

BECTON DICKINSON & CO  
Form 8-K  
March 17, 2015

**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 the earliest event reported): March 17, 2015**

**BECTON, DICKINSON AND COMPANY**

**(Exact name of registrant as specified in its charter)**

**New Jersey**  
**(State or other jurisdiction**

**of incorporation)**

**001-4802**  
**(Commission**

**File Number)**  
**1 Becton Drive**

**22-0760120**  
**(IRS Employer**

**Identification No.)**

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**Franklin Lakes, New Jersey 07417-1880**

**(Address of principal executive offices)(Zip Code)**

**(201) 847-6800**

**(Registrant's telephone number, including area code)**

**N/A**

**(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:

- .. 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.**

Becton, Dickinson and Company ( BD ) is registering 104,484 shares (the Shares ) of its common stock, par value \$1.00 per share, under BD s registration statement on Form S-3 (File No. 333-183059) (the Registration Statement ), as supplemented by a prospectus supplement, dated as of March 17, 2015, filed with the Securities and Exchange Commission on March 17, 2015. The Shares are issuable to certain former employees of CareFusion Corporation and employees of certain former affiliates of CareFusion Corporation upon the vesting or exercise of certain equity awards issued under the CareFusion Corporation 2009 Long-Term Incentive Plan that BD agreed to assume in connection with its previously announced acquisition of CareFusion Corporation.

Attached hereto and incorporated by reference to the Registration Statement as Exhibits 4.6 and 5.2, respectively, are copies of the CareFusion Corporation 2009 Long-Term Incentive Plan and the opinion of Jeffrey S. Sherman, as General Counsel for BD.

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

(d) Exhibits

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.6	CareFusion Corporation 2009 Long-Term Incentive Plan
5.2	Opinion of Jeffrey S. Sherman, as General Counsel for Becton, Dickinson and Company

**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

Name: Gary DeFazio

Title: Vice President and Corporate Secretary

Date: March 17, 2015

**EXHIBIT INDEX**

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