Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
LIFE TECHNOLOGIES CORPORATION 401(K) SAVINGS AND INVESTMENT PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 07/01/1976

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

LIFE TECHNOLOGIES CORPORATION

5791 VAN ALLEN WAY
CARLSBAD, CA 92008

2b Employer Identification Number (EIN) 33-0373077

2c Sponsor's telephone number 760-603-7200

2d Business code (see instructions) 325410

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2013	CAROLE MENDOZA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	8849
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	5499
b	Retired or separated participants receiving benefits	**6b**	9
c	Other retired or separated participants entitled to future benefits	**6c**	3444
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	8952
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	22
f	Total. Add lines **6d** and **6e**	**6f**	8974
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	8562
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	184
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
LIFE TECHNOLOGIES CORPORATION 401(K) SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
LIFE TECHNOLOGIES CORPORATION

D Employer Identification Number (EIN)
33-0373077

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

HEWITT ASSOCIATES LLC

36-2235791

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HEWITT ASSOCIATES LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
65	RECORDKEEPER	320058	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	198098	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

SAGEVIEW ADVISORY GROUP

33-0818667

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	134035	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FOLEY & LARDNER LLP

39-0473800

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	CONSULTANT	57489	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

UTZ & LATTAN, LLC

20-1962620

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	CONSULTANT	9733	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
LIFE TECHNOLOGIES CORPORATION 401(K) SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
LIFE TECHNOLOGIES CORPORATION

D Employer Identification Number (EIN)
33-0373077

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: VFTC RETIREMENT SAVINGS TRUST II

b Name of sponsor of entity listed in (a): VANGUARD

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-2186884-023	C	106571979

a Name of MTIA, CCT, PSA, or 103-12 IE: GOLDMAN SACHS US MIDCAP GROWTH

b Name of sponsor of entity listed in (a): GOLDMAN SACHS

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-4166989-000	C	40322852

a Name of MTIA, CCT, PSA, or 103-12 IE: LORD ABBETT SMALL/MID VALUE

b Name of sponsor of entity listed in (a): LORD ABBETT

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-5620131-000	P	24249234

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLSCAP HERITAGE ALLCAP

b Name of sponsor of entity listed in (a): WELLS CAPITAL MANAGEMENT

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
95-3692822-000	P	38824827

a Name of MTIA, CCT, PSA, or 103-12 IE: BROWN CAPITAL SMALLCAP

b Name of sponsor of entity listed in (a): BROWN CAPITAL MANAGEMENT

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-4453139-000	P	40501586

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
LIFE TECHNOLOGIES CORPORATION 401(K) SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
LIFE TECHNOLOGIES CORPORATION

D Employer Identification Number (EIN)
33-0373077

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	174013	1577665
(2) Participant contributions	1b(2)	999074	7064
(3) Other	1b(3)	84295	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	6612972	8213810
(9) Value of interest in common/collective trusts	1c(9)	143535620	146894831
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	500282369	588719372
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	27652	31233

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	651715995	745443975
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	424838	470011
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	424838	470011
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	651291157	744973964

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	22792969	
(B) Participants	2a(1)(B)	43936953	
(C) Others (including rollovers)	2a(1)(C)	1737057	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		68466979
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	292727	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		292727
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	6144419	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		6144419
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	516	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		516
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		54586567
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		24832632
c Other income	2c		3581
d Total income. Add all **income** amounts in column (b) and enter total	2d		154327421
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	59484783	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		59484783
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		426646
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	733185	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		733185
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		60644614
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		93682807
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MCGLADREY LLP **(2)** EIN: 42-0714325

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		2190
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
LIFE TECHNOLOGIES CORPORATION 401(K) SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
LIFE TECHNOLOGIES CORPORATION

D Employer Identification Number (EIN)
33-0373077

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 13-3981763

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

LIFE TECHNOLOGIES CORPORATION
401(K) SAVINGS AND INVESTMENT PLAN

Financial Statements and Supplemental Schedules
Year ended December 31, 2012

LIFE TECHNOLOGIES CORPORATION 401(K) SAVINGS AND INVESTMENT PLAN

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McGladrey

INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrator of
Life Technologies Corporation 401(k) Savings and Investment Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Life Technologies Corporation 401(k) Savings and Investment Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by The Bank of New York Mellon, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules, Schedule of Assets (Held at Year End) and Schedule of Delinquent Participant Contributions as of December 31, 2012, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey LLP

Stamford, Connecticut
October 3, 2013

LIFE TECHNOLOGIES CORPORATION 401(K) SAVINGS AND INVESTMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AT DECEMBER 31, 2012 AND 2011

	2012	2011
Assets:		
Investments, at fair value (notes 3 and 4)	**$ 735,645,436**	$ 643,845,641
Receivables:		
Notes receivable from participants (Note 3)	**8,213,810**	6,612,972
Employee contributions receivable	**7,064**	999,074
Employer contributions receivable	**1,577,665**	174,013
Loan repayment receivable	**-**	84,295
Total receivables	**9,798,539**	7,870,354
Total Assets	**745,443,975**	651,715,995
Liabilities:		
Accrued administrative expenses	**470,011**	424,838
Net assets available for benefits, reflecting investments at fair value	**744,973,964**	651,291,157
Adjustments from fair value to contract value for investment in common-collective trust that invests in fully benefit-responsive investment contracts (Note 3)	**(5,107,950)**	(4,737,604)
Net assets available for benefits	**$ 739,866,014**	$ 646,553,553

See accompanying Notes to Financial Statements.

LIFE TECHNOLOGIES CORPORATION 401(K) SAVINGS AND INVESTMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAIALBLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

Additions to net assets attributed to:		
Investment income (Note 3)		
Net appreciation in fair value of investments	$	79,052,950
Dividends		6,144,419
Total investment income		85,197,369
Interest income on notes receivable from participants (Note 3)……..		292,727
Contributions:		
Participant		43,936,953
Employer		22,792,969
Participant rollovers		1,737,057
Total contributions		68,466,979
Total additions		153,957,075
Deductions from net assets attributed to:		
Benefits paid to participants		(59,911,429)
Administrative expenses		(733,185)
Total deductions		(60,644,614)
Net increase		93,312,461
Net assets available for benefits:		
Beginning of year		646,553,553
End of year	$	739,866,014

See accompanying Notes to Financial Statements.

1. DESCRIPTION OF THE PLAN

The following description of the Life Technologies Corporation 401(k) Savings and Investment Plan ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General
The Plan is a defined contribution plan covering all employees of Life Technologies Corporation, formerly known as Invitrogen Corporation (the "Company"), except temporary employees or Post Doctoral Fellows, who are at least 21 years of age. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions
Each year, participants may contribute from 1% to 75% of pretax annual compensation, as defined in the Plan document. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan after 60 days of becoming eligible unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation, and are enrolled in the auto-increase feature increasing deferrals by 1% each year, up to 6% of eligible compensation. Auto-enrollment contributions are invested in a designated fund until changed by the participant. The Company is required to make contributions equal to 75% of each participant's elective contributions, up to 6% as defined in the Plan. The Company also may elect to contribute a discretionary non-matching contribution for each Plan year; however, no such discretionary non-matching contributions were made in 2012. Company contributions are allocated to participants' selected investment options.

Participant Accounts
Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant contributions or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. At any time, participants may transfer amounts between investment funds.

Vesting
Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of service, as defined in the Plan document. Prior to January 1, 2010, a participant was 100% vested upon completion of five years of credited service. Effective January 1, 2010, employees vest in Company contributions at a rate of 50% per year, over two years.

Vesting for employees on disability continues through the disability period. Additionally, a participant shall be 100% vested if he is terminated as a result of the closing of the Company's business operations in a geographic area and is not immediately reemployed by the Company.

Plan Termination
Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Notes Receivable from Participants and Hardship Withdrawals to Participants
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of (a) 50% of the sum of the participant's vested account balance or (b) $50,000 minus the participant's highest outstanding loan balance in the preceding 12 months. The loans are collateralized by the balance of the participant's vested account and bear interest at a rate commensurate with local prevailing rates as determined quarterly by the plan administrator. Principal and interest is paid ratably through payroll deductions.

Participants may request a hardship withdrawal up to the lesser of (a) the amount needed to meet the immediate financial hardship or (b) the portion of their account balance which was contributed by the employee, not including earnings thereon. Six months must lapse after a hardship withdrawal before a participant can resume salary reduction contributions.

Payment of Benefits
Upon termination of service or due to death, disability and retirement, if vested benefits are $1,000 or less, the participant will receive a lump-sum distribution. If vested benefits exceed $1,000, the participant may choose to leave the benefits in the Plan or have the benefits disbursed through a lump-sum distribution.

Forfeited Accounts
At December 31, 2012 and 2011, forfeited non-vested accounts totaled $897,000 and $2,985,000, respectively. These accounts have been used to reduce employer contributions.

Administrative Expenses
While some administrative expenses are paid by the Company, at its discretion, most administrative expenses are paid by the Plan. The expenses paid by the Plan include trustee fees and commissions. Certain accounting and administrative functions of the Plan are performed by employees of the Company at no cost to the Plan. The administrative expenses paid by the Company during 2012 were immaterial to the Financial Statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The financial statements are presented on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under terms of the plan. The Statements of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition
The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued interest. Interest income is recorded on the accrual basis. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits
Benefits are recorded when paid.

Income Taxes
Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2009.

Concentration of Credit Risk

Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risks. The Plan's exposure to credit loss in the event of nonperformance of investments is limited to the carrying value of such instruments. The Plan's concentration of credit risk and market risk are dictated by the Plan's provisions as well as those of ERISA and the participants' investment preference. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the financial statements.

3. INFORMATION CERTIFIED AND PROVIDED BY THE BANK OF NEW YORK MELLON

The assets of the Plan were held in a trust fund administered by The Bank of New York Mellon (the "Trustee" or "The Bank of New York Mellon") at December 31, 2012 and 2011. The following is a summary of the Plans' asset information as of December 31, 2012 and 2011, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by The Bank of New York Mellon and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that information provided to the Plan Administrator by the Trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following assets:

	December 31, 2012	December 31, 2011
Common Collective Trust Funds:		
Goldman Sachs US Midcap Growth[(1) (2)]	$ 40,322,852	$ 36,488,040
Guaranteed investment contract in common trust:		
Vanguard Retirement Savings Trust II[(1) (2)]	106,571,979	107,047,580
Total common/collective trusts	146,894,831	143,535,620
Pooled Separate Accounts:		
Lord Abbett Small/Mid Value	24,249,234	21,949,678
Wellscap Heritage Allcap[(1) (2)]	38,824,827	35,462,797
Brown Capital Smallcap[(1) (2)]	40,501,586	35,258,528
Total pooled separate accounts	103,575,647	92,671,003
Subtotal (carried forward)	$ 250,470,478	$ 236,206,623

	December 31, 2012	December 31, 2011
Subtotal (brought forward)	$ 250,470,478	$ 236,206,623
Mutual funds:		
Vanguard Wellington Adm [1] [2]	77,561,328	70,576,323
Vanguard 500 Index Admiral [1] [2]	73,152,302	59,932,846
Vanguard Russell 1000 Growth Index Instl [1] [2]	37,516,491	32,269,053
Vanguard Russell 1000 Value Index Instl	29,818,859	27,283,426
PIMCO Total Return Instl [2]	27,861,916	44,262,647
Vanguard Target Retirement 2030 Inv	22,527,930	17,514,677
DFA T.A. World ex US Core Equity Instl	22,360,139	18,123,068
Allianz NFG International Value Instl	21,558,355	18,505,888
Target Small Capitalization Value T	20,366,973	18,556,903
Perkins Mid Cap Value I	19,870,130	18,273,597
Vanguard Target Retirement 2040 Inv	18,550,931	13,898,616
Vanguard Target Retirement 2035 Inv	15,680,043	10,675,320
Vanguard Target Retirement 2020 Inv	15,220,530	13,068,629
Vanguard Target Retirement 2025 Inv	10,743,100	7,379,947
Vanguard Target Retirement Income Inv	9,761,893	8,816,882
Vanguard Target Retirement 2045 Inv	9,308,132	5,506,602
RS Emerging Markets Y	8,345,701	7,273,887
MFS Emerging Markets Debt I	7,650,813	-
Lord Abbett High Yield F	7,704,439	445,072
BlackRock Inflation Protected Bond Svc	7,354,572	700,587
Vanguard Developed Markets Index Instl	5,899,249	4,958,987
Vanguard Target Retirement 2050 Inv	5,471,397	3,420,884
Vanguard Target Retirement 2015 Inv	5,165,414	4,076,059
ING Global Real Estate I	2,079,588	1,155,313
PIMCO All Asset All Authority Instl	1,594,472	-
MF Merger Fund	755,384	436,595
PIMCO Commodity Real Ret Strat Admin	725,409	420,955
Vanguard Target Retirement 2055 Inv	538,235	78,603
Total mutual funds	485,143,725	407,611,366
Life Insurance Policies (not certified)	31,233	27,652
Total Investments at Fair Value	$ 735,645,436	$ 643,845,641
Notes receivable from participants	$ 8,213,810	$ 6,612,972

[1] Represents 5% or more of the Plan's net assets at December 31, 2012
[2] Represents 5% or more of the Plan's net assets at December 31, 2011

The Bank of New York Mellon also certified the completeness and accuracy of $79,052,950 of net appreciation in fair value of investments, $6,144,419 of divided and interest income on investments and $292,727 of interest income on notes receivable from participants for the year ended December 31, 2012.

In addition, the Plan maintains a stable value fund which earns interest and dividends that are distributed to the Plan. The following reconciles the fair value to the contract value for the stable value fund at December 31, 2012 and 2011. The fair value to contract value adjustment for the stable value fund is calculated by management and is not certified by The Bank of New York Mellon.

	December 31, 2012	December 31, 2011
Vanguard Retirement Savings Trust II at fair value	**$ 106,571,979**	$ 107,047,580
Adjustment to contract value	**(5,107,950)**	(4,737,604)
Contract value	**$ 101,464,029**	$ 102,309,976

4. FAIR VALUE MEASUREMENTS

The FASB Accounting Standards Codification, or ASC, Topic 820, *Fair Value Measurements and Disclosures* defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This topic also emphasizes that fair value is a market-based measurement under three categories which are as follows:

Level 1 Quoted prices in active markets for identical assets or liabilities;

Level 2 Quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds: Valued at net asset value ("NAV") of shares held by the plan at year-end.

Guaranteed investment contract in collective trust: Valued at fair value by discounting the related cash flows on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer.

Life Insurance policies: The cash surrender value of the life insurance policies are determined and reported by the insurance company as of the anniversary date of the policies.

Common collective trusts: The investments are public investment vehicles using the NAV provided by the fund administrator. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

Pooled separate accounts: The investments are public investment vehicles using the NAV provided by the fund administrator. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012, and 2011:

Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual funds	**$ 485,143,725**	**$ -**	**$ -**	**$ 485,143,725**
Guaranteed investment contract in common collective trust	**-**	**106,571,979**	**-**	**106,571,979**
Common collective trust fund	**-**	**40,322,852**	**-**	**40,322,852**
Pooled separate accounts	**-**	**103,575,647**	**-**	**103,575,647**
Life insurance policies	**-**	**-**	**31,233**	**31,233**
	$ 485,143,725	**$ 250,470,478**	**$ 31,233**	**$ 735,645,436**

Assets at Fair Value as of December 31, 2011

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 407,611,366	$ -	$ -	$ 407,611,366
Guaranteed investment contract in common collective trust	-	107,047,580	-	107,047,580
Common collective trust fund	-	36,488,040	-	36,488,040
Pooled separate accounts	-	92,671,003	-	92,671,003
Life insurance policies	-	-	27,652	27,652
	$ 407,611,366	$ 236,206,623	$ 27,652	$ 643,845,641

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using net asset value per share (or its equivalent) as of December 31, 2012 and 2011.

Investment	2012 Fair Value	2011 Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Vanguard Retirement Savings Trust II (a)	**$ 106,571,979**	$ 107,047,580	$ -	Daily	None
Goldman Sachs US Midcap Growth (b)	**40,322,852**	36,488,040	-	Daily	None
Lord Abbett Small/Mid Value (c)	**24,249,234**	21,949,678	-	Daily	None
Wellscap Heritage Allcap (b)	**38,824,827**	35,462,797	-	Daily	None
Brown Capital Smallcap (b)	**40,501,586**	35,258,528	-	Daily	None

(a) The Vanguard Retirement Savings Trust II is a commingled pool, not a mutual fund, with the objective of preserving principal while earning interest income. Portfolio investments are comprised of short-term bonds and other fixed income securities, including U.S. Treasury bonds, government agency securities, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, asset-backed securities and derivative instruments such as futures, swaps and options. Third party wrap contracts are purchased to permit the use of book value accounting to maintain a constant net asset value (NAV) and to provide for the payment of participant-directed withdrawals and exchanges at book value under most circumstances. Interest is credited under wrap contracts. Instead of immediately recognizing gains and losses, recognition occurs over time by adjusting the interest rate credited to the Portfolio. Investments may also include contracts offered by insurance companies and other approved financial institutions that provide for the payment of a specified rate of interest to the Portfolio and the repayment of principal at maturity. All investment contracts and fixed income securities purchased for the Portfolio must satisfy the credit quality standards of Vanguard Fiduciary Trust Company.

(b) The Funds are part of the US Equity Growth Pool, which provides investors with exposure to the stock of companies of all sizes utilizing various managers who employ a growth investment philosophy. Typically the pool will consist of large, mid and small cap managers, including both active and passive index strategies. The allocation of the pool will attempt to provide each investor with equal exposure to all three market cap segments. Growth investing is characterized by investing in stocks that managers believe have the potential to grow earnings at an above average rate compared to the industry or the overall market.

(c) The Fund is part of the US Equity Value Pool, which provides investors with exposure to the stock of companies of all sizes utilizing various managers who employ a value investment philosophy. Typically the pool will consist of large, mid and small cap managers, including both active and passive index strategies. The allocation of the pool will attempt to provide each investor with equal exposure to all three size segments. Value investing is characterized by investing in stocks that managers believe the market has undervalued relative to that stocks' intrinsic value.

5. GUARANTEED INVESTMENT CONTRACT

The Plan has a fully benefit-responsive guaranteed investment contract with Vanguard Fiduciary Trust Company ("Vanguard") named the Vanguard Retirement Savings Trust II. Vanguard maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Vanguard, represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011, was $106,571,979 and $107,047,580, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 0%. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion or equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to quality for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator believes that any events that would limit the Plan's ability to transact at contract value with participants are not probable of occurring.

The guaranteed investment contract does not permit Vanguard to terminate the agreement prior to the scheduled maturity date.

The average yields earned by the guaranteed investment contract are as follows:

Average yields:	2012	2011
Based on actual earnings	2.22%	3.09%
Based on interest rate credited to participants	1.82%	2.68%

6. TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated May 14, 2009, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator has indicated that it will take the necessary steps, if any, to maintain the qualified status of the Plan, and the related trust.

7. DELINQUENT PARTICIPANT CONTRIBUTIONS

During 2011, participant contributions totaling $2,190 were deposited with the Trustee later than the required timeframe as stated by the United States Department of Labor (DOL). DOL regulations require that employee contributions be transferred to the Trustee as of the earliest date on which such contributions can be reasonably segregated from the employer's general assets. The Sponsor has taken corrective action to timely transmit participant contributions to the trustee, and a contribution to the Plan in the amount of the lost earnings on the late deposits. The lost earnings have an immaterial effect on the financial statements for 2012 and 2011. The Sponsor has filed Form 5330 and paid the IRS prohibited transaction excise tax.

8. RECONCILIATION TO FORM 5500

The following is a reconciliation of net assets available for benefits per the Statement of Net Assets Available for Benefits at December 31, 2012 and 2011 to the Form 5500:

	December 31, 2012	December 31, 2011
Net assets available for benefits per the Statements of Net Assets Available for Benefits	**$ 739,866,014**	$ 646,553,553
Plus: Adjustment from fair value to contract value for investment in common collective trust that consists of fully benefit responsible investment contracts	**5,107,950**	4,737,604
Differences in:		
Investments	**8,213,810**	6,612,972
Notes receivable from participants	**(8,213,810)**	(6,612,972)
Net assets available for benefits per Form 5500	**$ 744,973,964**	$ 651,291,157

The following is a reconciliation of the net increase per the Statement of Changes in Net Assets Available for Benefits per the financial statements to net income per the Form 5500 for the year ended December 31, 2012:

Net increase per the Statement of Changes in Net Assets Available for Benefits	$ 93,312,461
Plus:	
Current year adjustment from fair value to contract value for investment in common collective trust that consists of fully benefit responsive investment contracts	5,107,950
Less:	
Prior year adjustment from fair value to contract value for investment in common collective trust that consists of fully benefit responsive investment contracts	(4,737,604)
Net increase in net assets available for benefits per the Form 5500	$ 93,682,807

9. SUBSEQUENT EVENTS

The Plan has evaluated events through October 3, 2013, the date the financial statements were available to be issued.

LIFE TECHNOLOGIES CORPORATION 401(K) SAVINGS AND INVESTMENT PLAN
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2012
EIN: 33-0373077 Plan Number: 003

Identity of issue, borrower, lessor, or similar party	Units Held	Current Value
Vanguard Retirement Savings Trust II……....	9,764,151 units	$ 106,571,979
Vanguard Wellington Adm……	1,326,969 units	77,561,328
Life Tech US Equity Growth:		
Vanguard Russell 1000 Growth Index Instl		37,516,491
Wellscap Heritage Allcap		38,824,827
Goldman Sachs US Midcap Growth		40,322,852
Brown Capital Smallcap		40,501,586
Total Life Tech US Equity Growth……	14,145,754 units	157,165,756
Life Tech US Equity Value:		
Vanguard Russell 1000 Value Index Instl		29,818,859
Lord Abbett Small/Mid Value		24,249,234
Perkins Mid Cap Value I		19,870,130
Target Small Capitalization Value T		20,366,973
Total Life Tech US Equity Value……..	8,976,014 units	94,305,196
Vanguard Institutional Index Fund:		
Vanguard 500 Index Admiral……	560,974 units	73,152,302
Life Tech International:		
Allianz NFG International Value Instl		21,558,355
DFA T.A. World ex US Core Equity Instl		22,360,139
Vanguard Developed Markets Index Instl		5,899,249
RS Emerging Markets Y		8,345,701
Total Life Tech International…….	5,994,153 units	58,163,444
Life Tech Alternative Assets:		
ING Global Real Estate I		2,079,588
PIMCO All Asset All Authority Inst		1,594,472
MF Merger Fund		755,384
PIMCO Commodity Real Ret Strat Admin		725,409
Total Life Tech Alternative Assets	468,725 units	5,154,853
Life Tech Bond:		
PIMCO Total Return Instl		27,861,916
Lord Abbett High Yield F		7,704,439
MFS Emerging Markets Debt I		7,650,813
BlackRock Inflation Protected Bond Svc		7,354,572
Total Life Tech Bond…….....	4,532,389 units	50,571,740
Vanguard Target Retirement 2030 Inv.....	963,556 units	22,527,930
Vanguard Target Retirement 2040 Inv	800,299 units	18,550,931
Vanguard Target Retirement 2035 Inv	1,112,849 units	15,680,043
Vanguard Target Retirement 2020 Inv	638,713 units	15,220,530
Vanguard Target Retirement 2025 Inv	790,515 units	10,743,100
Vanguard Target Retirement Income Inv	800,812 units	9,761,893
Vanguard Target Retirement 2045 Inv	639,734 units	9,308,132
Vanguard Target Retirement 2050 Inv	236,960 units	5,471,397
Vanguard Target Retirement 2015 Inv	386,055 units	5,165,414
Vanguard Target Retirement 2055 Inv	21,703 units	538,235
Total Carried Forward		$ 735,614,203

Total Brought Forward		$ 735,614,203
Life Insurance Policies		31,233
* Notes receivable from participants	With interest rates ranging from 2.15% to 10.0%, maturity dates through 2026	8,213,810
Total assets (Held at End of Year)		$ 743,859,246

* Represents a party-in-interest as defined by ERISA.

The above information has been certified by The Bank of New York Mellon, as Trustee, as complete and accurate.

LIFE TECHNOLOGIES CORPORATION 401(K) SAVINGS AND INVESTMENT PLAN
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
As of December 31, 2012
EIN: 33-0373077 Plan Number: 003

Year	Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Corrected or Pending Corrections in VFCP	Total Pending and Fully Corrected Under VFCP and PTE 2002-51
2011*	$ -	$ 2,190	$ -	$2,190

*See Note 7