

BECTON DICKINSON & CO
Form 8-K
April 25, 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) April 25, 2018 (April 24, 2018)

BECTON,
DICKINSON
AND
COMPANY
(Exact Name
of Registrant
as Specified in
Its Charter)

New Jersey
(State or Other
Jurisdiction of
Incorporation)

001-4802
(Commission File Number)

22-0760120
(IRS Employer
Identification No.)

1 Becton Drive, Franklin Lakes, New Jersey
(Address of Principal Executive Offices)
(201) 847-6800
(Registrant's
Telephone
Number,
Including Area
Code)

07417-1880
(Zip 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 (see General Instruction A.2. below):

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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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 24, 2018, the Board of Directors of Becton, Dickinson and Company (“BD”) elected Charles Bodner, age 47, to the position of Senior Vice President, Corporate Finance, and Chief Accounting Officer of BD, effective July 1, 2018. In this position, Mr. Bodner will serve as BD’s principal accounting officer, replacing John Gallagher, who has moved to another position within the company. Mr. Bodner had served as BD’s Senior Vice President, Chief Financial Officer, Medical Segment since 2013, and had also served as BD’s Chief Financial Officer, International, since 2017.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 24, 2018, Article IV, Section 1 of the By-Laws of BD concerning board committees was amended to eliminate references to specific committees of the BD board. A copy of BD’s By-Laws, as amended as of April 24, 2018, is filed as Exhibit 3.1 hereto, the terms of which are incorporated herein by reference.

Exhibits

| Exhibit No. | Description of Exhibit |
|-------------|------------------------|
|-------------|------------------------|

| | |
|------------|--|
| <u>3.1</u> | By-laws, as amended as of April 24, 2018 |
|------------|--|

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 and Corporate Secretary

Date: April 25, 2018