ABBOTT LABORATORIES
Form 8-K
October 29, 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

October 28, 2018

Date of Report (Date of earliest event reported)

ABBOTT LABORATORIES

(Exact name of registrant as specified in charter)

Illinois	**1-2189**	**36-0698440**
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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100 Abbott Park Road

Abbott Park, Illinois 60064-6400

(Address of principal executive offices)(Zip Code)

Registrant s telephone number, including area code: **(224) 667-6100**

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:

o 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))

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 o

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. o

Item 1.02. Termination of a Material Definitive Agreement.

The disclosure set forth in Item 8.01 of this Current Report on Form 8-K relating to the 4.125% Notes (as defined below), 2.000% Notes (as defined below), Abbott 3.25% Notes (as defined below) and STJ 3.25% Notes (as defined below) is incorporated herein by reference.

Item 2.04. Triggering Events that Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

The disclosure set forth in Item 8.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 8.01. Other Events.

On October 28, 2018 (the Redemption Date), Abbott Laboratories (the Company) and its subsidiary, St. Jude Medical, LLC (St. Jude Medical), as applicable, redeemed $3,996,600,000 in aggregate principal amount of senior notes, consisting of (i) all of the $596,614,000 outstanding aggregate principal amount of the Company s 4.125% Notes due 2020 (the 4.125% Notes) at a redemption price equal to 101.814% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon to, but excluding, the Redemption Date, (ii) all of the $750,000,000 outstanding aggregate principal amount of the Company s 2.000% Notes due 2020 (the 2.000% Notes) at a redemption price equal to 100.000% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon to, but excluding, the Redemption Date, (iii) $450,000,000 of the $1,500,000,000 outstanding aggregate principal amount of the Company s 3.400% Notes due 2023 (the 3.400% Notes) at a redemption price equal to 100.940% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon to, but excluding, the Redemption Date, (iv) $1,300,000,000 of the $3,000,000,000 outstanding aggregate principal amount of the Company s 3.750% Notes due 2026 (the 3.750% Notes) at a redemption price equal to 103.033% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon to, but excluding, the Redemption Date, (v) all of the $818,429,000 outstanding aggregate principal amount of the Company s 3.25% Senior Notes due 2023 (the Abbott 3.25% Notes) at a redemption price equal to 100.297% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon to, but excluding, the Redemption Date, and (vi) all of the $81,557,000 outstanding aggregate principal amount of St. Jude Medical s 3.25% Senior Notes due 2023 (the STJ 3.25% Notes) at a redemption price equal to 100.297% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon to, but excluding, the Redemption Date, in each case in accordance with the terms of the indenture governing such senior notes. The partial redemption of the 3.400% Notes and the 3.750% Notes resulted in $1,050,000,000 and $1,700,000,000 aggregate principal amount of the 3.400% Notes and the 3.750% Notes, respectively, remaining outstanding.

The 4.125% Notes were issued pursuant to that certain Indenture, dated as of February 9, 2001, between Abbott Laboratories, as issuer, and The Bank of New York Mellon Trust Company, N.A. (successor in interest to J.P. Morgan Trust Company, National Association, successor in interest to Bank One Trust Company, N.A.), as trustee, as amended and supplemented by that certain Supplemental Indenture, dated as of February 27, 2006, and the Actions of the Authorized Officers, dated as of May 24, 2010. The 2.000% Notes were issued pursuant to that certain Indenture, dated as of March 10, 2015 (the 2015 Base Indenture), between the Company, as issuer, and U.S. Bank National Association, as trustee, as amended and supplemented by the Actions of the Authorized Officers, dated March 5, 2015. The 3.400% Notes and the 3.750% Notes were issued pursuant to the 2015 Base Indenture, as amended and supplemented by that certain Officers Certificate Pursuant to Sections 3.1 and 3.3 of the Indenture, dated as of November 22, 2016. The Abbott 3.25% Senior Notes were issued pursuant to the 2015 Base Indenture, as amended and supplemented by that certain Officers Certificate Pursuant to Sections 3.1 and 3.3 of the Indenture, dated as of March 22, 2017. The STJ 3.25% Notes were issued pursuant to that certain Indenture, dated as of July 28, 2009, between St. Jude Medical, as amended and supplemented by that certain Fourth Supplemental Indenture, dated as of April 2, 2013, that certain Sixth Supplemental Indenture, dated as of January 4, 2017, and that certain Seventh Supplemental Indenture, dated as of March 6, 2017.

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.

ABBOTT LABORATORIES

Date: October 29, 2018	By:	/s/ Brian B. Yoor Brian B. Yoor Executive Vice President, Finance and Chief Financial Officer