

BOSTON SCIENTIFIC CORP  
Form 8-K  
October 31, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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Date of Report (Date of earliest event reported): October 28, 2008

BOSTON SCIENTIFIC CORPORATION  
(Exact name of registrant as specified in charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

1-11083  
(Commission file number)

04-2695240  
(IRS employer identification no.)

One Boston Scientific Place, Natick, Massachusetts  
(Address of principal executive offices)

01760-1537  
(Zip code)

Registrant's telephone number, including area code: (508) 650-8000

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:

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- o Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.  
1.01.

On October 28, 2008, our Board of Directors approved an amendment to and restatement of the Boston Scientific Corporation Deferred Compensation Plan (the "Plan") in order to bring the Plan into compliance with Internal Revenue Code Section 409A and to make several technical and administrative changes. A copy of the Plan, as amended and restated, is filed herewith as Exhibit 10.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit No. Description

10.1 Boston Scientific Corporation Non-Employee Director Deferred Compensation Plan, as Amended and Restated, effective as of January 1, 2009.

SIGNATURE

Pursuant to the requirements of the Securities and 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.

BOSTON SCIENTIFIC CORPORATION

Date: October 31, 2008

By: /s/ Lawrence J. Knopf  
Lawrence J. Knopf  
Senior Vice President and Deputy  
General Counsel

EXHIBIT INDEX

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