# 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 2, 2011

## 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 2, 2011, describing the results of operations for the quarter and fiscal year ended June 30, 2011 and its financial condition as of June 30, 2011, is attached hereto as Exhibit 99.1.

Segment information for Techne Corporation for the quarter and fiscal year ended June 30, 2011 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 2, 2011.
99.2 Segment information for the quarter and fiscal year ended June 30, 2011.

## 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 2, 2011 TECHNE CORPORATION
By: /s/ Thomas E. Oland
Name: Thomas E. Oland
Title: President and Chief
Executive Officer

## EXHIBIT INDEX

## Exhibit No. Description

99.1 Press release of Techne Corporation dated August 2, 2011.
99.2 Segment information for Techne Corporation for the quarter and fiscal year ended June 30, 2011.

## TECHNE CORPORATION RELEASES UNAUDITED FOURTH QUARTER AND FISCAL YEAR 2011 RESULTS

Minneapolis/August 2, 2011/ Techne Corporation's (NASDAQ:TECH) financial results for the fourth quarter and fiscal year ended June 30, 2011 include the following highlights:

Fourth quarter earnings grew $9.4 \%$ to $\$ 28.3$ million or $\$ .76$ per diluted share. Earnings for the quarter grew $21.2 \%$ to $\$ 31.6$ million or $\$ .85$ per diluted share when adjusted for intangible asset amortization, costs recognized upon the sale of inventory that was written up to fair value as part of the acquisitions completed in the quarter and professional and other acquisition related costs.

Fiscal year earnings grew $2.3 \%$ to $\$ 112$ million or $\$ 3.02$ per diluted share. Earnings for the fiscal year grew $9.9 \%$ to $\$ 116$ million or $\$ 3.13$ per diluted share when adjusted for the above identified items and the tax benefit in fiscal 2010 from repatriation of cash.

Net sales as reported grew $17.0 \%$ to $\$ 78.0$ million for the quarter. Organic sales grew $6.5 \%$ in the quarter.

Net sales as reported grew $7.8 \%$ to $\$ 290$ million for the fiscal year. Organic sales grew $5.9 \%$ in the fiscal year.

Consolidated net earnings for the quarter and fiscal year ended June 30, 2011 were impacted by the acquisition of Boston Biochem, Inc. (Boston Biochem) on April 1, 2011 and Tocris Holdings Limited (Tocris) on April 28, 2011, including the cost recognized upon the sale of inventory that was written up to fair value as part of the acquisitions, increased amortization of acquired intangible assets, professional fees and other costs to complete the transactions and an increase in the effective tax rate as a result of certain acquisition costs not being deductible. Increased sales and foreign exchange transaction gains also helped to improve earnings. Results for the prior fiscal year included a $\$ 4.7$ million tax benefit, equating to $\$ .12$ per share, from a foreign exchange tax loss on Techne's repatriation of 50 million pounds sterling from R\&D Systems Europe to its U.S. based parent.

Consolidated net sales for the quarter and fiscal year ended June 30, 2011 include $\$ 4.7$ million of sales from the acquired companies. A weaker U.S. dollar as compared to foreign currencies improved sales by $\$ 2.3$ million and $\$ 466,000$ in the quarter and fiscal year ended June 30, 2011, respectively, from the comparable prior-year periods.

As a result of the acquisitions described above, the Company has revised its segment reporting and will include the operations of R\&D Systems' Biotechnology Division, R\&D Systems Europe, Tocris, R\&D Systems China, BiosPacific and Boston Biochem in its Biotechnology segment. R\&D Systems' Hematology Division operations will continue to be reported as the Company's Hematology segment.

Biotechnology segment net sales were $\$ 73.0$ million for the quarter ended June 30,2011 , an increase of $17.3 \%$ from $\$ 62.3$ million for the quarter ended June 30 , 2010. Biotechnology net sales were $\$ 270$ million for the fiscal year ended June 30, 2011, an increase of $7.8 \%$ from $\$ 251$ million for the fiscal year ended June 30, 2010. Biotechnology sales growth was $6.1 \%$ and $5.8 \%$ for the quarter and fiscal year ended June 30, 2011, respectively, if the sales from the acquisitions and foreign currency benefit are excluded.

Customer sales growth for the Biotechnology segment from the same prior-year periods included:

Period ended June 30, 2011
Quarter Fiscal Year

R\&D Systems Biotechnology Division: Industrial, pharmaceutical and biotechnology
Academic
Pacific Rim distributors

| $2.3 \%$ | $4.8 \%$ |
| :---: | :---: |
| $3.0 \%$ | $6.4 \%$ |
| $10.2 \%$ | $4.1 \%$ |

## Reported

In constant currency
16.2\% 4.4\%
$3.2 \% \quad 4.1 \%$

R\&D China:
Reported
In constant currency
28.1\% 26.0\%
$22.2 \% \quad 22.6 \%$

Hematology net sales for the quarter and fiscal year ended June 30, 2011 were $\$ 5.0$ million and $\$ 19.7$ million, increases of $11.9 \%$ and $7.0 \%$, respectively, from the comparable prior-year periods.

The gross margin percentage declined to $76.4 \%$ in the quarter ended June 30 , 2011 from $79.1 \%$ in the comparable prior-year quarter due costs recognized upon the sale of inventory that was written up to fair value as part of the acquisitions and amortization of intangible assets. Gross margins were 79.5\% and $79.3 \%$ for the quarters ended June 30, 2011 and 2010, respectively, if such costs were excluded in both periods.

Selling, general and administrative expenses for the quarter and fiscal year ended June 30, 2011 increased $\$ 3.0$ million and $\$ 3.2$ million from the quarter and fiscal year ended June 30, 2010. The acquired businesses added $\$ 945,000$ of selling, general and administrative expenses in the quarter and fiscal year, excluding intangible amortization which increased $\$ 259,000$ in the quarter. The increase in selling, general and administrative expense for the quarter and fiscal year was also impacted by increased professional fees and costs related to the acquisitions ( $\$ 1.3$ million and $\$ 1.7$ million for the quarter and fiscal year, respectively) and increased profit sharing expense ( $\$ 388,000$ and $\$ 805,000$ for the quarter and fiscal year, respectively).

Foreign exchange transaction gains for the quarter and fiscal year ended June 30 , 2011 were $\$ 177,000$ and $\$ 844,000$, respectively, compared to foreign exchange transaction losses of $\$ 631,000$ and $\$ 960,000$ for the quarter and fiscal year ended June 30, 2010, respectively.

The effective tax rate for the quarter and fiscal year ended June 30, 2011 was $34.1 \%$ and $31.9 \%$ as compared to $32.9 \%$ and $29.8 \%$ for the same prior-year periods. The effective tax rate for the quarter and fiscal year were impacted by non-deductible professional fees and other costs related to the acquisitions, the renewal of the U.S. research and development credit and an increase in the deduction for qualified production activities. The effective rates for the prior fiscal year were abnormally low due to the tax benefit received following repatriation of funds from the U.K. to the U.S. Excluding this benefit, the effective tax rates for the fiscal year ended June 30, 2010 would have been $32.8 \%$. Effective tax rates for fiscal 2012 are expected to be $31 \%$ to $33 \%$.

## Forward Looking Statements:

Our press releases may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act. Such statements, including the expected effective tax rate, 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 acquired companies, 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, general economic conditions, 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 section titled "Risk Factors" in the Company's annual report on Form 10-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 our press releases due to new information or future events. Investors are cautioned not to place undue emphasis on these statements.

The adjusted financial measures used in this press release quantify the impact the following events had on reported net sales, gross margin percentages, selling, general and administrative expenses, effective tax rates, net earnings and earnings per share for the quarter and fiscal year ended June 30, 2011 as compared to the reported amounts for the same periods ended June 30, 2010:

- fluctuations in exchange rates used to convert transactions in foreign currencies (primarily the Euro, British pound sterling and Chinese yuan) to U.S. dollars,
- the acquisitions of Boston Biochem on April 1, 2011 and Tocris on April 28, 2011, including the impact of amortizing intangible assets and the recognition of costs upon the sale of inventory written up to fair value, and
- the tax benefit received following repatriation of cash from the United Kingdom in fiscal 2010.

These adjusted financial measures are not prepared in accordance with generally accepted accounting principles (GAAP) and may be different from adjusted financial measures used by other companies. Adjusted 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 adjusted financial measures to be helpful in assessing the Company's ongoing operating results. In addition, these adjusted financial measures facilitate our internal comparisons to historical operating results and comparisons to competitors' operating results. We include these adjusted 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 adjusted 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 four subsidiaries: BiosPacific, Inc. (BiosPacific), located in Emeryville, California, Boston Biochem, Inc., located in Cambridge, Massachusetts, R\&D Systems China Co. Ltd., (R\&D China), located in Shanghai, China and Tocris Cookson Inc., located in Saint Louis, Missouri. BiosPacific is a worldwide supplier of biologics to manufacturers of in vitro diagnostic systems and immunodiagnostic kits. Boston Biochem is a leading developer and manufacturer of ubiquitin-related research products. R\&D China and R\&D Europe distribute biotechnology products. R\&D Europe has two subsidiaries: Tocris Holdings Limited (Tocris) of Bristol, England and R\&D Systems GmbH, a German sales operation. Tocris is a leading supplier of reagents for non-clinical life science research.

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)
$\left.\begin{array}{lrllllllllll}\text { Net sales } & \$ 78,038 & \$ 66,714 & \$ 289,962 & \$ 269,047 \\ \text { Cost of sales } & 18,407 & 13,943 & 65,025 & 54,898\end{array}\right)$

Weighted average common
shares outstanding:

| Basic | 37,140 | 37,233 | 37,098 | 37,255 |
| :--- | :---: | :---: | :---: | :---: |
| Diluted | 37,230 | 37,314 | 37,172 | 37,347 |

## TECHNE CORPORATION

CONSOLIDATED BALANCE SHEETS
(In thousands)
(Unaudited)


LIABILITIES AND STOCKHOLDERS' EQUITY

(Unaudited)
QUARTER ENDED FISCAL YEAR ENDED
6/30/11 $6 / 30 / 10 \quad 6 / 30 / 11 \quad 6 / 30 / 10$
\$78,038 \$66,714 \$289,962 \$269,047

| Net sales | \$78,038 | \$66,714 | \$289,962 |  | 269,047 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Organic sales adjustments: |  |  |  |  |  |
| Acquisitions | $(4,683)$ | 0 | $(4,683)$ | 0 |  |
| Impact of foreign currency |  |  |  |  |  |
| fluctuations | $(2,328)$ | 0 | (466) | 0 |  |
| Organic sales | \$71,027 | \$66,7 | 14 \$284,8 |  | \$269,047 |

## TECHNE CORPORATION

RECONCILIATION of NET EARNINGS and EARNINGS per SHARE (In thousands, except per share data)
(Unaudited)
QUARTER ENDED FISCAL YEAR ENDED


Earnings per share -
Diluted-Adjusted $\quad \$ 0.85 \$ 0.70 \$ 3.13 \$ 2.83$

TECHNE CORPORATION
RECONCILIATION of GROSS MARGIN PERCENTAGES
(Unaudited)
QUARTER ENDED FISCAL YEAR ENDED

| 6/30/11 $6 / 30 / 10 \quad 6 / 30 / 11 \quad 6 / 30 / 10$ |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
| Gross margin percentage | 76.4\% | 79.1\% | 77.6\% | 79.6\% |
| Identified adjustments: |  |  |  |  |
| Costs recognized upon sale of acquired inventory | 2.4\% | 0.0\% | 0.6\% | 0.0\% |
| Amortization of intangibles | 0.7\% | 0.2\% | 0.3\% | 0.2\% |

QUARTER ENDED FISCAL YEAR ENDED
6/30/11 6/30/10 6/30/11 6/30/10

Selling, general and administrative expenses \$10,562 \$7,595 \$ 35,896 \$ 32,700
Identified adjustments:
Acquired companies' expense, excluding intangible
amortization (945) 0 (945) 0

Professional fees and other acquisition related costs $\quad(1,256) \quad 0 \quad(1,735) \quad 0$
Amortization of intangibles (390) (131) (575) (525)
Selling, general and administrative

## expenses - Adjusted

## TECHNE CORPORATION

RECONCILIATION of EFFECTIVE TAX RATE (Unaudited)

QUARTER ENDED FISCAL YEAR ENDED


## TECHNE CORPORATION

RECONCILIATION of INTANGIBLE AMORTIZATION
(In thousands)
(Unaudited)
QUARTER ENDED FISCAL YEAR ENDED

$$
\begin{array}{llll}
6 / 30 / 11 & 6 / 30 / 10 & 6 / 30 / 11 & 6 / 30 / 10
\end{array}
$$

Amortization of intangible assets
was included in:

| Cost of goods sold <br> Selling, general and <br> administrative expenses | $\$$ | 564 | $\$$ | 109 | $\$$ | 890 | $\$$ |
| :--- | :---: | :---: | :---: | :---: | :---: | :---: | :---: |

Total amortization of
intangible assets $\quad \$ 954$ \$ 240 \$ 1,465 \$ 960

## SEGMENT INFORMATION

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


$$
\begin{array}{lllllllll}
26,373 & 26,534 & 31,064 & 28,331 & 112,302 & 39 \% & \text { (399) } & 1,813 & (1,324)
\end{array} 2,437 \quad 2,527
$$

Diluted earnings
$\begin{array}{llllll}\text { per share } & 0.71 & 0.71 & 0.84 & 0.76 & 3.02\end{array}$
Weighted average
diluted shares
outstanding $37,10737,15637,19437,23037,172$
</TABLE>

## BIOTECHNOLOGY (1)

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

<TABLE>

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<S> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C <C> <C>
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Sales \(\quad 63,041 \quad 63,080 \quad 71,120 \quad 73,046 \quad 270,287 \quad 100 \% ~ 1,175 \quad 1,884 \quad 5,780 \quad 10,795 \quad 19,634\)
\(\begin{array}{llllllllllllllllll}\text { Cost of sales } & 12,841 & 12,620 & 13,299 & 15,829 & 54,589 & 20 \% & 2,150 & 1,474 & 1,297 & 4,389 & 9,310\end{array}\)
\(\begin{array}{llllllllllllllll}\text { Gross margin } & 50,200 & 50,460 & 57,821 & 57,217 & 215,698 & 80 \% & (975) & 410 & 4,483 & 6,406 & 10,324\end{array}\)
Gross margin
percentage \(\quad 79.6 \% \quad 80.0 \% \quad 81.3 \% \quad 78.3 \% \quad 79.8 \%\)
\(\begin{array}{llllllllllllllllll}\text { SG\&A expense } & 6,486 & 6,859 & 7,926 & 8,787 & 30,058 & 11 \% & \text { (331) } & (487) & 1,202 & 2,163 & 2,547\end{array}\)
\(\left.\begin{array}{llllllllllll}R \& D\end{array}\right)\)
Interest income (662) (818) (871) (673) (3,024) (1\%) 252 (52 (57) \(117 \quad 394\)
Exchange loss/
gain (505) 87 (249) (177) (844) -- (362) (13) (621) (808) \((1,804)\)
    \(\begin{array}{lllllllllll}11,740 & 12,507 & 12,910 & 14,209 & 51,366 & 19 \% & 24 & (229) & 501 & 1,686 & 1,982\end{array}\)
</TABLE>
(1) Includes R\&D Systems' Biotechnology Division, R\&D Systems Europe, BiosPacific, R\&D China, Boston Biochem and Tocris.

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

</TABLE>

## CORPORATE AND OTHER (2) <br> (in thousands of \$'s)

<CAPTION $>$

<TABLE>
Fiscal 2011 Increase (Decrease) From Fiscal 2010
\begin{tabular}{ll} 
First Second Third Fourth & First Second Third Fourth \\
Quarter Quarter Quarter Quarter & YTD Quarter Quarter Quarter Quarter YTD
\end{tabular}
\(<\) S \(>\)

\begin{tabular}{|c|c|c|c|c|c|c|c|c|c|c|c|c|}
\hline \multirow[t]{3}{*}{\begin{tabular}{l}
Interest income \\
Rental income
\end{tabular}} & & 132 & 136 & 127 & 90 & 485 & (50) & (48) & (34) & (63) & (195) & \\
\hline & & 123 & 138 & 114 & 174 & 549 & 42 & 23 & 31 & 40 & 136 & \\
\hline & 255 & 274 & 241 & 264 & 1,034 & (8) & (25) & (3) & (23) & (59) & & \\
\hline SG\&A expense & & 799 & 1,232 & 931 & 1,426 & & 88 & 83) & (194) & 203 & 766 & 592 \\
\hline
\end{tabular}
\begin{tabular}{llllllllllll}
\begin{tabular}{l} 
Other-Building \\
expenses
\end{tabular} & 556 & 531 & 586 & 620 & 2,293 & 8 & 1 & \((7)\) & 91 & 93
\end{tabular}

Other-Equity
\(\begin{array}{llllllllll}\text { Investment losses } & 329 & 218 & 198 & 181 & 926 & \text { (9) (278) (169) (128) (584) }\end{array}\)
\begin{tabular}{|c|c|c|c|c|c|c|c|c|c|c|c|}
\hline & 1,684 & 1,981 & 1,715 & 2,227 & 7,607 & (184) & (471) & 27 & 729 & 101 & \\
\hline Pretax result & & 29) & 07) & ,474) & ,963) & \((6,573)\) & 176 & 446 & (30) & (752) & (160) \\
\hline
\end{tabular}
</TABLE>
(2) Unallocated corporate expenses and Techne's share
of losses by Hemerus Medical, LLC and Nephromics, LLC.

