

BECTON DICKINSON & CO  
Form 8-K  
March 02, 2018

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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 the earliest event reported): March 1, 2018

BECTON, DICKINSON AND COMPANY  
(Exact name of registrant as specified in its charter)

|   |                                      |  |
|---|--------------------------------------|--|
| New Jersey<br>(State or other jurisdiction of<br>incorporation) | 001-4802<br>(Commission File Number) | 22-0760120<br>(IRS Employer<br>Identification No.) |
|---|--------------------------------------|--|

1 Becton Drive  
Franklin Lakes, New Jersey  
(Address of principal executive offices) (Zip Code)

(201) 847-6800  
(Registrant's telephone number, including area code)

N/A

(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:

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

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Item 8.01 Other Events.

On March 1, 2018, Becton, Dickinson and Company (the “Company” or “BD”) announced the results of its previously announced offer (the “Repurchase Offer”) to repurchase any and all of its outstanding 3.000% Notes due May 15, 2026 (the “Repurchase Notes”). Pursuant to the Repurchase Offer, \$460,687,000 aggregate principal amount of Repurchase Notes were validly tendered and not validly withdrawn, representing approximately 98.04% of the total outstanding aggregate principal amount of Repurchase Notes. The settlement date of the Repurchase Offer is expected to occur on March 6, 2018. Following the settlement of the Repurchase Offer, \$9,255,000 aggregate principal amount of the Repurchase Notes will remain outstanding.

A copy of the press release announcing the results of the Repurchase Offer is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1 Press release of Becton, Dickinson and Company dated March 1, 2018.

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INDEX TO EXHIBITS

Exhibit

NumberDescription

99.1 Press release of Becton, Dickinson and Company dated March 1, 2018.

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SIGNATURES

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.

BECTON,  
DICKINSON AND  
COMPANY  
(Registrant)

By: /s/ Gary DeFazio  
Gary DeFazio  
Senior Vice  
President, Corporate  
Secretary and  
Associate General  
Counsel

Date: March 1, 2018

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