

Lagarde Michel
Form 4
August 31, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lagarde Michel

2. Issuer Name and Ticker or Trading Symbol
THERMO FISHER SCIENTIFIC INC. [TMO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
168 THIRD AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

WALTHAM, MA 02451

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price (1) (2) (3) (4)	
Common Stock	08/29/2017		A		31,856	A	31,856	D
Common Stock	08/29/2017		A		8,481	A	40,337	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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- (3) The RSUs are scheduled to vest in two equal installments on July 26, 2018 and July 26, 2019.
- (4) The RSUs are scheduled to vest in three equal installments on each anniversary of the grant date of the original Patheon RSU (March 23, 2017).
- Pursuant to the terms of the Purchase Agreement, upon the Closing, each outstanding and unvested option to acquire Patheon Shares (each, a "Patheon Option") that was unvested as of immediately prior to the Closing was canceled and converted into a stock option award, with substantially the same terms and conditions (including with respect to vesting) as were applicable to such Patheon Option as of immediately prior to the Closing, (i) with respect to a number of Thermo Fisher Shares that is equal to (x) 0.1996919 multiplied by (y) the total number of Patheon Shares subject to such Patheon Option as of immediately prior to the Closing (rounded down to the nearest whole share) and (ii) at an exercise price per Thermo Fisher Share that is equal to (x) the exercise price per share of such Patheon Option divided by (y) 0.1996919 (rounded up to the nearest cent).
- (5) Notwithstanding the foregoing, with respect to the performance-based Patheon Options held by Mr. Lagarde, the performance goals were deemed satisfied as of the Closing and the resulting Thermo Fisher options were subject to the following vesting schedule: 50% of the options were deemed vested as of the Closing and 50% of the options would vest in full on the third anniversary of the Closing, subject to Mr. Lagarde's continued employment with Thermo Fisher (or an earlier qualifying termination of employment).
- (6) 50% of the options were deemed vested as of the Closing and 50% of the options are scheduled to vest on the third anniversary of the Closing.
- (7) The options are scheduled to vest in three equal installments on each anniversary of the grant date of the original Patheon Option (March 23, 2017).
- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.