

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): January 31, 2006

TECHNE CORPORATION
(Exact Name of Registrant as Specified in Charter)

Minnesota 0-17272 41-1427402
(State or Other Jurisdiction (Commission I.R.S. Employer
of Incorporation) File Number) Identification No.)

614 Mckinley Place NE
Minneapolis, MN 55413
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (612) 379-8854

Not Applicable
(Former Name or Former Address, if changed since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- // Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- // Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- // Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- // Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

A copy of the press release issued by Techne Corporation on January 31, 2006, describing the results of operations for the quarter and six months ended December 31, 2005 and its financial condition as of December 31, 2005, is attached hereto as Exhibit 99.1.

Segment information for Techne Corporation for the quarter and six months ended December 31, 2005 which has been included on Techne Corporation's website (www.techne-corp.com), is attached hereto as Exhibit 99.2.

The information in this Form 8-K and the Exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated January 31, 2006.

99.2 Segment information for the quarter and six months ended December 31, 2005.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 1, 2006 TECHNE CORPORATION

By: /s/ Thomas E. Oland

Name: Thomas E. Oland
Title: President and Chief
Executive Officer

EXHIBIT INDEX

Exhibit No. Description

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- | | |
|------|--|
| 99.1 | Press release of Techne Corporation dated January 31, 2006. |
| 99.2 | Segment information for Techne Corporation for the quarter and six months ended December 31, 2005. |

TECHNE CORPORATION RELEASES UNAUDITED SECOND QUARTER
RESULTS FOR FISCAL YEAR 2006

Minneapolis/January 31, 2006/--Techne Corporation's (NASDAQ: TECH) consolidated net earnings increased 10.6% to \$16.5 million or \$.42 per diluted share for the quarter ended December 31, 2005 compared with \$14.9 million or \$.36 per diluted share for the quarter ended December 31, 2004. For the six months ended December 31, 2005, Techne's consolidated net earnings increased 15.1% to \$33.5 million or \$.84 per diluted share compared with \$29.1 million or \$.70 per diluted share for the six months ended December 31, 2004.

Consolidated net earnings and diluted earnings per share were negatively impacted by the decline in exchange rates used to convert R&D Europe results from British pounds to U.S. dollars and stock option related compensation expense from the adoption of Financial Accounting Standards Board (FASB) Statement of Accounting Standards No. 123 (Revised 2004), Share-Based Payments (SFAS No. 123R). The acquisitions of Fortron Bio Science, Inc. and BiosPacific, Inc. on July 1, 2005 and an accelerated stock buyback transaction ("ASB") on March 1, 2005 had positive impacts. The impact of these items on comparable earnings and diluted earnings per share is summarized as follows:

Periods Ended December 31, 2005						
Second Quarter			Fiscal Year to Date			
Net Earnings	%	of Net Diluted	Net Earnings	%	of Net Diluted	
as Reported	Sales	EPS	as Reported	Sales	EPS	
(\$000's)		(\$000's)	(\$000's)		(\$000's)	
Net Earnings						
as Reported	\$16,514	34.4%	\$0.42	\$33,515	35.0%	\$0.84
Stock Option Expense(1)	737	1.5%	0.02	949	1.0%	0.03
Foreign Exchange (1)	285	0.6%	--	353	0.4%	0.01
Earnings from						
Acquisitions (1)	(100)	(0.2%)	--	(283)	(0.3%)	(0.01)
ASB	(0.03)			(0.05)		
	\$17,436	36.3%	\$0.41	\$34,534	36.1%	\$0.82
Periods ended 12/31/04	\$14,934	35.3%	\$0.36	\$29,126	35.0%	\$0.70
Change	16.8%	13.9%	18.6%	12.9%		

(1) Net of income taxes

Consolidated net sales for the three and six months ended December 31, 2005 were \$48.0 million and \$95.7 million, respectively. This was an increase of 13.7% and 15.1% from the three and six months ended December 31, 2004, respectively. R&D Systems' Biotechnology Division net sales for the three and six months ended December 31, 2005 were \$29.0 million and \$58.7 million, increases of 16.5% and 15.6%, respectively. R&D Europe's net sales for the three and six months ended December 31, 2005 were \$13.1 million and \$25.0 million, increases of 1.9% and 4.6%, respectively. In British pound sterling, R&D Europe's net sales increased 10.6% and 10.3% for the three and six months ended December 31, 2005, respectively. R&D Systems' Hematology Division net sales for the quarter were \$3.8 million, a decrease of 16.3%, mainly as a result of a large OEM customer changing to a new primary vendor in January 2005. Included in net sales for the three and six months ended December 31, 2005 was \$2.2 million and \$4.8 million, respectively, of net sales from Fortron Bio Science, Inc. and BiosPacific, Inc., which were acquired effective July 1, 2005.

Periods Ended December 31						
(\$000's)	Second Quarter			Fiscal Year to Date		
	2006	2005	Change	2006	2005	Change
Net Sales as Reported	\$48,029	\$42,247	13.7%	\$95,738	\$83,166	15.1%
Foreign Exchange	1,110		2.7%	1,355		1.6%
Acquisitions	(2,180)		(5.2%)	(4,780)		(5.7%)

\$46,959 \$42,247 11.2% \$92,313 \$83,166 11.0%

Consolidated gross margins were 77.7% in the second quarter of fiscal 2006 as compared to 76.7% in the first quarter of fiscal 2006. For the six months ended December 31, 2005, consolidated gross margins were 77.2%. Excluding Fortron and BiosPacific, gross margins were 79.8% compared to 78.8% in the second quarter of fiscal 2005 and 79.5% compared to the 78.6% in the six months ended December 31, 2004. This increase was the result of a favorable mix of higher margin Biotechnology Division sales as compared to Hematology and R&D Europe sales. Gross margins for Fortron and BiosPacific operations of 34.5% and 35.0% for the quarter and six months ended December 31, 2005, respectively were negatively affected by purchase accounting related to inventory acquired.

Selling, general and administrative expenses as a percent of net sales increased to 16.6% and 15.1% for the three and six month periods ended December 31, 2005, respectively, primarily because the adoption of SFAS No. 123R related to stock option compensation added \$1.1 million of expense for the three months ended December 31, 2005. Excluding the impact of adopting SFAS No. 123R, selling, general and administrative expense as a percent of net sales decreased to 14.3% from 14.9% for the three months ended December 31, 2005 and 2004, respectively, and to 13.6% from 14.3% in the six month periods ended December 31, 2005 and 2004, respectively.

Stock compensation expense during the three months ended December 31, 2005 primarily resulted from stock options granted to the Company's non-employee members of the Board of Directors upon their annual reelection, which occurred at the Company's October annual meeting, or their initial appointment. As a result of adopting SFAS No. 123R, estimated total compensation expense of approximately \$1.7 million or \$.04 per diluted share is anticipated for fiscal 2006 of which approximately \$300,000 remains to be expensed in the last six months of the fiscal year.

The dollar increases in selling, general and administrative expenses were also impacted by the acquisitions of Fortron and BiosPacific.

(\$000's)	Periods Ended December 31					
	Second Quarter			Fiscal Year to Date		
	2006	2005	Change	2006	2005	Change
S,G&A as Reported	\$7,980	\$6,290	26.9%	\$14,434	\$11,924	21.0%
Stock Option Expense	(1,106)		(17.6%)	(1,376)		(11.5%)
Acquisitions	(308)		(4.9%)	(674)		(5.6%)
	\$6,566	\$6,290	4.4%	\$12,384	\$11,924	3.9%

Second quarter expenses are also higher than in the first quarter mainly because of costs associated with production and printing of the R&D Systems' 2006 catalog.

The Company allocated approximately \$12.8 million to goodwill and \$7.1 million to other intangible assets arising from the acquisition of Fortron and BiosPacific. The intangible assets, mainly trade names and customer and supplier relationships, are being amortized over lives of one to eight years and amortization expense of \$272,000 and \$543,000 was recorded for the quarter and six months ended December 31, 2005, respectively, related to these assets.

In March 2005, the Company repurchased approximately 2.9 million shares of its common stock under an ASB for an initial value of approximately \$100 million. The ASB agreement was subject to a market price adjustment provision that was settled on December 30, 2005 for \$26.0 million based on the volume weighted average price during the nine-month period ended in December 23, 2005.

Forward Looking Statements:

This earnings release contains forward-looking statements within the meaning of the Private Litigation Reform Act. These statements, including our expectations as to the estimated compensation expense resulting from stock option expensing, involve risks and uncertainties that may affect the actual

results of operations. The following important factors, among others, have affected and, in the future, could affect the Company's actual results: the integration of the recent acquisitions, the introduction and acceptance of new biotechnology and hematology products, the levels and particular directions of research by the Company's customers, the impact of the growing number of producers of biotechnology research products and related price competition, the retention of hematology OEM and proficiency survey business, the impact of currency exchange rate fluctuations, and the costs and results of research and product development efforts of the Company and of companies in which the Company has invested or with which it has formed strategic relationships. For additional information concerning such factors, see the Company's annual report on Form 10-K and quarterly reports on Form 10-Q as filed with the Securities and Exchange Commission. We undertake no obligation to update or revise any forward-looking statements we make in this release due to new information or future events. Investors are cautioned not to place undue emphasis on these statements.

Use of Non-GAAP Financial Measures:

The non-GAAP financial measures used in this press release quantify the impact of adopting Financial Accounting Standards Board (FASB) Statement of Accounting Standards No. 123 (Revised 2004), Share-Based Payments (SFAS No. 123R) related to the expensing of stock option compensation, the decline in exchange rates used to convert R&D Europe results from British pounds to U.S. dollars, the acquisitions of Fortron Bio Science, Inc. and BiosPacific, Inc on July 1, 2005 and an accelerated stock buyback transaction ("ASB") on March 1, 2005 on reported net sales, selling, general and administrative expenses, net earnings and earnings per share for the three and six months ended December 31, 2005 as compared to the reported amounts for the same periods ended December 31, 2004. These non-GAAP financial measures are not prepared in accordance with generally accepted accounting principles and may be different from non-GAAP financial measures used by other companies. Non-GAAP financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. We view these non-GAAP financial measures to be helpful in assessing the Company's ongoing operating results. In addition, these non-GAAP financial measures facilitate our internal comparisons to historical operating results and comparisons to competitors' operating results. We include these non-GAAP financial measures in our earnings announcement because we believe they are useful to investors in allowing for greater transparency related to supplemental information we use in our financial and operational analysis. Investors are encouraged to review the reconciliations of the non-GAAP financial measures used in this press release to their most directly comparable GAAP financial measures as provided with the financial statements attached to this press release.

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Techne Corporation has two operating subsidiaries: Research and Diagnostic Systems, Inc. (R&D Systems) of Minneapolis, Minnesota and R&D Systems Europe, Ltd. (R&D Europe) of Abingdon, England. R&D Systems is a specialty manufacturer of biological products. R&D Systems has two subsidiaries, Fortron Bio Science, Inc. (Fortron), located in Minneapolis, and BiosPacific, Inc. (BiosPacific), located in Emeryville, California. Fortron develops and manufactures antibodies and BiosPacific is a worldwide supplier of biologics to manufacturers of in vitro diagnostic systems and immunodiagnostic kits. R&D Europe is a distributor of biotechnology products.

Contact: Greg Melsen, Chief Financial Officer
 Kathy Backes, Controller
 612) 379-8854

TECHNE CORPORATION
 CONSOLIDATED STATEMENTS OF EARNINGS
 (In thousands, except per share data)
 (Unaudited)

	QUARTER ENDED	SIX MONTHS ENDED	
	-----	-----	
	12/31/05	12/31/04	12/31/05 12/31/04
	-----	-----	

Net sales	\$48,029	\$42,247	\$95,738	\$83,166
Cost of sales	10,695	8,941	21,791	17,828
Gross margin	37,334	33,306	73,947	65,338
Operating expenses:				
Selling, general and administrative	7,980	6,290	14,434	11,924
Research and development	4,574	4,619	9,291	9,307
Amortization of intangible assets	492	306	984	611
Total operating expenses	13,046	11,215	24,709	21,842
Operating income	24,288	22,091	49,238	43,496
Other expense (income):				
Interest expense	238	178	461	423
Interest income	(1,130)	(1,189)	(2,104)	(2,242)
Other non-operating expense (income), net	281	416	492	882
Total other expense (income)	(611)	(595)	(1,151)	(937)
Earnings before income taxes	24,899	22,686	50,389	44,433
Income taxes	8,385	7,752	16,874	15,307
Net earnings	\$ 16,514	\$ 14,934	\$ 33,515	\$ 29,126
Earnings per share:				
Basic	\$ 0.42	\$ 0.36	\$ 0.86	\$ 0.71
Diluted	\$ 0.42	\$ 0.36	\$ 0.84	\$ 0.70
Weighted average common shares outstanding:				
Basic	38,877	41,279	38,815	41,224
Diluted	39,761	41,681	39,730	41,678

TECHNE CORPORATION
CONSOLIDATED BALANCE SHEETS
(In thousands)
(Unaudited)

	12/31/05	6/30/05
Cash and equivalents	\$ 68,728	\$ 80,344
Short-term available-for-sale investments	24,532	16,790
Trade accounts receivable	21,020	22,041
Other receivables	588	1,681
Inventory	9,950	7,758
Other current assets	6,352	6,367
Current assets	131,170	134,981
Available-for-sale investments	44,152	41,871
Property and equipment, net	88,265	89,036
Goodwill and intangible assets, net	33,013	14,138
Other non-current assets	13,513	15,237
Total assets	\$310,113	\$295,263
LIABILITIES		
Current liabilities	\$ 13,815	\$ 14,016
Long-term debt	12,797	13,378
Stockholders' equity	283,501	267,869
Total liabilities and equity	\$310,113	\$295,263

SEGMENT INFORMATION
 TECHNE CORPORATION AND SUBSIDIARIES
 (in thousands of \$'s, except per share data)

	Fiscal 2006		Increase(Decrease) From Fiscal 2005				
	First Quarter	Second Quarter	Percent YTD	First Of Sales	Second Quarter	Quarter	YTD
Sales	47,709	48,029	95,738	100%	6,790	5,782	12,572
Cost of sales	11,096	10,695	21,791	23%	2,209	1,754	3,963
Gross margin	36,613	37,334	73,947	77%	4,581	4,028	8,609
Gross margin percentage	76.7%	77.7%	77.2%				
SG&A expense	6,454	7,980	14,434	15%	820	1,690	2,510
R&D expense	4,717	4,574	9,291	10%	29	(45)	(16)
Amortization expense	492	492	984	1%	187	186	373
Interest expense	223	238	461	--	(22)	60	38
Interest income	(974)	(1,130)	(2,104)	(2%)	79	59	138
Other non-operating ex., net	211	281	492	--	(255)	(135)	(390)
	11,123	12,435	23,558	24%	838	1,815	2,653
Earnings before income taxes	25,490	24,899	50,389	53%	3,743	2,213	5,956
Income taxes	8,489	8,385	16,874	18%	934	633	1,567
	17,001	16,514	33,515	35%	2,809	1,580	4,389
Diluted earnings per share	0.43	0.42	0.84				
Weighted average diluted shares outstanding	39,669	39,761	39,730				

BIOTECHNOLOGY (1)
 (in thousands of \$'s)

	Fiscal 2006		Increase(Decrease) From Fiscal 2005				
	First Quarter	Second Quarter	Percent YTD	First Of Sales	Second Quarter	Quarter	YTD
Sales	37,599	37,697	75,296	100%	6,908	7,625	14,533
Intersegment sales	(5,299)	(6,555)	(11,854)		(495)	(1,351)	(1,846)
	32,300	31,142	63,442		6,413	6,274	12,687
Cost of sales	8,470	8,147	16,617	22%	2,359	2,077	4,436
Intersegment sales	(5,323)	(6,140)	(11,463)		(567)	(930)	(1,497)
	3,147	2,007	5,154		1,792	1,147	2,939
Gross margin	29,153	29,135	58,288	78%	4,621	5,127	9,748
Gross margin percentage	77.5%	78.4%	77.9%				
SG&A expense	3,639	4,194	7,833	10%	666	779	1,445
R&D expense	4,532	4,404	8,936	12%	32	(26)	6
Amortization expense	492	492	984	1%	187	186	373
Interest, net	(268)	(373)	(641)	--	146	191	337
	8,395	8,717	17,112	23%	1,031	1,130	2,161

Pretax result	20,758	20,418	41,176	55%	3,590	3,997	7,587
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(1) Fiscal 2006 includes R&D Systems' Biotechnology Division, Fortron Bio Science, Inc., and BiosPacific, Inc.

R&D SYSTEMS EUROPE
(in thousands of British pounds)

	Fiscal 2006		Increase(Decrease) From Fiscal 2005				
	First Quarter	Second Quarter	Percent YTD	Of Sales	First Quarter	Second Quarter	YTD
Sales	6,690	7,529	14,219	100%	610	721	1,331
Cost of sales	3,292	3,765	7,057	50%	361	632	993
Gross margin	3,398	3,764	7,162	50%	249	89	338
Gross margin percentage	50.8%	50.0%	50.4%				
SG&A expense	1,004	1,185	2,189	15%	54	24	78
Interest income	(326)	(329)	(655)	(4%)	(72)	(66)	(138)
Exchange loss	15	26	41	--	(11)	70	59
	693	882	1,575	11%	(29)	28	(1)
Pretax result	2,705	2,882	5,587	39%	278	61	339

R&D SYSTEMS EUROPE
(in thousands of \$'s)

	Fiscal 2006		Increase(Decrease) From Fiscal 2005				
	First Quarter	Second Quarter	Percent YTD	Of Sales	First Quarter	Second Quarter	YTD
Sales	11,875	13,106	24,981	100%	856	242	1,098
Cost of sales	5,844	6,554	12,398	50%	532	636	1,168
Gross margin	6,031	6,552	12,583	50%	324	(394)	(70)
Gross margin percentage	50.8%	50.0%	50.4%				
SG&A expense	1,782	2,059	3,841	15%	60	(135)	(75)
Interest income	(579)	(572)	(1,151)	(4%)	(119)	(75)	(194)
Exchange loss	28	46	74	--	(19)	128	109
	1,231	1,533	2,764	11%	(78)	(82)	(160)
Pretax result	4,800	5,019	9,819	39%	402	(312)	90

HEMATOLOGY
(in thousands of \$'s)

	Fiscal 2006		Increase(Decrease) From Fiscal 2005				
	First Quarter	Second Quarter	Percent YTD	Of Sales	First Quarter	Second Quarter	YTD

Sales	3,534	3,781	7,315	100%	(479)	(734)	(1,213)
Cost of sales	2,105	2,134	4,239	58%	(115)	(29)	(144)

Gross margin	1,429	1,647	3,076	42%	(364)	(705)	(1,069)
Gross margin percentage	40.4%	43.6%	42.1%				
SG&A expense	384	424	808	11%	(25)	(12)	(37)
R&D expense	185	170	355	5%	(3)	(19)	(22)
Interest, net	(37)	(50)	(87)	(1%)	19	27	46

	532	544	1,076	15%	(9)	(4)	(13)

Pretax result	897	1,103	2,000	27%	(355)	(701)	(1,056)
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CORPORATE AND OTHER (2)
(in thousands of \$'s)

	Increase(Decrease)					
	Fiscal 2006		From Fiscal 2005			
	First Quarter	Second Quarter	YTD	First Quarter	Second Quarter	YTD
Interest income	90	135	225	48	84	132
Rental income	342	337	679	323	284	607

	432	472	904	371	368	739
SG&A expense	649	1,303	1,952	119	1,058	1,177
Interest expense	223	238	461	59	60	119
Other-Hemerus losses	82	82	164	79	12	91
Other-Building expenses	443	490	933	8	9	17

	1,397	2,113	3,510	265	1,139	1,404

Pretax result	(965)	(1,641)	(2,606)	106	(771)	(665)
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(2) Unallocated corporate expenses and Techne's share of losses by Hemerus Medical, LLC.