

GEN PROBE INC  
Form SC 13G/A  
February 11, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

GEN-PROBE INCORPORATED

-----  
(Name of Issuer)

Common Stock, \$0.0001 Par Value Per Share

-----  
(Title of Class of Securities)

36866T103

-----  
(CUSIP Number)

December 31, 2002

-----  
(Date of Event which Requires Filing  
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule  
is filed:

[ ] Rule 13d-1(b)  
[X] Rule 13d-1(c)  
[ ] Rule 13d-1(d)

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

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

Page 1 of 11

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CUSIP No. 36866T103  
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13G

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Page 2 of 11 Pages  
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# Edgar Filing: GEN PROBE INC - Form SC 13G/A

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  S.A.C. Capital Advisors, LLC	
-----		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
-----		
3	SEC USE ONLY	
-----		
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
-----		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER  0	
	6 SHARED VOTING POWER  1,110,100 (see Item 4)	
	7 SOLE DISPOSITIVE POWER  0	
	8 SHARED DISPOSITIVE POWER  1,110,100 (see Item 4)	
	-----	
	9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,110,100 (see Item 4)	
	-----	
	10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
-----		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.7% (see Item 4)	
-----		
12	TYPE OF REPORTING PERSON*  00	
-----		
*SEE INSTRUCTION BEFORE FILLING OUT		

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  S.A.C. Capital Management, LLC	
-----		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  <div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/></div>	
-----		
3	SEC USE ONLY	
-----		
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
-----		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER  0	
	6 SHARED VOTING POWER  1,110,100 (see Item 4)	
	7 SOLE DISPOSITIVE POWER  0	
	8 SHARED DISPOSITIVE POWER  1,110,100 (see Item 4)	
	-----	
	9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,110,100 (see Item 4)	
-----		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
-----		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.7% (see Item 4)	
-----		
12	TYPE OF REPORTING PERSON*  00	
-----		

\*SEE INSTRUCTION BEFORE FILLING OUT

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  S.A.C. Capital Associates, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  <div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/></div>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Anguilla, British West Indies
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER  0
	6 SHARED VOTING POWER  705,300 (see Item 4)
	7 SOLE DISPOSITIVE POWER  0
	8 SHARED DISPOSITIVE POWER  705,300 (see Item 4)
	9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  705,300 (see Item 4)
	10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  3.0% (see Item 4)
12	TYPE OF REPORTING PERSON*  00

\*SEE INSTRUCTION BEFORE FILLING OUT

# Edgar Filing: GEN PROBE INC - Form SC 13G/A

CUSIP No. 36866T103

13G

Page 5 of 11 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

S.A.C. Healthco Fund, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Anguilla, British West Indies

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

404,800 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

404,800 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

404,800 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7% (see Item 4)

12 TYPE OF REPORTING PERSON\*

00

\*SEE INSTRUCTION BEFORE FILLING OUT

# Edgar Filing: GEN PROBE INC - Form SC 13G/A

CUSIP No. 36866T103

13G

Page 6 of 11 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steven A. Cohen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

1,110,100 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,110,100 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,110,100 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.7% (see Item 4)

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT

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Item 1(a) Name of Issuer:  
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Gen-Probe Incorporated

Item 1(b) Address of Issuer's Principal Executive Offices:  
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10210 Genetic Center Drive  
San Diego, CA 92121

Items 2(a) Name of Person Filing:  
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This statement is filed by: (i) S.A.C. Capital Advisors, LLC, ("SAC Capital Advisors") with respect to Shares beneficially owned by S.A.C. Capital Associates, LLC ("SAC Capital Associates") and S.A.C. Healthco Fund, LLC ("SAC Healthco"); (ii) S.A.C. Capital Management, LLC, ("SAC Capital Management") with respect to Shares beneficially owned by SAC Capital Associates and SAC Healthco; (iii) SAC Capital Associates with respect to Shares beneficially owned by it; (iv) SAC Healthco with respect to Shares beneficially owned by it; and (v) Steven A. Cohen with respect to Shares beneficially owned by SAC Capital Advisors, SAC Capital Management, SAC Capital Associates and SAC Healthco.

Item 2(b) Address of Principal Business Office:  
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The address of the principal business office of (i) SAC Capital Advisors and Mr. Cohen is 72 Cummings Point Road, Stamford, Connecticut 06902, (ii) SAC Capital Management is 540 Madison Avenue, New York, New York 10022, and (iii) SAC Capital Associates and SAC Healthco is P.O. Box 58, Victoria House, The Valley, Anguilla, British West Indies.

Item 2(c) Citizenship:  
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SAC Capital Advisors and SAC Capital Management are Delaware limited liability companies. SAC Capital Associates and SAC Healthco are Anguillan limited liability companies. Mr. Cohen is a United States citizen.

Item 2(d) Title of Class of Securities:  
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Common Stock, par value \$0.0001 per share

Page 7 of 11

Item 2(e) CUSIP Number:  
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36866T103

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Item 3 Not Applicable

Item 4 Ownership:  
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The percentages used herein are calculated based upon the Shares issued and outstanding as of November 12, 2002 as reported on the Company's quarterly report on Form 10-Q filed with the Securities and Exchange Commission by the Company for the fiscal quarter ended September 30, 2002.

As of the close of business December 31, 2002:

1. S.A.C. Capital Advisors, LLC

- (a) Amount beneficially owned: -1,110,100-
- (b) Percent of class: 4.7%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -1,110,100-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -1,110,100-

2. S.A.C. Capital Management, LLC

- (a) Amount beneficially owned: -1,110,100-
- (b) Percent of class: 4.7%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -1,110,100-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -1,110,100-

3. S.A.C. Capital Associates, LLC

- (a) Amount beneficially owned: -705,300-
- (b) Percent of class: 3.0%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -705,300-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -705,300-

4. S.A.C. Healthco Fund, LLC

- (a) Amount beneficially owned: -404,800-
- (b) Percent of class: 1.7%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -404,800-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -404,800-

Page 8 of 11

5. Steven A. Cohen

- (a) Amount beneficially owned: -1,110,100-
- (b) Percent of class: 4.7%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -1,110,100-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition:



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-1,110,100-

SAC Capital Advisors, SAC Capital Management, and Mr. Cohen own directly no shares of Common Stock. Pursuant to investment agreements, each of SAC Capital Advisors and SAC Capital Management share all investment and voting power with respect to the securities held by SAC Capital Associates and SAC Healthco. Mr. Cohen controls both SAC Capital Advisors and SAC Capital Management. By reason of the provisions of Rule 13D-3 of the Securities Exchange Act of 1934, as amended, each of SAC Advisors, SAC Management and Mr. Cohen may be deemed to own beneficially 1,110,100 shares (constituting approximately 4.7% of the shares outstanding). Each of SAC Capital Advisors, SAC Capital Management and Mr. Cohen disclaim beneficial ownership of any of the securities covered by this statement.

Page 9 of 11

Item 5                      Ownership of Five Percent or Less of a Class:  
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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [X]

Item 6                      Ownership of More than Five Percent on Behalf of Another  
-----  
Person:  
-----

Not Applicable

Item 7                      Identification and Classification of the  
-----  
Subsidiary Which Acquired the Security Being  
-----  
Reported on By the Parent Holding Company:  
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Not Applicable

Item 8                      Identification and Classification of Members  
-----  
of the Group:  
-----

Not Applicable

Item 9                      Notice of Dissolution of Group:  
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Not Applicable

Item 10                     Certification:  
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By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 10 of 11

SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2003

S.A.C. CAPITAL ADVISORS, LLC

By: /s/ Peter Nussbaum

-----

Name: Peter Nussbaum

Title: Authorized Person

S.A.C. CAPITAL MANAGEMENT, LLC

By: /s/ Peter Nussbaum

-----

Name: Peter Nussbaum

Title: Authorized Person

S.A.C. CAPITAL ASSOCIATES, LLC

By: /s/ Peter Nussbaum

-----

Name: Peter Nussbaum

Title: Authorized Person

S.A.C. HEALTHCO FUND, LLC

By: /s/ Peter Nussbaum

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Name: Peter Nussbaum

Title: Authorized Person

STEVEN A. COHEN

By: /s/ Peter Nussbaum

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Name: Peter Nussbaum

Title: Authorized Person

