

BOSTON SCIENTIFIC CORP
Form 425
December 05, 2005

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): **December 5, 2005**

BOSTON SCIENTIFIC CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware		001-11083		04-2695240
(State or Other Jurisdiction of Incorporation)		(Commission File Number)		(I.R.S. Employer Identification Number)
One Boston Scientific Place, Natick, Massachusetts				01760-1537
(Address of Principal Executive Offices)				(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:

- ý Written communications 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 8.01. Other Events

On December 5, 2005, Boston Scientific Corporation (Boston Scientific) issued a press release announcing its proposal to acquire Guidant Corporation (Guidant). The proposal was communicated on December 5, 2005 in a letter from Pete Nicholas, Chairman of Boston Scientific, and Jim Tobin, President and Chief Executive Officer of Boston Scientific, to James M. Cornelius, Chairman of Guidant. The press release announcing the proposal, including the full text of the proposal letter delivered to Mr. Cornelius, is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

99.1 Press release, dated December 5, 2005

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.

BOSTON SCIENTIFIC CORPORATION

By:	/s/ Lawrence J. Knopf
Name:	Lawrence J. Knopf
Title:	Vice President and Assistant General Counsel

Dated: December 5, 2005