

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 14D-1/A

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TENDER OFFER STATEMENT PURSUANT TO SECTION  
14(D)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

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MEDISENSE, INC.  
(NAME OF SUBJECT COMPANY)

AAC ACQUISITION, INC.,  
a wholly owned subsidiary of  
ABBOTT LABORATORIES  
(BIDDERS)

Common Stock and  
Class B Common Stock  
(TITLE OF CLASS OF SECURITIES)

584960108  
(CUSIP NUMBER OF CLASS OF SECURITIES)

Jose M. de Lasa  
Senior Vice President, Secretary  
and General Counsel  
Abbott Laboratories  
100 Abbott Park Road  
Abbott Park, Illinois 60064-3500  
(847) 937-6100  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON  
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS ON  
BEHALF OF BIDDER)

Copy to:  
Robert A. Helman  
Mayer, Brown & Platt  
190 South LaSalle Street  
Chicago, IL 60603  
(312) 782-0600

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule 14D-1 dated April 4, 1996 (the "Schedule 14D-1") of Abbott Laboratories, an Illinois corporation ("Parent") and AAC Acquisition, Inc., a Massachusetts corporation and wholly-owned subsidiary of Parent (the "Purchaser"), filed in connection with the Purchaser's offer to purchase any and all shares of the common stock, \$.01 par value per share (the "Common Stock") and Class B common stock, \$.01 par value per share (the "Class B Common Stock" and together with the Common Stock, the "Shares") of MediSense, Inc., a Massachusetts corporation (the "Company") upon the terms and subject to the conditions set forth in the Schedule 14D-1. Capitalized terms used but not otherwise defined herein shall have the meanings assigned to those terms in the Schedule 14D-1.

ITEM 10. ADDITIONAL INFORMATION.

On April 11, 1996, Parent issued the press release attached hereto as Exhibit (a)(10). The full text of the press release is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS

(a)(10) Press Release dated April 11, 1996.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 16, 1996

AAC ACQUISITION, INC.

/s/ Gary P. Coughlan

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Name: Gary P. Coughlan  
Title: Vice President and Treasurer

ABBOTT LABORATORIES

/s/ Gary P. Coughlan

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Name: Gary P. Coughlan  
Title: Senior Vice President, Finance  
and Chief Financial Officer

FOR IMMEDIATE RELEASE

Media:

Rick Moser, Abbott  
(847) 938-8943

Financial Community:

Patricia Bergeron, Abbott  
(847) 938-5633

ABBOTT LABORATORIES ACQUISITION OF MEDISENSE, INC.  
RECEIVES ANTITRUST CLEARANCE

ABBOTT PARK, Ill., April 11, 1996 -- Abbott Laboratories (NYSE: ABT) announced today that it received early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act applicable to Abbott's pending acquisition of MediSense, Inc. The termination of the Hart-Scott-Rodino waiting period satisfies one the principal conditions to the pending acquisition.

The two companies announced on March 29 that they had signed a definitive agreement through which Abbott will acquire MediSense, the biosensor technology leader in blood glucose self-testing systems for people with diabetes. Abbott commenced a cash tender offer on April 4, 1996, for all outstanding shares of MediSense common stock at a price of \$45 per share. The tender offer is scheduled to expire at midnight, May 1, 1996, subject to customary closing conditions.

Following the tender offer, MediSense will be merged with a wholly owned subsidiary of Abbott Laboratories, and each

remaining MediSense shareholder will receive \$45 per share in exchange for each MediSense share held.

Abbott Laboratories is a worldwide manufacturer of health care products, employing 50,000 people. In 1995, the company's sales and net earnings were \$10.0 billion and \$1.7 billion, respectively, with earnings per share of \$2.12.

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