# SECURITIES AND EXCHANGE COMMISSION <br> 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): August 8, 2006

## TECHNE CORPORATION

(Exact Name of Registrant as Specified in Charter)

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

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 August 8, 2006, describing the results of operations for the quarter and fiscal year ended June 30, 2006 and its financial condition as of June 30, 2006, is attached hereto as Exhibit 99.1.

Segment information for Techne Corporation for the quarter and fiscal year ended June 30, 2006 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 August 8, 2006.

# 99.2 Segment information for the quarter and fiscal year 

 ended June 30, 2006
## 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: August 8, 2006

## TECHNE CORPORATION

By: /s/ Thomas E. Oland

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

## EXHIBIT INDEX

## Exhibit No. Description

99.1 Press release of Techne Corporation dated August 8, 2006.
99.2 Segment information for Techne Corporation for the quarter and fiscal year ended June 30, 2006

# TECHNE CORPORATION RELEASES UNAUDITED FOURTH QUARTER RESULTS FOR FISCAL YEAR 2006 

Minneapolis/August 8, 2006/--Techne Corporation's (NASDAQ: TECH) consolidated net earnings increased $10.9 \%$ to $\$ 73.4$ million and its earnings per diluted share increased $14.2 \%$ to $\$ 1.85$ compared with $\$ 66.1$ million and $\$ 1.62$ per diluted share for the fiscal year ended June 30, 2005. For the quarter ended June 30, 2006, Techne's consolidated net earnings increased $5.0 \%$ to $\$ 19.5$ million and its earnings per diluted share increased $4.3 \%$ to $\$ .49$ for the quarter ended June 30, 2006 compared with $\$ 18.6$ million and $\$ .47$ per diluted share for the quarter ended June 30, 2005.

Consolidated net earnings and diluted earnings per share for the periods ended June 30, 2006 were impacted by 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). Consolidated net earnings and diluted earnings per share for the fiscal year ended June 30, 2006 were also impacted by the decline in exchange rates used to convert R\&D Europe results from British pound sterling 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 had positive impacts on current year reported amounts. The impact of these items on comparable net earnings and diluted earnings per share is summarized as follows:

Periods Ended June 30, 2006


$$
(\$ 000 ' \mathrm{~s}) \quad(\$ 000 ' \mathrm{~s})
$$



| Periods ended 6/30/05 | $\$ 18,567$ | $39.0 \%$ | $\$ 0.47$ | $\$ 66,132$ | $37.0 \%$ | $\$ 1.62$ |
| :--- | :---: | :---: | :---: | :---: | :---: | :---: |
| Change | $4.6 \%$ | $4.3 \%$ | $12.9 \%$ | $11.7 \%$ |  |  |

(1) Net of income taxes

Consolidated net sales for the three months and fiscal year ended June 30, 2006 were $\$ 52.1$ million and $\$ 202.6$ million, respectively. This was an increase of $9.5 \%$ and $13.4 \%$ from the three months and fiscal year ended June 30, 2005, respectively. R\&D Systems' Biotechnology Division net sales for the three months and fiscal year ended June 30, 2006 were $\$ 32.3$ million and $\$ 125.0$ million, increases of $9.1 \%$ and $12.5 \%$, respectively, as compared to prior-year periods. Approximately $\$ 670,000$ and $\$ 1.3$ million of the increase in Biotechnology Division net sales for the quarter and fiscal year ended June 30, 2006 was the result of price increases. R\&D Europe's net sales for the three months ended June 30, 2006 were $\$ 13.5$ million, a decrease of $3.0 \%$ from the prior year, while net sales for the fiscal year ended June 30, 2006 were $\$ 53.0$ million, an increase of $3.2 \%$ as compared to the prior year. In British pound sterling, R\&D Europe's net sales decreased $3.9 \%$ in the fourth quarter from the fourth quarter of the prior year, but increased $7.8 \%$ for the fiscal year ended June 30, 2006. Compared to the prior year, R\&D Systems Europe had two fewer shipping days in the quarter ended June 30, 2006 due to the timing of the European Easter holiday. In addition, sales in Germany declined $12.6 \%$ in the quarter ended June 30, 2006 as compared to the same quarter last year, primarily due to a work stoppage by researchers which has since been settled. R\&D Systems' Hematology Division net sales for the three months ended June 30, 2006 were $\$ 4.2$ million, an increase of $5.5 \%$ as compared to the quarter ended June 30, 2005. Hematology sales for the fiscal year
were $\$ 15.2$ million, a decrease of $5.8 \%$ from the prior fiscal year, mainly as a result of a large OEM customer changing to a new primary vendor in January 2005. Included in consolidated net sales for the three months and fiscal year ended June 30, 2006 was $\$ 2.0$ million and $\$ 9.4$ million, respectively, of net sales from Fortron Bio Science, Inc. and BiosPacific, Inc., which were acquired effective July 1, 2005.


Consolidated gross margins were $77.3 \%$ and $77.4 \%$ for the quarter and fiscal year ended June 30, 2006, respectively. Excluding Fortron and BiosPacific, gross margins for the quarter ended June 30, 2006 were $78.9 \%$ compared to $79.3 \%$ in the fourth quarter of fiscal 2005, and $79.5 \%$ for the fiscal year ended June 30, 2006 compared to $79.4 \%$ for the fiscal year ended June 30, 2005. Combined gross margins for Fortron and BiosPacific operations of 38.7\% and $34.4 \%$ for the quarter and fiscal year ended June 30,2006 , respectively, were affected by inventory on hand at the acquisition date that was recorded at fair value as determined by purchase accounting.

Selling, general and administrative expenses increased $\$ 3.1$ million for the fiscal year ended June 30, 2006 primarily due to $\$ 1.6$ million of stock option expense from the adoption of SFAS No. 123R in fiscal 2006. Excluding the impact of adopting SFAS No. 123R, selling, general and administrative expense as a percent of net sales decreased to $12.8 \%$ from $13.7 \%$ for the fiscal years ended June 30, 2006 and 2005, respectively.

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

| (\$000's) | Periods Ended June 30 |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Fourth Quarter |  | Fiscal Year |  | Change |  |
|  | 20062005 | Change | 2006 | 2005 |  |  |
|  | ed \$6,269 | \$6,173 | 1.5\% \$ | \$27,60 | \$24,476 | 12.8\% |
| Less stock option expense | (112) | (1.8\%) | $(1,628)$ |  | 6.7\%) |  |
| Less acquisitions | s (279) | (4.5\% | ) (1,255 |  | (5.1\%) |  |
|  | 5,878 \$6,173 | (4.8\%) | \$24,721 | \$24,4 | 76 1.0\% |  |

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 technologies, trade names and customer and supplier relationships, are being amortized over lives of one to eight years and amortization expense of $\$ 271,000$ and $\$ 1,086,000$ was recorded for the quarter and fiscal year ended June 30, 2006, respectively, related to these assets.

In April 2006, the Company made an additional $\$ 9$ million investment in ChemoCentryx, Inc. (CCX) in the form of a convertible note subject to the limitation that the Company's holdings in CCX will not exceed $19.9 \%$ of CCX voting shares. In June 2006, approximately $\$ 4.3$ million of the note was converted into shares of CCX preferred stock. The Company currently holds a 19.9 \% interest in CCX.
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 $10-\mathrm{K}$ and quarterly reports on Form $10-\mathrm{Q}$ 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. 123 R ) 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 months and fiscal year ended June 30, 2006 as compared to the reported amounts for the same periods ended June 30, 2005. 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.
? * * * * * * * * * * * * * ?
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 FISCAL YEAR ENDED
6/30/06 6/30/05 6/30/06 6/30/05
Net sales
Cost of sales
\$52,066 \$47,551 \$202,617 \$178,652
$\begin{array}{llll}11,822 & 9,847 & 45,718 & 36,813\end{array}$
$\begin{array}{lllll}\text { Gross margin } & 40,244 & 37,704 & 156,899 & 141,839\end{array}$


## TECHNE CORPORATION

## CONSOLIDATED BALANCE SHEETS

(In thousands)
(Unaudited)

> 6/30/06 6/30/05

ASSETS



## SEGMENT INFORMATION

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

<TABLE>
<CAPTION>
Fiscal \(2006 \quad\) From Fiscal 2005

\section*{First Second Third Fourth Percent First Second Third Fourth} Quarter Quarter Quarter Quarter YTD of Sales Quarter Quarter Quarter Quarter YTD

</TABLE>
Diluted earnings
$\begin{array}{llllll}\text { per share } & 0.43 & 0.42 & 0.52 & 0.49 & 1.85\end{array}$
Weighted average
diluted shares
outstanding $\quad 39,66939,76139,425 \quad 39,487 \quad 39,594$

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

<TABLE>
<CAPTION>
Increase (Decrease)
Fiscal 2006
From Fiscal 2005

\begin{tabular}{|c|c|c|c|c|c|c|c|c|c|c|c|c|}
\hline \multicolumn{13}{|l|}{Gross margin} \\
\hline \multicolumn{13}{|l|}{Percentage \(\quad 77.5 \% \quad 78.4 \% \quad 78.8 \% \quad 78.5 \%\)} \\
\hline SG\&A expense & & 639 4,1 & 1944 & & 3,410 15, & 5,442 & 10\% & 666 & 779 & 487 & (7) & 1,925 \\
\hline \multirow[t]{2}{*}{R\&D expense Amortization} & 4,532 & 4,404 & \multicolumn{2}{|l|}{4,593} & 4,585 18, & 8,114 & 11\% & 32 & (26) & 161 & 338 & 505 \\
\hline & 492 & 492 & & & 1,967 & 1\% & 187 & 186 & 187 & 186 & 746 & \\
\hline Interest, net & (268) & (373) & (285) & \multicolumn{2}{|l|}{\((501)(1,427)\)} & (1\%) & 146 & 191 & 35 & (222) & \multicolumn{2}{|l|}{) 150} \\
\hline & \multicolumn{2}{|l|}{58,717 8,9} & ,999 7, & \multicolumn{2}{|l|}{7,985 34,096} & 21\% & 1,031 & 1,130 & 870 & 295 & \multicolumn{2}{|l|}{3,326} \\
\hline Pretax result & 20,758 & \multicolumn{5}{|l|}{\[
8 \text { 20,418 24,971 23,540 89,687 }
\]} & 57\% & 3,590 & 3,997 & 3,249 & 2,617 & 13,453 \\
\hline
\end{tabular}
</TABLE>
(1) Fiscal 2006 includes R\&D Systems' Biotechnology Division, Fortron Bio Science, Inc., and BiosPacific, Inc.

## R\&D SYSTEMS EUROPE

(in thousands of British pound sterling)

<TABLE \(>\)
\(<\) CAPTION \(>\)
\begin{tabular}{cc} 
& Increase (Decrease) \\
Fiscal 2006 & From Fiscal 2005
\end{tabular} First Second Third Fourth Percent First Second Third Fourth Quarter Quarter Quarter Quarter YTD of Sales Quarter Quarter Quarter Quarter YTD


\begin{tabular}{|c|c|c|c|c|c|c|c|c|c|c|c|c|c|}
\hline (gain) & 15 & 26 & (49) & (9) & (17) & -- & (11) & ) 70 & (65) & ) 3 & 3 & 3 & \\
\hline & 693 & 882 & 679 & 737 & 2,991 & 10 & & (29) & 28 & (79) & (5) & (85) & \\
\hline Pretax result & & 052 & 882 & 386 & 2,911 & ,88 & & 40\% & 278 & 61 & 238 & (300) & 277 \\
\hline
\end{tabular}
</TABLE>

## R\&D SYSTEMS EUROPE

(in thousands of \$'s)
$<$ TABLE>
<CAPTION $>$
Increase (Decrease)
Fiscal 2006
From Fiscal 2005
First Second Third Fourth Percent First Second Third Fourth Quarter Quarter Quarter Quarter YTD of Sales Quarter Quarter Quarter Quarter YTD


</TABLE>

## HEMATOLOGY

(in thousands of \$'s)
<TABLE>
<CAPTION>

</TABLE $>$

CORPORATE AND OTHER (2)
(in thousands of \$'s)

</TABLE $>$
(2) Unallocated corporate expenses and Techne's share of losses by Hemerus Medical, LLC.

