the Committee examined the practices of the following 14 companies that we believe most closely approximate the size, scope and complexity of our business. This new group is used for setting target compensation levels for NEOs for fiscal 2015, among other things.

Primary Peer Group Composition

Alere, Inc.	Hospira, Inc.
Bio-Rad Laboratories, Inc.	IDEXX Laboratories, Inc.
Bruker Corporation	Intuitive Surgical, Inc.
CareFusion Corporation	PerkinElmer, Inc.
C.R. Bard, Inc.	ResMed, Inc.
DENTSPLY International, Inc.	Varian Medical Systems, Inc.
Edwards Lifesciences Corp.	Waters Corporation

PEER GROUP DATA*

	Revenue ($M)	**Enterprise Value ($M)**
50th Percentile	$2,216	$7,538
Hologic	$2,458	$9,867
Hologic Rank	56th	89th

** Data as available February 2014*

Supplementary Peer Group

In addition to our Primary Peer Group, when developing the compensation arrangement for Mr. MacMillan the Committee worked with PM&P to develop a supplemental group of companies that had hired external CEOs in the recent past (the "Supplemental Peer Group"). This group provided the Committee with competitive information regarding both annual and one-time awards for external CEOs recruited to their respective companies.

The Committee considered the compensation arrangements of the following eight companies when making its new hire offer to Mr. MacMillan. These companies were, on balance, larger than the Company. However, the median size statistics for the Supplemental Peer Group at the time they hired their respective CEOs was determined to be within a reasonable range of the Company (median revenue of $3.4 billion and a median market capitalization of $7.7 billion). Further, the Committee recognized that Mr. MacMillan was a seasoned, accomplished CEO whose market for prospective employment opportunities likely included larger organizations. As such, the Committee felt it was appropriate to modify some of the size criteria used for developing the Supplemental Peer Group to include larger companies.

Supplementary Peer Group Composition

Allscripts Healthcare Solutions, Inc.	Endo Pharmaceuticals, Inc.
Biogen Idec, Inc.	Forest Laboratories, Inc.

Boston Scientific Corporation	Quest Diagnostics Incorporated
CareFusion Corporation	Vertex Pharmaceuticals Incorporated

Competitive Compensation Findings

During fiscal 2013 and 2014, the Committee undertook various competitive benchmarking exercises with the purpose of understanding the competitiveness of on-going compensation opportunities in comparison to the arrangements offered to our newly hired NEOs. For Mr. MacMillan, the Committee observed the following when structuring his new-hire arrangement:

- The target annual cash compensation offered was competitive with what was offered to the group of recent external CEO hires from the Supplementary Peer Group and represented a premium over the Company's Primary Peer Group median.

- It was common to provide an annual equity grant to the incoming CEO either at the time of hire or within a reasonable timeframe thereafter, concurrent with the Company's next scheduled annual grant. Since the Company's annual long-term incentive grants had taken place during hiring discussions with Mr. MacMillan, the Committee felt it appropriate to provide him with an annual long-term incentive grant that included PSUs with the ROIC measure. The annual long-term incentive grant offered to Mr. MacMillan was competitive with what was offered to the Supplementary Peer Group and represented a premium over the Company's Primary Peer Group median.

- One-time sign-on equity awards to attract an executive to join and/ or make-up for lost equity incentive opportunities at a previous employer were common among the recent external CEO hires and in many cases significant. The sign-on equity grant for Mr. MacMillan was deemed necessary to make up for potential lost opportunities at his then current employer, as well as to persuade him to join the Company. The economic value and structure of Mr. MacMillan's sign-on equity awards was determined to be competitive with that of the Supplementary Peer Group.

- Cash sign-on awards or guaranteed bonuses were also common in the first year of hire for the recent external CEO hires, however the Committee felt that this was not necessary and no cash sign-on or guaranteed bonus was provided. The Committee did, however, offer Mr. MacMillan the opportunity to purchase Company Common Stock with a matching RSU component in the first year of hire to encourage him to make a significant investment in our stock and further align his interests with those of our stockholders.

- The agreement terms for severance and change of control provided to Mr. MacMillan are competitive with the Company's Primary Peer Group and also contain the current best practice features, including but not limited to: no excise tax gross-up, double trigger equity acceleration upon change of control and no equity acceleration on termination other than in a change of control or death and disability.

In addition to Mr. MacMillan, new hire compensation arrangements were also developed for Messrs. Compton and McMahon. The base salary, target annual STIP, and annual long-term incentive awards provided to both of these individuals were competitive with the median of the Primary Peer Group. For other NEOs, the fiscal 2014 target annual TDC opportunities, comprised of base salary, target annual STIP, and annual long-term incentive awards were determined to be, on average, competitive with the market median, with variation by individual.

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The 2014 Executive Compensation Program in Detail

Base Salary

Base salary represents annual fixed compensation and is a standard element of compensation necessary to attract and retain talent. It is the minimum payment for a satisfactory level of individual performance as long as the executive remains employed with us. Base salary is set at the Committee's discretion after taking into account the competitive landscape including the compensation practices of the companies in our selected peer groups (and where appropriate, survey data from a broader index of comparable public companies), our business strategy, our short and long-term performance goals and certain individual factors, such as position, salary history, individual performance and contribution, length of service with the Company and placement within the general base salary range offered to our NEOs.

The base salaries for our NEOs are as follows:

NEO	**Base Salaries of NEOs**[1] FY2013 Salary	FY2014 Salary	Percentage Increase
Stephen P. MacMillan[2]	—	$1,000,000	N/A
Eric B. Compton[2]	—	$450,000	N/A
Robert W. McMahon[2]	—	$450,000	N/A
Roger D. Mills	$425,000	$425,000	—
Mark J. Casey	$425,000	$435,000	2.4 %
John W. Cumming	$927,000	$927,000 [3]	—
Glenn P. Muir	$600,000	$600,000	—
David P. Harding	$425,000	$425,000	—
Rohan F. Hastie, Ph. D	$425,000	$425,000	—

(1) *Reflects base salaries as of the end of fiscal 2013 or the end of fiscal 2014, as applicable.*

(2) *Annual base salaries for Messrs. MacMillan, Compton and McMahon are annualized amounts.*

(3) *Mr. Cumming was succeeded by Mr. MacMillan as President and CEO effective December 7, 2013. Mr. Cumming's employment terminated upon Mr. MacMillan's appointment. Pursuant to his Employment Letter dated July 18, 2013, Mr. Cumming continued to receive base salary through July 18, 2014 (see "Employment, Change of Control and Severance Agreements" on page 32).*

The Committee determined that there will be no merit-based salary increases for fiscal 2015.

Short-Term Incentive Plan (the "STIP")

How the STIP Works

The 2014 STIP provided our NEOs the opportunity to earn a performance-based cash bonus based on the achievement of a combination of financial and non-financial corporate, divisional, and/or individual goals. Targeted payout levels were expressed as a percentage of base salary and established for each participant. An individual's bonus components were determined by such individual's title and/or role. Bonus payouts could range from 0% to 200% of targeted payout levels (e.g., an individual with a targeted payout level of 50% of annual base salary would be eligible for a 100% payout).

The goals under the 2014 STIP were primarily focused on the achievement of consolidated adjusted revenue and adjusted earnings per share ("EPS") performance objectives (for definitions of adjusted revenue and adjusted EPS see the footnotes on page 20). Certain NEOs were also evaluated on the achievement of divisional revenue and divisional adjusted operating income performance objectives based on their respective areas of management responsibility. The 2014 STIP also provides for the assessment of performance based upon the achievement of personal management bonus objectives, which are approved by the Committee.

The overall funding level of the 2014 STIP was determined based upon the Company's performance against the established performance targets. Individual bonus awards for NEOs were calculated based upon the overall funding level as well as the targeted payout levels and individual performance measures for each NEO.

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Individual Bonus Opportunity Ranges

	Bonus Opportunity Range[1]		
NEO	**Threshold**	**Target**	**Maximum**
Stephen P. MacMillan	0%	150%	300%
Eric B. Compton	0%	75%	150%
Robert W. McMahon	0%	75%	150%
Roger D. Mills	0%	75%	150%
Mark J. Casey	0%	60%	120%
John W. Cumming	0%	120%	240%
Glenn P. Muir	0%	85%	170%
David P. Harding	0%	75%	150%
Rohan F. Hastie, Ph. D	0%	75%	150%

(1) Expressed as a percentage of base salary.

Corporate and Divisional Performance Objectives

The following table outlines the target financial performance objectives for the 2014 STIP:

Performance Measures	Target (100%)
Corporate Adjusted Revenue	$2.47 billion
Corporate Adjusted EPS	$1.38 per share
Divisional Revenue	Varies by division[1]
Divisional Adjusted Operating Income	Varies by division[1]

(1) See "2014 Performance Results and Non-Equity Incentive Plan Awards" narrative below.

2014 Performance Results and Non-Equity Incentive Plan Awards

The Committee believed the financial performance components of the 2014 STIP were achievable based on internal budgeting and forecasting. The Committee further believed that achievement of these financial performance targets would represent a significant achievement in light of the difficult economic environment.

Performance Measures	**Target (100%)**	**Actual Achieved under 2014 STIP**
Corporate Adjusted Revenue	$2.47 billion	$2.51 billion
Corporate Adjusted EPS	$1.38 per share	$1.46 per share

Based upon the Company's performance against the established performance targets, the Committee set the overall funding level of the 2014 STIP at 102% of target funding. Individual bonus awards for NEOs were then calculated based upon this overall funding level as well as the targeted payout levels and individual performance measures for each NEO as discussed in more detail below.

Stephen P. MacMillan

Mr. MacMillan's targeted payout level was 150% of base salary, with 48%, 32% and 20% of his bonus opportunity tied to corporate adjusted revenue, corporate adjusted EPS and personal management bonus objectives, respectively. Mr. MacMillan's personal management bonus objectives were designed to reward the achievement of goals relating to assembling and restructuring the Company's senior management team. Based on an assessment of his performance for fiscal 2014, Mr. MacMillan was awarded a total bonus amount of $1,275,000. Mr. MacMillan's total bonus amount reflects a pro-ration based on his employment period with the Company during fiscal 2014.

Eric B. Compton

Mr. Compton's targeted payout level was 75% of base salary, with 48%, 32% and 20% of his bonus opportunity tied to corporate adjusted revenue, corporate adjusted EPS and personal management bonus objectives, respectively. Mr. Compton did not have formal personal management bonus objectives that were approved by the Committee because he joined the Company in the third fiscal quarter. Mr. Compton's informal personal management bonus objectives were designed to reward the achievement of goals relating to staffing and the development of strategic plans for fiscal 2015. Based on an assessment of his performance for fiscal 2014, Mr. Compton was awarded a total bonus amount of $160,336. Mr. Compton's total bonus amount reflects a pro-ration based on his employment period with the Company during fiscal 2014.

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Robert W. McMahon

Mr. McMahon's targeted payout level was 75% of base salary, with 48%, 32% and 20% of his bonus opportunity tied to corporate adjusted revenue, corporate adjusted EPS and personal management bonus objectives, respectively. Mr. McMahon did not have formal personal management bonus objectives that were approved by the Committee because he joined the Company in the third fiscal quarter. Mr. McMahon's informal personal management bonus objectives were designed to reward the achievement of goals relating to staffing and the development of strategic plans for fiscal 2015. Based on an assessment of his performance for fiscal 2014, Mr. McMahon was awarded a total bonus amount of $120,723. Mr. McMahon's total bonus amount reflects a pro-ration based on his employment period with the Company during fiscal 2014.

Roger D. Mills

Mr. Mills' targeted payout level was 75% of base salary, with 24%, 16%, 20%, 20% and 20% of his bonus opportunity tied to corporate adjusted revenue, corporate adjusted EPS, divisional revenue, divisional adjusted operating income and personal management bonus objectives, respectively. Mr. Mills' divisional targets referred to the Company's Women's Health, Service Division. His divisional revenue target was $320.0 million and his divisional adjusted operating income target was an operating profit margin of 40%, both of which were exceeded. Mr. Mills' personal management bonus objectives were designed to reward the achievement of goals relating to business integration and consolidation, product development milestones, strategic planning and talent management. Based on an assessment of his performance for fiscal 2014, Mr. Mills was awarded a total bonus amount of $410,000.

Mark J. Casey

On November 7, 2014, at the request of the Company, Mr. Casey agreed to resign on December 19, 2014. Mr. Casey participated in the 2014 STIP in accordance with his Separation Agreement dated November 10, 2014 (see "Employment, Change of Control and Severance Agreements" on page 32) and was awarded a total bonus amount of $266,220 which reflected the overall funding of the STIP and his targeted payout level of 60% of base salary.

John W. Cumming

Mr. Cumming was succeeded by Mr. MacMillan as President and CEO effective December 7, 2013. Mr. Cumming's employment terminated upon Mr. MacMillan's appointment. Mr. Cumming continued to participate in the 2014 STIP in accordance with his Employment Letter dated July 18, 2013 (see "Employment, Change of Control and Severance Agreements" on page 32) and was awarded a total bonus amount of $1,134,648 which reflected the overall funding of the STIP and his targeted payout level of 120% of base salary.

Glenn P. Muir

On March 13, 2014, at the request of the Company, Mr. Muir agreed to retire on November 30, 2014. Mr. Muir was succeeded by Mr. McMahon as CFO on May 26, 2014. Mr. Muir continued to be employed by the Company to assist with the transition to his successor until his retirement in November. Mr. Muir continued to participate in the 2014 STIP in accordance with his Transition Agreement dated March 13, 2014 (see "Employment, Change of Control and Severance Agreements" on page 32) and was awarded a total bonus amount of $520,200 which reflected the overall funding of the STIP and his targeted payout level of 85% of base salary.

David P. Harding

Mr. Harding's employment terminated on December 9, 2014. Pursuant to the Harding Agreements, each dated May 1, 2014 (see "Employment, Change of Control and Severance Agreements" on page 32), Mr. Harding received a one-time payment during the payroll period following June 15, 2014 of $239,063, an amount equal to his target payout under the 2014 STIP of 75% of base salary. Mr. Harding's total bonus amount reflects a pro-ration based on the period of his tenure in fiscal 2014 prior to June 15, 2014 (it being understood that Mr. Harding was not entitled to any further fiscal 2014 bonus and is not entitled to any other bonus thereafter).

Rohan F. Hastie, Ph. D

Dr. Hastie's targeted payout level was 75% of base salary, with 24%, 16%, 20%, 20% and 20% of his bonus opportunity tied to corporate adjusted revenue, corporate adjusted EPS, divisional revenue, divisional adjusted operating income and personal management bonus objectives, respectively. Dr. Hastie's divisional targets referred to the Company's Diagnostics segment. His divisional revenue target was $1,143.9 million and his divisional adjusted operating income target was $337.0 million, both of which were exceeded. Dr. Hastie's personal management bonus objectives were designed to reward the achievement of goals relating to succession planning, organizational improvement, product development milestones, as well as certain sales, marketing and operational initiatives. On September 2, 2014, at the request of the Company, Dr. Hastie resigned as an executive officer of the Company. Dr. Hastie remained with the Company in a non-executive capacity until his employment terminated on November 28, 2014. Dr. Hastie continued to participate in the 2014 STIP in accordance with his Separation Agreement dated September 2, 2014 (see "Employment, Change of Control and Severance Agreements" on page 32). Based on an assessment of his performance for fiscal 2014, Dr. Hastie was awarded a total bonus amount of $347,119.

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Long-Term Incentives

Long-term incentives are designed to reward our NEOs for their contribution to the Company's long-term growth and performance, and to better align the interests of our NEOs with those of our stockholders. In addition, our long-term awards are used to attract and retain critical employee talent by providing a competitive market-based opportunity. To achieve these objectives, we award long-term incentives on an annual basis in the form of equity as follows:

- **50% in the form of performance stock units ("PSUs"),** which vest only if the Company achieves pre-determined annual return on invested capital ("ROIC") minimum improvement hurdles. Further, the award is subject to the achievement of a three-year average ROIC goal at the end of the three-year performance period to determine the level of payout in comparison to the target number of PSUs granted. At the vesting date, any earned awards are settled in shares of Hologic Common Stock. For details about why and how we use ROIC, please see "Why ROIC?" below. PSUs also are subject to the terms and conditions set forth in the form of Performance Stock Unit Award Agreement.

- **25% in the form of stock options,** with those options vesting in 20% increments annually, until they become fully vested on the fifth anniversary of the grant date. Stock options have a seven-year term, and are subject to the terms and conditions set forth in the form of Stock Option Award Agreement.[5]

- **25% in the form of restricted stock units ("RSUs"),** which vest 25% annually until they become fully vested on the fourth anniversary of the grant date. Only vested RSUs can be exchanged for shares of Hologic Common Stock. RSUs also are subject to the terms and conditions set forth in the form of Restricted Stock Unit Award Agreement.

Why ROIC?

After our 2013 annual meeting, many of our stockholders expressed that adding a performance-based metric to our approach for awarding long-term incentives was important. We chose ROIC for several reasons, in addition to it being well-supported by our stockholders, it:

- Creates an effective balance in our program of growth (our STIP focuses on revenue and EPS) and returns (our long-term incentives focus on ROIC)

- Holds management accountable for the efficient use of capital

- Links executive compensation to value creation

PSUs only vest if the Company achieves pre-determined annual ROIC minimum improvement hurdles, as well as an average ROIC goal at the end of a three-year performance period. These thresholds require consistent improvement on ROIC over the three-year performance period. If each of the annual ROIC minimum improvement hurdles and the target three-year average ROIC goal are achieved, 100% of the PSUs granted will vest. If any annual ROIC minimum improvement hurdle is not achieved or if we fail to achieve the minimum three-year average ROIC goal, all of the granted PSUs for that three-year performance period will be forfeited. The maximum payout for PSUs is limited to 200% of the shares granted, and is earned if every annual ROIC improvement hurdle is met and we achieve the maximum three-year average ROIC goal. The PSU Award Agreement provides for interpolation between the minimum, target and maximum amounts based on the actual outcome.

The key building blocks of our ROIC metric are: (1) adjusted net operating profit after tax (‘‘NOPAT’’), (2) average net debt, and (3) average stockholders’ equity. ROIC is calculated as NOPAT / (average net debt + average stockholders’ equity).[6]

[5] *Beginning with the Company’s first fiscal quarter in fiscal 2015, the Company’s form of Stock Option Award Agreement was modified to provide for a ten-year term.*

[6] *NOPAT is calculated in a manner similar to the calculation of adjusted net income, as used for calculation of adjusted EPS under our STIP as described above except non-operating expenses are excluded, such as interest expense, etc. Average stockholders’ equity is the average of the beginning of the period and the end of the period stockholders’ equity; provided, however, that average stockholders’ equity is adjusted to exclude any charges for impairment of goodwill or other intangible assets that occur after September 28, 2013. Average net debt is the average of the beginning of the period and the end of the period net debt which is the total book value of all debt outstanding less cash, cash equivalents and restricted cash.*

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The following table outlines the threshold, minimum, target and maximum three-year average ROIC goals for the PSUs granted as 2014 long-term incentive awards (see “2014 Long-Term Annual Incentive Award Grants” below):

Three-Year Average ROIC Goal[1]		**Percentage of PSUs Vested**[2]	
<8.5	%	0%	
8.5	%	50%	(Minimum)
10	%	100%	(Target)
≥11	%	200%	(Maximum)

(1) Calculated at the end of the three-year performance period.

(2) Expressed as a percentage of granted PSUs vesting. The PSU Award Agreement provides for interpolation between the minimum, target and maximum amounts based on the actual outcome.

The annual ROIC minimum improvement hurdles for each of fiscal 2014, 2015, 2016 are 7.5%, 8.5% and 9.5%, respectively. The Company achieved annual ROIC for fiscal 2014 of 9.3%. If any annual ROIC minimum improvement hurdle is not achieved or if we fail to achieve the minimum three-year average ROIC goal, all of the granted PSUs for that three-year performance period will be forfeited.

2014 Long-Term Annual Incentive Award Grants

The annual long-term incentive awards granted to our NEOs in November of 2013 or upon hire are set forth below:

NEO	**PSUs**[1]	**Stock Options**[2]	**RSUs**	**Grant Date Fair Value**[3]
Stephen P. MacMillan[4]	157,021	223,996	78,511	$7,003,896
Eric B. Compton[5]	35,902	47,683	16,754	$1,449,977
Robert W. McMahon[6]	—	83,632	29,387	$1,399,998
Roger D. Mills	25,641	36,577	12,820	$1,098,584
Mark J. Casey	26,806	38,240	13,403	$1,148,518
John W. Cumming[7]	—			