

THERMO FISHER SCIENTIFIC INC.  
Form 8-K  
April 05, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 4, 2016**

**Thermo Fisher Scientific Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**81 Wyman Street**

**1-8002**  
**(Commission**  
**File Number)**

**04-2209186**  
**(IRS Employer**  
**Identification No.)**

**02451**

**Waltham, Massachusetts**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (781) 622-1000**

**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))

**Item 8.01. Other Events.**

On April 4, 2016, Thermo Fisher Scientific Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein, for the issuance and sale by the Company of \$1,000,000,000 aggregate principal amount of 3.000% Senior Notes due 2023 (the Notes ) in a public offering pursuant to a registration statement on Form S-3 (File No. 333-209867) and a related preliminary prospectus supplement and final prospectus supplement filed with the Securities and Exchange Commission (the Offering ).

The Company expects that the net proceeds from the sale of the Notes will be approximately \$986.8 million after deducting the underwriting discount and estimated offering expenses. The Company intends to use the net proceeds of the Offering and cash on hand to redeem all of the outstanding \$1.0 billion aggregate principal amount of the Company's 2.250% senior notes due 2016 that mature on August 15, 2016, all of which will be redeemed on April 19, 2016.

The Notes will be issued pursuant to an indenture (the Indenture ), dated as of November 20, 2009, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee ), as supplemented by the Twelfth Supplemental Indenture, to be dated as of April 13, 2016, between the Company and the Trustee.

The above description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

See Exhibit Index attached hereto.

SIGNATURE

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

THERMO FISHER SCIENTIFIC INC.

Date: April 4, 2016

By: /s/ Seth H. Hoogasian  
Name: Seth H. Hoogasian  
Senior Vice President, General Counsel and  
Title: Secretary

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated April 4, 2016, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein.