
Hologic Completes Acquisition of Cynosure



- Transaction Provides Entry into Large, Fast-Growing Medical Aesthetics Market, Boosts Hologic's Growth Rate -

Hologic, Inc. has announced that it has completed the acquisition of Cynosure, Inc., a leader in medical aesthetics systems and technologies, for \$66 per share in cash.

"We are pleased to complete our acquisition of Cynosure, and look forward to working with Michael Davin and the entire Cynosure team to achieve even greater success in the large, rapidly growing medical aesthetics market," said Steve MacMillan, Hologic's Chairman, President and Chief Executive Officer. "Acquiring Cynosure, combined with divesting our blood screening business, fundamentally reshapes our business portfolio and makes us a stronger, faster-growing company."

The tender offer by a subsidiary of Hologic for all the outstanding shares of Cynosure Class A Common Stock expired as scheduled at midnight ET on March 21, 2017. A total of 17,047,830 shares of Cynosure Class A Common Stock, representing approximately 70.6% of Cynosure's outstanding shares, were validly tendered into and not validly withdrawn from the tender offer. As a result, Hologic and its subsidiary have accepted for payment and will promptly pay for all shares that were validly tendered and not validly withdrawn.

Following its acceptance of the shares tendered, Hologic caused the merger of its subsidiary with and into Cynosure without a vote of Cynosure's other stockholders, pursuant to Section 251(h) of the Delaware General Corporation Law. As a result of the completed merger, Cynosure became a wholly owned subsidiary of Hologic. In connection with the merger, all eligible Cynosure shares not validly tendered into the tender offer have been canceled and converted into the right to receive \$66 per share, the same price per share offered in the tender offer. As a result of the acquisition, Cynosure shares will cease to be traded on NASDAQ.

Hologic intends to discuss the financial implications of the acquisition on Wednesday, May 10, when the company reports its financial results for the second quarter of fiscal 2017 and provides updated financial guidance.

Morgan Stanley & Co. LLC is serving as financial adviser to Hologic. Wachtell, Lipton, Rosen & Katz is serving as legal adviser. Leerink Partners LLC is serving as financial adviser to Cynosure. Wilmer Cutler Pickering Hale and Dorr LLP is serving as legal adviser.

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