

ABBOTT LABORATORIES
Form S-8
October 12, 2018

As filed with the Securities and Exchange Commission on October 12, 2018

Registration No. 333 -

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933**

Abbott Laboratories

(Exact Name of Registrant as Specified in its Charter)

Illinois
(State or Other Jurisdiction
of Incorporation or Organization)

36-0698440
(I.R.S. Employer Identification No.)

100 Abbott Park Road
Abbott Park, Illinois 60064-6400
(Address of Principal Executive Offices)

MANAGEMENT SAVINGS PLAN
(Full Title of the Plan)

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Hubert L. Allen

Abbott Laboratories

100 Abbott Park Road

Abbott Park, Illinois 60064-6400

(224) 667-6100

(Name, Address and Phone Number of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Securities Exchange Act of 1934. Check one:

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be | Amount to be | Proposed | Proposed | Amount of |
|-----------------------------------|----------------|--------------|-------------------|-----------|
| | | Registered | Registered | |
| | Registered | Per Share(1) | Offering Price(1) | |
| Deferred Compensation Obligations | \$ 100,000,000 | N/A | \$ 100,000,000 | \$ 12,120 |

(1) The deferred compensation obligations are unsecured obligations of Abbott Laboratories to pay deferred compensation in accordance with the terms of the Management Savings Plan (f/k/a the St. Jude Medical, Inc. Management Savings Plan).

EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8, the contents of Abbott Laboratories' Registration Statement on Form S-8, File No. 333-215423 (the "Prior Registration Statement"), are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Abbott Laboratories, an Illinois corporation (the "Company" or the "Registrant"), with the Securities and Exchange Commission (the "Commission") are incorporated by reference in this Registration Statement:

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 2017;
- (b) The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018 and June 30, 2018;
- (c) The Company's Current Reports on Form 8-K filed on March 22, 2018, April 30, 2018, June 8, 2018, June 22, 2018, and September 28, 2018;
- (d) The description of Abbott's common shares, without par value, contained in its Registration Statement on Form 8-A filed with the SEC on November 15, 1999 (File No. 001-02189), as amended by its Registration Statement on Form 8-A/A Amendment No. 1 filed with the SEC on January 10, 2007 (File No. 001-02189), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

| Exhibit Numbers | Description |
|----------------------------|--|
| 4.1 | <u>Restated Articles of Incorporation of Abbott Laboratories (incorporated by reference to Exhibit 3.1 of Abbott Laboratories Quarterly Report for the quarter ended March 31, 1998; File No. 1-2189)</u> |
| 4.2 | <u>By-Laws of Abbott Laboratories, as amended and restated effective June 8, 2018 (incorporated by reference to Exhibit 3.1 to Abbott Laboratories Current Report on Form 8-K dated June 8, 2018; File No. 1-2189)</u> |
| 4.3 | <u>Management Savings Plan, as amended and restated (incorporated by reference to Exhibit 10.83 to the Abbott Laboratories Annual Report on Form 10-K for the year ended December 31, 2017; File No. 1-2189).</u> |
| 5.1 | <u>Opinion of Mayer Brown LLP</u> |
| 23.1 | <u>Consent of Ernst & Young LLP</u> |
| 23.2 | <u>Consent of Mayer Brown LLP (included in Exhibit 5.1)</u> |
| 24.1 | <u>Power of Attorney (included on signature page of this Registration Statement)</u> |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in North Chicago, Illinois, on October 12, 2018.

ABBOTT LABORATORIES

By: */s/ Miles D. White*
Miles D. White
Chairman of the Board and Chief Executive Officer

Each person whose signature appears below constitutes and appoints, jointly and severally, Miles D. White and Hubert L. Allen, and each of them, as his or her attorneys-in-fact and agents, each with the power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on October 12, 2018.

| Signature | Title |
|---|--|
| <i>/s/ Miles D. White</i> Miles D. White | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) |
| <i>/s/ Brian B. Yoor</i> Brian B. Yoor | Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer) |
| <i>/s/ Robert E. Funck</i> Robert E. Funck | Senior Vice President, Finance and Controller (Principal Accounting Officer) |
| <i>/s/ Robert J. Alpern, M.D.</i> Robert J. Alpern, M.D. | Director |
| <i>/s/ Roxanne S. Austin</i> Roxanne S. Austin | Director |

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| | |
|--|----------|
| /s/ Sally E. Blount, Ph.D. Sally E. Blount, Ph.D. | Director |
| /s/ Michelle A. Kumbier Michelle A. Kumbier | Director |
| /s/ Edward M. Liddy Edward M. Liddy | Director |
| /s/ Nancy McKinstry Nancy McKinstry | Director |
| /s/ Phebe N. Novakovic Phebe N. Novakovic | Director |
| /s/ William A. Osborn William A. Osborn | Director |
| /s/ Samuel C. Scott III Samuel C. Scott III | Director |
| /s/ Daniel J. Starks Daniel J. Starks | Director |
| /s/ John G. Stratton John G. Stratton | Director |
| /s/ Glenn F. Tilton Glenn F. Tilton | Director |