

Edgar Filing: ABBOTT LABORATORIES - Form DFAN14A

ABBOTT LABORATORIES
Form DFAN14A
January 20, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant []
Filed by a Party other than the Registrant |X|

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- |X| Soliciting Material Under Rule 14a-12

THERASENSE, INC.
(Name of Registrant as Specified in its Charter)

ABBOTT LABORATORIES
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check appropriate box):

- |X| No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price of other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

Edgar Filing: ABBOTT LABORATORIES - Form DFAN14A

(3) Filing Party:

(4) Date Filed:

The following are presentation slides shown to employees of TheraSense, Inc. on January 20, 2004:

MediSense (R)

Update

```

-----
|                                     |
| Presentation to:                   |
| Alameda Management Forum         |
|                                     |
| January 20, 2004                  |
|                                     |
| Ed Fiorentino                      |
|                                     |
-----

```

MediSense (R)

ABBOTT 1

```

=====

In connection with the proposed merger, TheraSense will file a proxy statement
and other relevant documents with the Securities and Exchange Commission (SEC).
INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT WHEN IT
BECOMES AVAILABLE AS IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND
RELATED MATTERS. INVESTORS AND SECURITY HOLDERS WILL HAVE ACCESS TO FREE COPIES
OF THE PROXY STATEMENT (WHEN AVAILABLE) AND OTHER DOCUMENTS FILED WITH THE SEC
BY THERASENSE AND ABBOTT THROUGH THE SEC WEB SITE AT WWW.SEC.GOV. THE PROXY
STATEMENT AND RELATED MATERIALS MAY ALSO BE OBTAINED FOR FREE (WHEN AVAILABLE)
FROM THERASENSE BY DIRECTING A REQUEST TO: INVESTOR RELATIONS, THERASENSE,
INC., 1360 SOUTH LOOP ROAD, ALAMEDA, CA 94502; PHONE (510) 749-5400. DOCUMENTS
FILED WITH THE SEC BY ABBOTT MAY ALSO BE OBTAINED FOR FREE (WHEN AVAILABLE)
FROM ABBOTT BY DIRECTING A REQUEST TO: INVESTOR RELATIONS, ABBOTT LABORATORIES,
100 ABBOTT PARK, ROAD, ABBOTT PARK, IL 60064; PHONE (847) 937-7300.

=====

```

```

=====

TheraSense, Abbott and their respective directors, executive officers, certain
members of management and employees, may be deemed to be participants in the
solicitation of proxies in connection with the proposed merger. Information
regarding the persons who may, under the rules of the SEC, be considered to be
participants in the solicitation of TheraSense's stockholders and their
interests in in the solicitation will be set forth in the proxy statement when
it is filed with the SEC.

=====

```

Forward-Looking Statements

Some statements in this presentation may be forward-looking statements for purposes of the Private Securities Litigation Reform Act of 1995. Abbott and TheraSense caution that these forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those indicated in the forward-looking statements including that the conditions precedent to the completion of the acquisition may not be satisfied or necessary regulatory approval will not be obtained. Economic, competitive, governmental, technological and other factors that may affect Abbott's operations are discussed in Exhibit 99.1 of its Securities and Exchange Commission Form 10-Q for the period ended Sept. 30, 2003, and are incorporated by reference. For a description of factors that may affect TheraSense's future results, see discussion under "Risk Factors Affecting Operations and Future Results" in TheraSense's Form 10-Q for the quarter ended Sept. 30, 2003, and periodic reports filed with the Securities and Exchange Commission. Abbott and TheraSense undertake no obligation to release publicly any revisions to forward-looking statements as the result of subsequent events or developments.

Diabetes - a significant, growing global health care problem.

- o WHO estimates 185MM people with diabetes worldwide, with only 40% diagnosed.
- o Projected to grow to 500MM by 2025, due to aging population, sedentary lifestyle, and increasing obesity.
- o Daily monitoring of blood glucose is required to avoid both the short and long-term complications of diabetes.

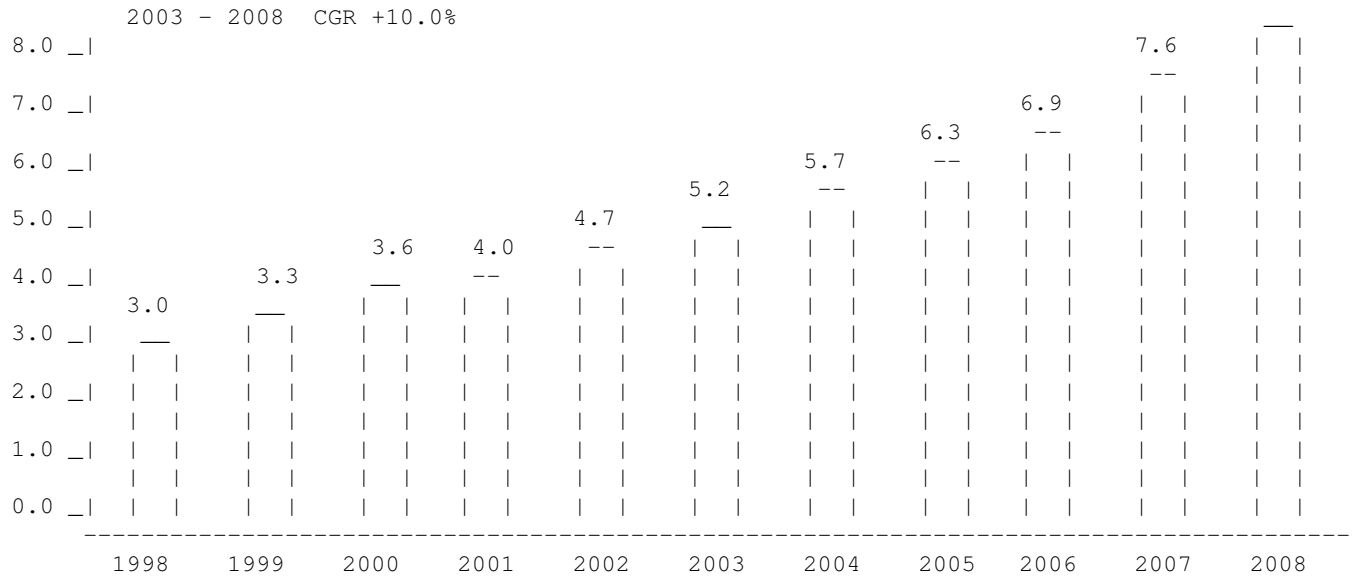
Worldwide Glucose Testing Market

Sales (\$B)

9.0 _| 1998 - 2003 CGR +11.8%

8.3

Edgar Filing: ABBOTT LABORATORIES - Form DFAN14A



MediSense (R)

ABBOTT 5

Glucose Testing Market - Sales/Market Share

[PIE CHART GRAPHIC OMITTED]

2003 Market Share (Est.)	(\$MM)	2003 Sales Est.
Roche	36%	1870
J&J	27%	1400
Bayer	13%	670
MediSense	10.5%	542
TheraSense	4%	210
Other	9.5%	475
\$ 5.2 Billion Other (B-D, HDI, Menarini) Regional Players		

MediSense (R)

ABBOTT 6

Glucose Monitoring Technology Trends

Edgar Filing: ABBOTT LABORATORIES - Form DFAN14A

1980 - 2005

- o Smaller meters
- o Smaller sample requirements (10 ul to <1 ul)
- o Shorter assay time (45 seconds to 5 seconds)
- o Time/date features
- o Expanded memory

2005 - 2015

- o Additional improvements in fingerstick systems
- o Continuous monitoring systems
- o Integrated testing systems
- o Open/closed-loop systems
- o Non-invasive systems?

=====

MediSense (R) ABBOTT 7

MediSense Situation Analysis

<ul style="list-style-type: none"> o Double digit sales growth o MediSense key successes <ul style="list-style-type: none"> o First Biosensor product o Ketone testing o Point of care systems o Strong global presence <ul style="list-style-type: none"> o \$542MM sales (60%+ international) o 10.5% overall market share 	<p>Sales (\$MM)</p> <p>[GRAPHIC OMITTED]</p> <p>(\$ Millions)</p> <table border="0" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="border-bottom: 1px dashed black;"></th> <th style="border-bottom: 1px dashed black;">1998</th> <th style="border-bottom: 1px dashed black;">1999</th> <th style="border-bottom: 1px dashed black;">2000</th> <th style="border-bottom: 1px dashed black;">2001</th> <th style="border-bottom: 1px dashed black;">2002</th> </tr> </thead> <tbody> <tr> <td>US</td> <td>124</td> <td>142</td> <td>189</td> <td>190</td> <td></td> </tr> <tr> <td>International</td> <td>202</td> <td>232</td> <td>246</td> <td>265</td> <td></td> </tr> <tr> <td style="border-top: 1px dashed black;">Total</td> <td style="border-top: 1px dashed black;">326</td> <td style="border-top: 1px dashed black;">374</td> <td style="border-top: 1px dashed black;">435</td> <td style="border-top: 1px dashed black;">455</td> <td></td> </tr> </tbody> </table> <p>98-03 CGR = 10.7%</p>		1998	1999	2000	2001	2002	US	124	142	189	190		International	202	232	246	265		Total	326	374	435	455	
	1998	1999	2000	2001	2002																				
US	124	142	189	190																					
International	202	232	246	265																					
Total	326	374	435	455																					

=====

MediSense (R)

TheraSense Overview

<ul style="list-style-type: none"> o Highly attractive start-up with excellent IP o Low volume/rapid assay products <ul style="list-style-type: none"> o Less pain/high AST success o Only .3 ul blood sample o 7-second assay time 	<p>Sales (\$MM)</p> <p>[GRAPHIC OMITTED]</p> <p>\$MM</p> <table border="0" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="border-bottom: 1px dashed black;"></th> <th style="border-bottom: 1px dashed black;">2000</th> <th style="border-bottom: 1px dashed black;">2001</th> <th style="border-bottom: 1px dashed black;">2002</th> <th style="border-bottom: 1px dashed black;">2003</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>		2000	2001	2002	2003					
	2000	2001	2002	2003							

Edgar Filing: ABBOTT LABORATORIES - Form DFAN14A

o Freestyle, Flash/Mini platforms	US International	6 0	72 0	154 24	1 2
o Strong Pipeline	Total	6	72	178	2
o Navigator (continuous monitoring)					
o Deltec Cozmore partnership					
o Integrated Systems					
o Significant, sustained penetration of the US market.					
o 2003 projected sales of \$210MM.					

MediSense (R)

ABBOTT

TheraSense Product Portfolio

FreeStyle		FreeStyle Flash
o Foundation product		o 4Q '03 launch
o 0.3ul sample [GRAPHIC OMITTED]		o Smallest meter [GRAPHIC OMITTED]
o 15 second assay		o 7 second assay [GRAPHIC OMITTED]
o High AST success		o Lighting features
FreeStyle Tracker		Deltec Cozmore
[GRAPHIC OMITTED]		[GRAPHIC OMITTED]
		Insulin Pump
		Navigator
		[GRAPHIC OMITTED]
		3 day CGMS patch in development

=====
MediSense (R)

ABBOTT 10

MediSense & TheraSense

- | | |
|---------------------------------|-----------------------------|
| o Leading technology | o Strong pipeline |
| o Current products | o Navigator CGMS |
| o Freestyle (less pain, AST) | o Next generation Freestyle |
| o Flash (Type I, children) | o Integrated systems |
| o Precision Xtra (ketones) | o Precision Xceed |
| o Precision PCx (point of care) | o G3b, G3c |
| | o Next generation PCx |

Edgar Filing: ABBOTT LABORATORIES - Form DFAN14A

- o Critical mass/global presence

=====
MediSense (R)

ABBOTT 11

----- Integration Plan Process -----

- o Maintain operational and competitive independence pending deal close.
- o Transition Team Process
 - o Staffed with function heads and/or key players
 - o Establish global objectives, guiding principles, and processes
 - o Establish timelines and budgets
 - o Oversee functional objectives, principles, timelines, and budgets
 - o Manage information flow and communications
- o Steering Committee
 - o Provide direction, mentorship, and guidance to transition team
 - o Approve key transition team decisions
 - o Facilitate execution of transition team

=====
MediSense (R)

ABBOTT 12

----- Goals of the Integration -----

- o Rapid transition to new structure
- o Retention of key talent
- o Complete integration with fairness and professionalism
- o Rapid launch of new products
 - o Freestyle
 - o Flash
 - o Xceed
 - o G3b
 - o PCx G3a
- o Successful preparation for Navigator

Edgar Filing: ABBOTT LABORATORIES - Form DFAN14A

- o Market
- o Reimbursement
- o FDA
- o Ops

=====
MediSense (R) ABBOTT 13

Our Mission & Core Values

Together we will

- o Improve the lives of people with diabetes through research and innovation
- o Ensure quality and integrity in everything we do
- o Develop our people and perform at the highest level

=====
MediSense (R) ABBOTT 14

Our Vision

Together we will
build to a Billion and
become a top tier
player!!

=====
MediSense (R) ABBOTT 15

Welcome to

Edgar Filing: ABBOTT LABORATORIES - Form DFAN14A

Abbott Laboratories

Rick Gonzalez
President and Chief Operating Officer
Medical Products Group

=====
MediSense (R)

ABBOTT 1

=====
Abbott Laboratories
=====

Abbott Today

- o 70,000+
Employees
- o Customers in
130+ countries
- o 2003 Sales
\$19.7 billion
- o Broad-based
diversified
business model

[PHOTO OMITTED]

=====
MediSense (R)

ABBOTT 2

=====
Abbott Laboratories
=====

Broad-based Business Model

[PIE CHART OMITTED]

2003 Sales by Division
Total: \$19.7 billion

Pharmaceutical
Products Group
\$11.5 billion

International	29%
Pharmaceutical	29%

Medical
Products Group

Edgar Filing: ABBOTT LABORATORIES - Form DFAN14A

\$8.2 billion

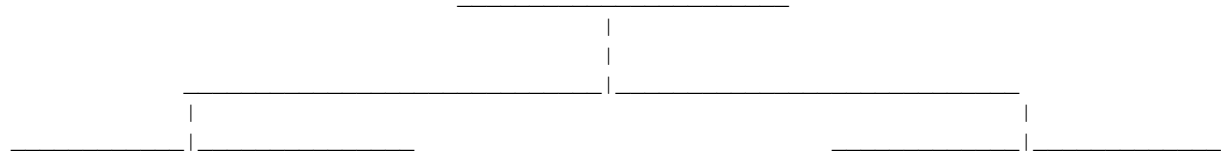
Hospital Products	16%
Ross Products	11%
Diagnostics	15%

=====
MediSense (R) ABBOTT 3

Abbott Leadership

=====

Miles White
Chairman and CEO



Jeff Leiden, M.D., Ph.D.
President and
Chief Operating Officer,
Pharmaceutical Products Group

Rick Gonzalez
President and
Chief Operating Officer,
Medical Products Group

- Pharmaceuticals
- Abbott International
- Global Pharma R&D
- Global Pharma Operation

- Diagnostics
- MediSense Diabetes Care
- Molecular Diagnostics
- Vascular Devices
- Spinal Concepts
- Ross Nutritionals
- Animal Health

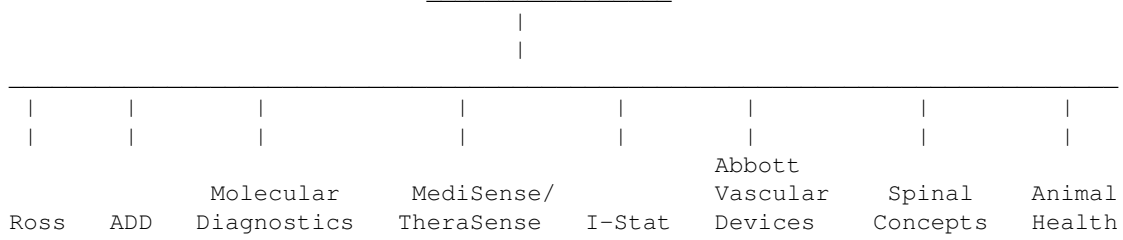
=====
MediSense (R) ABBOTT 4

The Medical Products Business

=====

Operating Model

Medical
Products Group



- o Flat organizational structure encourages businesses to be more independent and responsive
- o Entrepreneurial operating model improves speed, innovation and productivity of new product development

=====
 MediSense (R) ABBOTT 5

Medical Products Group

Vision

Utilize our strengths in Diagnostics, Devices, Pharmaceuticals and Nutritionals to bring Innovation Clinical Solutions to patients and healthcare providers.

=====
 MediSense (R) ABBOTT 6

Key Priorities

Medical Products Group

- o Build businesses in high growth, innovative market segments
- o Maintain leadership in Diagnostics and Nutritionals
- o Grow leadership positions in Diabetes, Vascular and Molecular Diagnostics

Edgar Filing: ABBOTT LABORATORIES - Form DFAN14A

- o Utilize our product diversity to bring breakthrough products to the market
- o Marketing and R&D Driven Business Model (Investment)
- o Achieve #1 or #2 position in every major business

=====
MediSense (R)

ABBOTT 7

Work/life Programs
=====

[PHOTOS OMITTED]

Work/life program highlights:

- Largest on-site child care facility in Illinois and among top five largest in the country
- Adoption assistance and related benefits
- Health and wellness programs
- Convenience services

Awards and recognition

- Top 10 of the "100 Best Companies for Working Mothers," Working Mother No. 3 for "Best Company Benefits," Money
- Top 10 "Companies for Women," Health
- "Governor's Family Investment Award," Illinois
- Corporate Friend of Children Award, Child Welfare League of America

=====
MediSense (R)

ABBOTT 8

Diversity/Inclusion Program
=====

[PHOTOS OMITTED]

Diversity/Inclusion program highlights:

- Executive Inclusion Council, chaired by CEO
- 80% increase in women management in last four years
- Women Leaders in Action

Awards and recognition

- "50 Best Companies for Asians, Blacks and Hispanics," FORTUNE

- Ranked #13 in Black Collegian magazine's Top 50 Diversity Employers Survey in 2002 -- and first among all

Edgar Filing: ABBOTT LABORATORIES - Form DFAN14A

pharmaceutical companies.

=====
MediSense (R)

ABBOTT 9

=====
Community & Social Initiatives
=====

[PHOTO OMITTED]

Step Forward...for the world's children
Helps orphans and vulnerable children
affected by HIV/AIDS in Romania,
Tanzania, Burkina Faso and India

Abbott Access
Programs that expand access to Abbott's HIV drugs and rapid
tests in Africa and least developed countries

Determine HIV Donation Program
Aimed at preventing mother-to-child transmission of HIV in
developing world

Tanzania Care
Established to improve public health care infrastructure and
improve services and access to care for people living with HIV in
Tanzania

=====
MediSense (R)

ABBOTT 10

=====
Welcome to
Abbott Laboratories

Rick Gonzalez
President and Chief Operating Officer
Medical Products Group

=====
MediSense (R)

ABBOTT 11

=====
In connection with the proposed merger, TheraSense will file a proxy statement
and other relevant documents with the Securities and Exchange Commission
(SEC). INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT
WHEN IT BECOMES AVAILABLE AS IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE

Edgar Filing: ABBOTT LABORATORIES - Form DFAN14A

MERGER AND RELATED MATTERS. INVESTORS AND SECURITY HOLDERS WILL HAVE ACCESS TO FREE COPIES OF THE PROXY STATEMENT (WHEN AVAILABLE) AND OTHER DOCUMENTS FILED WITH THE SEC BY THERASENSE AND ABBOTT THROUGH THE SEC WEB SITE AT WWW.SEC.GOV. THE PROXY STATEMENT AND RELATED MATERIALS MAY ALSO BE OBTAINED FOR FREE (WHEN AVAILABLE) FROM THERASENSE BY DIRECTING A REQUEST TO: INVESTOR RELATIONS, THERASENSE, INC., 1360 SOUTH LOOP ROAD, ALAMEDA, CA 94502; PHONE (510) 749-5400. DOCUMENTS FILED WITH THE SEC BY ABBOTT MAY ALSO BE OBTAINED FOR FREE (WHEN AVAILABLE) FROM ABBOTT BY DIRECTING A REQUEST TO: INVESTOR RELATIONS, ABBOTT LABORATORIES, 100 ABBOTT PARK, ROAD, ABBOTT PARK, IL 60064; PHONE (847) 937-7300.

TheraSense, Abbott and their respective directors, executive officers, certain members of management and employees, may be deemed to be participants in the solicitation of proxies in connection with the proposed merger. Information regarding the persons who may, under the rules of the SEC, be considered to be participants in the solicitation of TheraSense's stockholders and their interests in in the solicitation will be set forth in the proxy statement when it is filed with the SEC.

=====