THERMO FISHER SCIENTIFIC INC.
Form 8-K
August 06, 2018

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): August 6, 2018

Thermo Fisher Scientific Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware	**1-8002**	**04-2209186**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

168 Third Avenue

Waltham, Massachusetts	**02451**
(Address of Principal Executive Offices)	**(Zip Code)**

(781) 622-1000

(Registrant s telephone number including area code)

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:

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 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.

Item 8.01. Other Events.

On August 6, 2018, Thermo Fisher Scientific (Finance I) B.V. (Thermo Fisher International), an indirect, wholly-owned finance subsidiary of Thermo Fisher Scientific Inc. (the Company), and the Company entered into an underwriting agreement (the Underwriting Agreement) with Merrill Lynch International, as underwriter, for the issuance and sale by Thermo Fisher International of 600,000,000 aggregate principal amount of Floating Rate Senior Notes due 2020 (the Notes) in a public offering pursuant to a registration statement on Form S-3, as amended by the Post-Effective Amendment No.1 thereto (File No. 333-209867), and a related preliminary prospectus supplement filed with the Securities and Exchange Commission on August 6, 2018. The Notes will be fully and unconditionally guaranteed on a senior unsecured basis by the Company (the Guarantee and together with the Notes, the Securities).

The Company expects that the net proceeds from the sale of the Securities will be approximately 597.6 million after deducting the underwriting discount and estimated offering expenses. The Company intends to use the net proceeds of the offering, together with cash on hand, to repay all of the outstanding indebtedness under Thermo Fisher International s Floating Rate Senior Notes due 2018.

The Securities will be issued pursuant to an indenture, dated as of August 9, 2016, among Thermo Fisher International, as issuer, the Company, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee), as supplemented by the Second Supplemental Indenture, to be dated as of August 8, 2018, among Thermo Fisher International, as issuer, the Company, as guarantor, 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.

Exhibit No.	Description
1.1	Underwriting Agreement, dated August 6, 2018, among Thermo Fisher International, as issuer, the Company, as parent guarantor, and Merrill Lynch International, as underwriter.

SIGNATURE

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.

Thermo Fisher Scientific Inc.

Date: August 6, 2018

By: /s/ Michael A. Boxer
Name: Michael A. Boxer
Title: Senior Vice President and General Counsel