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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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

Date of Report (Date of earliest event reported): **February 4, 2019**

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**QUIDEL CORPORATION**

(Exact name of Registrant as specified in its Charter)

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**Delaware**

(State or other jurisdiction of incorporation)

**0-10961**

(Commission File Number)

**94-2573850**

(IRS Employer Identification No.)

**12544 High Bluff Drive, Suite 200**

**San Diego, California**

(Address of principal executive offices)

**92130**

(Zip Code)

Registrant's telephone number, including area code: **(858) 552-1100**

**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 obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 4, 2019, Thomas D. Brown, 70, informed the Board of Directors (the “Board”) of Quidel Corporation (the “Company”) that he will not seek reelection at the 2019 Annual Meeting of Shareholders that is scheduled to be held on May 14, 2019 (the “Annual Meeting”) and will retire from the Board effective as of the date of the Annual Meeting. Mr. Brown has served on the Board since 2004. The Board acknowledged and thanked Mr. Brown for his many years of dedicated service on the Board.

Effective February 4, 2019, the Compensation Committee of the Board of Directors of Quidel Corporation (the “Company”) approved the Company’s 2019 cash incentive plan applicable to the Company’s executive officers and other members of senior management for the Company’s fiscal year ending December 31, 2019 (the “2019 Cash Incentive Compensation Plan”). Payout under the 2019 Cash Incentive Compensation Plan is predicated upon achievement of (i) revenue targets, (ii) EBITDA targets, and (iii) integration synergy targets, with each of the foregoing as determined by the Board of Directors and/or its Compensation Committee, for the Company’s 2019 fiscal year. A description of the 2019 Cash Incentive Compensation Plan and related target bonuses are set forth on Exhibit 10.1 hereto and are incorporated by reference herein.

On February 4, 2019, the Compensation Committee also approved the Company’s 2019 Annual Equity Incentive Plan (the “2019 Equity Incentive Plan”). The 2019 Equity Incentive Plan provides for grants of equity awards to eligible employees of the Company, including the Company’s executive officers, subject to the terms described below and as set forth on Exhibit 10.2 hereto.

Under the 2019 Equity Incentive Plan, each participating employee receives equity incentive awards in the form of (i) non-qualified stock options; (ii) time-based restricted stock units; and (iii) performance-based restricted stock units. The vesting period for the non-qualified stock options is over four years with the first 50% of such awards vesting at the end of the second-year anniversary of the grant date and the remainder vesting 25% annually on each of the following two anniversaries thereafter. The vesting period for the time-based restricted stock units is 100% of such awards vesting on the four-year anniversary of the grant date. The vesting for the performance-based restricted stock units is 100%, as may be applicable, on the three-year anniversary of the grant date, unless early vesting requirements are met and based on the performance targets set forth on Exhibit 10.2 hereto.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b><u>Exhibit Number</u></b>	<b><u>Description of Exhibit</u></b>
10.1	<a href="#"><u>2019 Cash Incentive Compensation Plan.</u></a>
10.2	<a href="#"><u>2019 Annual Equity Incentive Plan Grants to the Company’s Executive Officers.</u></a>

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## SIGNATURES

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

Date: February 6, 2019

### QUIDEL CORPORATION

By: /s/ Randall J. Steward  
Name: Randall J. Steward  
Its: Chief Financial Officer

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## EXHIBIT INDEX

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10.1	<a href="#"><u>2019 Cash Incentive Compensation Plan.</u></a>
10.2	<a href="#"><u>2019 Annual Equity Incentive Plan Grants to the Company's Executive Officers.</u></a>

### 2019 Cash Incentive Compensation Plan

**Eligible Employees:** All non-Section 16 officers (“Vice Presidents”) and senior executives (Section 16) officers (“Executive Officers”) of the Company are eligible for participation in the Company’s 2019 Cash Incentive Compensation Plan.

**Applicable Period:** The 2019 Cash Incentive Plan applies to performance during the Company’s fiscal year ending December 31, 2019.

**Components of the Plan and Criteria to Fund:** The 2019 Cash Incentive Compensation Plan consists of the following three components: (i) revenue targets; (ii) EBITDA targets, and (iii) integration synergy targets. Each component of the 2019 Cash Incentive Compensation Plan includes targets at minimum, plan, and maximum payout. The minimum targets serve as the threshold upon which the incentive pool will begin to fund for that component. Achievement of the components at plan/target will earn the target cash incentive opportunity. Payout will be calculated along a linear continuum from minimum to plan/target and from plan/target to maximum with the maximum target serving as the point at which the management team will earn the highest possible cash incentive opportunity.

The minimum performance target must be met in order for a portion of the bonus to be paid relative to any one of the three components. Each component will be measured separately. Bonus payouts will be based 45% on achievement of revenue targets, 40% on achievement of EBITDA targets; and 15% on achievement of integration cost synergy targets.

The following table below represents the target bonus and maximum bonus for each of the Company’s Vice Presidents and above and as a percent of such employee’s annual base salary.

Executive Officer	Target	Maximum
President and CEO	115%	175%
Executive Officers (other than President and CEO)	75%	100%
Vice Presidents	50%	70%

## 2019 Annual Equity Incentive Plan

The 2019 Annual Equity Incentive Plan provides for the issuance of equity incentive awards in the form of (i) non-qualified stock options; (ii) time-based restricted stock units; and (iii) performance-based restricted stock units.

<b>Executive Officer</b>	<b>Time-Based Restricted Stock Units (# shares)</b>	<b>Performance-Based Restricted Stock Units (# shares)</b>	<b>Non-Qualified Stock Options (# shares)</b>
Douglas C. Bryant President and Chief Executive Officer	18,720	18,720	37,440
Randall J. Steward Chief Financial Officer	4,831	4,831	9,662
Michael D. Abney, Jr. Senior Vice President, Distribution	3,623	3,623	7,246
Ratan S. Borkar Senior Vice President, International Commercial Operations	3,623	3,623	7,246
Robert J. Bujarski Senior Vice President, Business Development and General Counsel	3,623	3,623	7,246
Werner Kroll Senior Vice President, Research and Development	3,925	3,925	7,850
Edward K. Russell Senior Vice President, Global Commercial Operations	3,623	3,623	7,246

The vesting period for the non-qualified stock is over four years with the first 50% of such option awards vesting at the end of the second-year anniversary of the grant date and the remainder vesting 25% annually on each of the following two anniversaries thereafter.

The vesting period for the time-based restricted stock units is 100% of such equity awards vesting at the end of the four-year anniversary of the grant date.

The vesting for the performance based restricted stock units (PSUs) is over a three-year time period and is tied to the achievement of net revenue growth and EBITDA targets. Each measure will be worth 50% of the PSUs. If both the net revenue and EBITDA targets are achieved, then the PSUs will vest 100% on the date that such target revenues and EBITDA are reported (i.e., the shares would vest and release on the date that 2021 GAAP revenues are reported in 2022). If the Company achieves one of the two targets, then 50% of the PSUs will vest and release on the date that such target revenues and EBITDA are reported. If the Company has not achieved the annual net revenue growth or the EBITDA targets at the end of the three-year period, the PSUs will be canceled. The PSUs may vest early at 50% upon early achievement of either the three-year net revenue growth or EBITDA targets or at 100% upon early achievement of both the targets. The net revenue and EBITDA calculations may be adjusted for the financial impact of merger, acquisition, and divestiture activities and based on the timing of new product launches.