# 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): July 31, 2012

## 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 July 31, 2012, describing the results of operations for the quarter and fiscal year ended June 30, 2012 and its financial condition as of June 30, 2012, is attached hereto as Exhibit 99.1.

Segment information for Techne Corporation for the quarter and fiscal year ended June 30, 2012 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 July 31, 2012.
99.2 Segment information for the quarter and fiscal year ended June 30, 2012.

## 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.

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 July 31, 2012.
99.2 Segment information for Techne Corporation for the quarter and fiscal year ended June 30, 2012.

# TECHNE CORPORATION RELEASES UNAUDITED FOURTH QUARTER AND FISCAL YEAR 2012 RESULTS 

Minneapolis/July 31, 2012/ Techne Corporation's (NASDAQ:TECH) financial results for the fourth quarter and fiscal year ended June 30, 2012 include the following highlights:

Fourth quarter earnings were $\$ 27.2$ million or $\$ 0.74$ per diluted share. Adjusted earnings for the quarter were $\$ 29.4$ million (a decrease of $6.8 \%$ from the prior fiscal year period) or $\$ 0.80$ per diluted share. Earnings and adjusted earnings were negatively impacted by foreign currency fluctuations, which reduced reported sales and gross margins and increased foreign currency transaction losses. Adjusted earnings and earnings per share exclude intangible asset amortization, costs recognized upon the sale of inventory that was written-up to fair value and professional fees incurred as part of the acquisitions of Boston Biochem, Inc. and Tocris Holdings Limited completed in the quarter ended June 30, 2011.

Earnings for the fiscal year ended June 30, 2012 were $\$ 112$ million or $\$ 3.04$ per diluted share. Adjusted earnings for the fiscal year ended June 30, 2012 were $\$ 121$ million (an increase of $3.7 \%$ from the prior fiscal year) or $\$ 3.26$ per diluted share. Adjusted earnings and earnings per diluted share for the fiscal year also exclude the impact of impairment charges on certain equity investments and the reversal of deferred tax asset valuation allowances in addition to the acquisition-related items noted above.

Net sales as reported grew $0.8 \%$ to $\$ 78.7$ million for the quarter ended June 30,2012 . Organic sales grew $0.6 \%$ in the quarter compared to the prior fiscal year. Organic sales exclude sales from acquisitions and the changes in foreign currency rates.

Net sales as reported grew $8.5 \%$ to $\$ 315$ million for the fiscal year ended June 30, 2012. Organic sales grew $1.8 \%$ for the fiscal year ended June 30,2012 compared to the prior fiscal year.

A stronger U.S. dollar as compared to foreign currencies reduced sales by $\$ 1.6$ million in the quarter ended June 30, 2012 from the comparable prioryear quarter. Changes in foreign currency exchange rates did not have a material effect on sales for the fiscal year ended June 30, 2012.

The Biotechnology segment includes sales made through R\&D Systems' Biotechnology Division, R\&D Systems Europe, Tocris, R\&D Systems China, BiosPacific and Boston Biochem. Biotechnology segment net sales were $\$ 73.0$ million for both the quarters ended June 30, 2012 and 2011. Biotechnology net sales were $\$ 293$ million for the fiscal year ended June 30, 2012, an increase of $8.5 \%$ from $\$ 270$ million for the fiscal year ended June 30, 2011. Biotechnology sales declined $0.3 \%$ and grew $1.3 \%$ for the quarter and fiscal year ended June 30, 2012, respectively, if sales from the acquisitions and foreign currency effect are excluded.

Organic sales growth for the Biotechnology segment from the same prior-year periods were:

Period Ended June 30, 2012
Quarter Fiscal Year
U.S. industrial, pharmaceutical

| and biotechnology | $(2.6 \%)$ | $3.2 \%$ |
| :--- | :---: | :---: |
| U.S. academic | $0.3 \%$ | $(5.1 \%)$ |
| Europe | $(3.7 \%)$ | $(1.5 \%)$ |
| China | $19.6 \%$ | $21.6 \%$ |
| Pacific Rim | $9.8 \%$ | $7.0 \%$ |

Hematology net sales for the quarter and fiscal year ended June 30, 2012 were $\$ 5.7$ million and $\$ 21.3$ million, increases of $14.1 \%$ and $8.2 \%$, respectively, from the comparable prior-year periods.

The gross margin percentage declined to $74.8 \%$ in the quarter ended June 30 , 2012 from $76.4 \%$ in the comparable prior-year quarter and to $75.0 \%$ in the fiscal year ended June 30, 2012 from $77.6 \%$ in the comparable prior fiscal year, due to costs recognized upon the sale of inventory that was written-up to fair value as part of the acquisitions completed during the 2011 fiscal year and the amortization of intangible assets. Gross margins were $78.0 \%$ and $79.5 \%$ for the quarters ended June 30, 2012 and 2011, respectively, and 78.4\% and $78.5 \%$ for the fiscal years ended June 30, 2012 and 2011, respectively, if such costs were excluded in all periods. The decrease in adjusted gross margins for the quarter ended June 30, 2012 was primarily caused by unfavorable exchange rates.

Selling, general and administrative expenses for the quarter and fiscal year ended June 30, 2012 decreased $\$ 202,000$ and increased $\$ 5.8$ million, respectively, from the quarter and fiscal year ended June 30, 2011. Excluding the acquired company's selling, general and administrative expenses, professional fees related to the acquisitions and intangible amortization, selling, general and administrative expenses increased $\$ 830,000$ and $\$ 2.8$ million for the quarter and fiscal year ended June 30, 2012, respectively, from the same prior-year periods. The increase for the quarter ended June 30, 2012, includes a $\$ 440,000$ increase in advertising and promotional expenses and a final litigation settlement of $\$ 170,000$. The increase for the fiscal year is mainly the result of a $\$ 1.3$ million increase in wages and benefits, including additional personnel added during the year, the litigation settlement and $\$ 503,000$ additional stock option expense.

Other non-operating expenses include foreign exchange transaction losses of $\$ 897,000$ and gains of $\$ 177,000$ in the quarters ended June 30, 2012 and 2011, respectively. Other non-operating expenses include foreign exchange transaction losses of $\$ 1.4$ million and gains of $\$ 844,000$ in the fiscal years ended June 30, 2012 and 2011, respectively.

Other expenses for the fiscal year ended June 30, 2012 also included $\$ 3.3$ million of impairment losses on investments in unconsolidated entities. These losses were the result of Nephromics, LLC signing an agreement to sell substantially all of its assets and ACTGen, Inc. suffering substantial operating losses and encountering funding difficulties.

The effective tax rate for the quarter and fiscal year ended June 30, 2012 was $32.9 \%$ and $30.7 \%$, respectively, as compared to $34.1 \%$ and $31.9 \%$ for the same prior-year periods. Income taxes for the fiscal year ended June 30, 2012 were positively impacted by $\$ 3.0$ million due to the reversal of a valuation allowance on deferred tax assets related to the excess tax basis in the Company's investments in unconsolidated entities. The effective tax rate for the quarter and fiscal year ended June 30, 2011 was impacted by nondeductible professional fees and other costs related to acquisitions, the renewal of U.S. research and development credit and an increase in the deduction for qualified production activities. The tax rate for fiscal 2013 is expected to be $31 \%$ to $33 \%$.

The Company's investment in ChemoCentryx, Inc. (CCXI) is included in shortterm available-for-sale investments at June 30, 2012 at a fair-value of $\$ 94.6$ million. The Company's investment in CCXI was $\$ 14.3$ million at June 30, 2011 and included in other non-current assets as CCXI was not publicly traded. During the third quarter of fiscal 2012, CCXI began trading publicly and at that time the Company invested an additional $\$ 15$ million in CCXI. The Company's unrealized gain of $\$ 65.2$ million on the investment, net of deferred tax liability of $\$ 23.4$ million, was included in accumulated other comprehensive income at June 30, 2012.

The Company repurchased 34,643 and 343,653 shares of its common stock during the quarter and fiscal year ended June 30, 2012, respectively, for approximately $\$ 2.3$ million and $\$ 23.6$ million, respectively. Approximately $\$ 27.0$ million remains available at June 30, 2012 for the repurchase and retirement of shares under the currently-open authorization.

## 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 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-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.

## Use of Adjusted Financial Measures:

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, net earnings and earnings per share for the quarter and fiscal year ended June 30, 2012 as compared to the reported amounts for the same periods ended June 30, 2011:

- 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, Inc. on April 1, 2011 and Tocris Holdings Ltd. 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;
- professional fess incurred as part of the acquisitions of Boston Biochem, Inc. and Tocris Holdings Ltd.;
- the amount and impact of impairment losses related to the Company's investments in unconsolidated entities; and
- the reversal of valuation allowances on deferred tax assets related to the excess tax basis in the Company's unconsolidated entities.

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 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 three operating subsidiaries: BiosPacific, Inc. (BiosPacific), located in Emeryville, California, Boston Biochem, Inc., located in Cambridge, Massachusetts and R\&D Systems China Co. Ltd., (R\&D China), located in Shanghai, China. 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 Ltd (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)
QUARTER ENDED FISCAL YEAR ENDED

## 6/30/12 $6 / 30 / 11 \quad 6 / 30 / 12 \quad 6 / 30 / 11$



## TECHNE CORPORATION

## CONSOLIDATED CONDENSED BALANCE SHEETS

(In thousands)
(Unaudited)

$$
6 / 30 / 12 \quad 6 / 30 / 11
$$

## ASSETS



Available-for-sale investments
Property and equipment, net Goodwill and intangible assets, net Other non-current assets

143,966 131,988
93,788 95,398
132,158 138,915
2,905 20,952


TECHNE CORPORATION
RECONCILIATION of NET EARNINGS and EARNINGS per SHARE (In thousands, except per share data)
(Unaudited)
QUARTER ENDED FISCAL YEAR ENDED
6/30/12 $6 / 30 / 11 \quad 6 / 30 / 12 \quad 6 / 30 / 11$
Net earnings

## \$27,241 \$28,331 \$112,331 \$112,302

Identified adjustments:
Costs recognized upon sale of
acquired inventory $\quad 1,703 \quad 1,835 \quad 7,573 \quad 1,835$
Amortization of intangibles $\quad 1,273 \quad 954 \quad 5,094 \quad 1,465$
$\begin{array}{lllll}\text { Acquisition related professional fees } & 0 & 1,256 & 0 & 1,735\end{array}$
$\begin{array}{lllll}\text { Impairment losses on investments } & 0 & 0 & 3,254 & 0\end{array}$
Tax impact of above adjustments (785) (797) $(4,668)(1,119)$
Tax impact of reversal of
valuation allowance $\quad 0 \quad 0 \quad(3,016) \quad 0$

$$
\begin{array}{cccc}
2,191 & 3,248 & 8,237 & 3,916
\end{array}
$$

Net earnings - adjusted for
identified items $\quad \$ 29,432 \$ 31,579 \$ 120,568 \$ 116,218$

Adjusted growth (6.8\%) 3.7\%
Earnings per share - Diluted -
adjusted \$ $0.80 \$ 0.85 \$ 3.26 \$ 3.13$

QUARTER ENDED FISCAL YEAR ENDED

## 6/30/12 $6 / 30 / 11 \quad 6 / 30 / 12 \quad 6 / 30 / 11$



TECHNE CORPORATION<br>RECONCILIATION of SELLING, GENERAL and ADMINISTRATIVE EXPENSES<br>(In thousands)<br>(Unaudited)

QUARTER ENDED FISCAL YEAR ENDED
6/30/12 $\quad 6 / 30 / 11 \quad 6 / 30 / 12 \quad 6 / 30 / 11$
Selling, general and
administrative expenses $\quad \$ 10,360 \$ 10,562 \$ 41,683 \$ 35,897$
Identified selling, general and
administrative expense adjustments:
Acquired companies' expense,
excluding intangible amortization $(1,041) \quad(945)(4,201) \quad(945)$
Amortization of intangibles (518) $(390)(2,076) \quad(575)$
Acquisition related professional fees $\quad 0(1,256) \quad 0 \quad(1,735)$
Selling, general and administrative
expenses - adjusted \$ 8,801 \$ 7,971 \$ 35,406 \$ 32,641

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

Amortization of intangible assets
included in:
Cost of goods sold $\quad \$ 755 \$ 564 \$ 3,018 \$ 890$
Selling, general and
$\begin{array}{lllll}\text { administrative expenses } & 518 & 390 & 2,076 & 575\end{array}$
Total amortization of
intangible assets
\$ 1,273 \$ 954 \$ 5,094 \$ 1,465

# SEGMENT INFORMATION <br> TECHNE CORPORATION AND SUBISIDARIES <br> (in thousands of \$'s, except per share data) 

<CAPTION>

<TABLE>


Diluted earnings
\(\begin{array}{llllll}\text { per share } & 0.74 & 0.70 & 0.86 & 0.74 & 3.04\end{array}\)
Weighted average
diluted shares
outstanding \(37,17037,028 \quad 36,93036,89437,006\)
</TABLE>
BIOTECHNOLOGY (1)
(in thousands of \$'s)
<CAPTION>

<TABLE>
Fiscal \(2012 \quad\) Increase (Decrease) From Fiscal 2011
First Second Third Fourth Percent First Second Third Fourth Quarter Quarter Quarter Quarter YTD of Sales Quarter Quarter Quarter Quarter YTD
```
<S> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C>
Sales (llllllllllll
Cost of sales 16,465 16,887 17,444 17,014 67,810 23% 3,624 4,267 4,145 1,185 13,221
Gross margin 55,838 52,921 60,736 55,969 225,464 77% 5,638 2,461 2,915 (1,248)}90,76
Gross margin
percentage }\quad77.2% 75.8% 77.7% 76.7% 76.9%
SG&A expense }\begin{array}{lllllllllll}{9,470}&{9,003}&{8,921}&{9,059}&{36,453}&{12%}&{2,984}&{2,144}&{995}&{272}&{6,395}
R&D expense 
Interest income (609)(689)(387) (541)(2,226)
Exchange loss/
gain 
    15,854 15,043 15,294 16,510 62,701 21% 4,114 2,536 2,384 2,301 11,335
```
</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)
(in thousands of \$'s)
<CAPTION>

<TABLE>
Fiscal \(2012 \quad\) Increase (Decrease) From Fiscal 2011

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

