



Life Technologies Corporation

5791 Van Allen Way
Carlsbad, California 92008, USA

Stock Based Incentive Plans

Supplement to the prospectus (initially approved by the Belgian Financial Services and Markets Authority on November 23, 2010 (the "**Prospectus**")) for the individuals located in the European Economic Area ("**EEA**") employed by Life Technologies Corporation or its (direct or indirect) subsidiaries, prepared pursuant to Article 23 of the Belgian Law of June 16, 2006 on the public offerings of securities and the admission to trading of securities on a regulated market.

This supplement to the Prospectus was prepared pursuant to Article 34 of the Belgian Law of June 16, 2006 on the public offerings of securities and the admission to trading of securities on a regulated market and approved by the Belgian Financial Services and Markets Authority on July 26, 2011.

This supplement to the Prospectus was established by the issuer and the issuer is responsible for this supplement to the Prospectus. This supplement to the Prospectus has been approved in connection with the operation proposed to the investors. The visa represents neither an assessment of the transaction's opportunity or quality nor the authentication of the financial and accounting information presented or more generally the issuer's position, by the Belgian Financial Services and Markets Authority.

This supplement to the Prospectus will be made available to the employees of Life Technologies Corporation and its subsidiaries located in the EEA jurisdictions in which offerings under the respective stock based incentive plans are considered public offerings. At the time of the approval of the supplement to the Prospectus, these jurisdictions are Belgium, France, Germany, the Netherlands, Norway and the United Kingdom. This supplement to the Prospectus will be made available on the intranet of Life Technologies Corporation and free paper copies will be available to the employees upon request by contacting their local HR departments. This supplement to the Prospectus must be read together with the Prospectus approved on November 23, 2010.

Company responsible for the supplement to the Prospectus

The responsibility for this supplement to the Prospectus is assumed by Life Technologies Corporation, a company incorporated and existing under the laws of the State of Delaware, U.S.A., with its principal executive offices at 5791 Van Allen Way, Carlsbad, California 92008, U.S.A., represented by its board of directors. Life Technologies Corporation ensures, having taken all reasonable care, that the information contained in this supplement to the Prospectus is, to the best of its knowledge, in accordance with the facts and that this supplement to the Prospectus does not contain omissions likely to affect the import of this supplement to the Prospectus.

Pursuant to the unanimous written consent of the C&OD Committee of Life Technologies Corporation of July 1, 2011, the following amendments to the Prospectus are being made.

1. Amendment to section I.A.1.2. of the Prospectus (page 10 of the Prospectus)

As per August 1, 2011, the following heading must be added to chapter “2. 2010 ESPP” of the Prospectus:

Required Holding Period

The Board of Directors or the Committee of the Company may, on an Offering Period basis, prohibit participants from selling or otherwise transferring shares purchased under the 2010 ESPP until a specified period of time has lapsed after the date of purchase, except in connection with a Change of Control, the death, long-term disability or termination of employment of the participant, or such other events as the Board or Committee may determine. During this restricted period, participants must retain their shares at a broker designated by the Company.

Beginning with the August 1, 2011 Offering period, and subsequent Offering Periods, until further notice, all 2010 ESPP shares will be subject to a one (1) year holding requirement from the date of purchase, with the exception of the 2010 ESPP shares purchased by participants in France and Germany. For France and Germany, the aforementioned one (1) year holding period will become applicable as of the offering period starting on February 1, 2012.

2. Amendment to the Risk Factors: sections I.C.4. and II of the Prospectus (respectively pages 25 and 28 of the Prospectus)

The first bullet point of the second paragraph of section I.C.4. and the first bullet point of the second paragraph of section II of the Prospectus are entirely being replaced as follows (the additional wording being underlined):

“Participation in the ESPP, the 2010 ESPP and/or the 2009 EIP is subject to the same risks as inherent to any investment in shares (such as a change of the stock exchange price of the shares). In particular and to the extent applicable, the one (1) year holding period under the 2010 ESPP implies that the investment will be subject to a change of the stock exchange price of the shares during the one (1) year holding period.”

3. Amendment to the tax supplements (Exhibit IX)

The tax supplements for Belgium, France, Germany, The Netherlands, Norway and the United Kingdom, reflected in Exhibit IX of the Prospectus (pages 40 to 59 of the Prospectus), are entirely replaced by the attached new tax supplements, replacing Exhibit IX of the Prospectus, as per August 1, 2011.

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