

THERMO FISHER SCIENTIFIC INC.  
Form 8-K  
November 19, 2014

**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): November 17, 2014**

**Thermo Fisher Scientific Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**1-8002**  
**(Commission**  
**File Number)**

**04-2209186**  
**(IRS Employer**  
**Identification No.)**

**81 Wyman Street**

**Waltham, Massachusetts**  
**(Address of Principal Executive Offices)**

**02451**  
**(Zip Code)**

**Registrant's telephone number, including area code: (781) 622-1000**

**Not applicable**

**(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):

- .. 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))

**Item 8.01. Other Events.**

On November 17, 2014, Thermo Fisher Scientific Inc. (the *Company* ) entered into an underwriting agreement (the *Underwriting Agreement* ) with HSBC Bank plc, Deutsche Bank AG, London Branch, and The Royal Bank of Scotland plc, as lead managers of the several underwriters named in the Underwriting Agreement, for the issuance and sale by the Company of 640,000,000 aggregate principal amount of 2.000% Senior Notes due 2025 (the *Notes* ) in a public offering pursuant to a registration statement on Form S-3 (File No. 333-187080) and a related preliminary prospectus supplement and final prospectus supplement previously filed with the Securities and Exchange Commission (the *Offering* ).

The Company expects that the net proceeds from the sale of the Notes will be approximately 634.4 million after deducting underwriting discounts and estimated offering expenses. The Company intends to use the anticipated net proceeds of the Offering to repay approximately \$70.0 million of the Company's short-term indebtedness, consisting of commercial paper, and approximately \$600.0 million of the Company's long-term indebtedness, consisting of amounts outstanding under the Company's \$5.0 billion term loan, and for other future debt repayments.

The Notes will be issued pursuant to an indenture (the *Indenture* ), dated as of November 20, 2009, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the *Trustee* ), as supplemented by the Eighth Supplemental Indenture, to be dated as of November 24, 2014, among the Company, the Trustee, and the Bank of New York Mellon, London Branch, as the paying agent.

The above description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

See Exhibit Index attached hereto.

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.

THERMO FISHER SCIENTIFIC INC.

Date: November 19, 2014

By: /s/ Seth H. Hoogasian

Name: Seth H. Hoogasian

Senior Vice President, General Counsel and

Title: Secretary

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated November 17, 2014, among the Company and HSBC Bank plc, Deutsche Bank AG, London Branch, and The Royal Bank of Scotland plc, as lead managers of the several underwriters named in the Underwriting Agreement.