

BECTON DICKINSON & CO  
Form 8-K  
December 01, 2016

**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 1, 2016 (December 1, 2016)**

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

**New Jersey**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-4802**  
**(Commission**  
**File Number)**

**22-0760120**  
**(I.R.S. Employer**  
**Identification No.)**

**1 Becton Drive,**

**Franklin Lakes, New Jersey**  
**(Address of Principal Executive Offices)**

**07417-1880**  
**(Zip Code)**

**Registrant's telephone number, including area code: (201) 847-6800**

**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 December 1, 2016, Becton, Dickinson and Company ( BD ) entered into an underwriting agreement (the Underwriting Agreement ) with Citigroup Global Markets Limited, Barclays Bank PLC, BNP Paribas and the other underwriters named therein (the Underwriters ) in connection with the offer and sale by BD to the Underwriters (the Offering ) of 500,000,000 aggregate principal amount of 1.000% Senior Notes due 2022 and 500,000,000 aggregate principal amount of 1.900% Senior Notes due 2026 (collectively, the notes ).

BD intends to use the net proceeds from the Offering, together with other sources of liquidity, to fund the purchase price and accrued and unpaid interest for BD s notes validly tendered and accepted for payment in one of the cash tender offers previously announced by BD. BD expects that the Offering will be completed on or about December 9, 2016, subject to customary closing conditions.

The foregoing description of the Underwriting Agreement does not purport to be a complete description and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

- 1.1 Underwriting Agreement, dated December 1, 2016, by and among Becton, Dickinson and Company and Citigroup Global Markets Limited, Barclays Bank PLC, BNP Paribas and the other underwriters named therein.

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, Corporate Secretary and  
Associate General Counsel

Date: December 1, 2016

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated December 1, 2016, by and among Becton, Dickinson and Company and Citigroup Global Markets Limited, Barclays Bank PLC, BNP Paribas and the other underwriters named therein.