

THERMO FISHER SCIENTIFIC INC.  
Form 8-K  
August 17, 2012

**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): August 15, 2012

**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.)

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**81 Wyman Street**

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

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

**02451**  
(Zip Code)

**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 August 15, 2012, Thermo Fisher Scientific Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Goldman, Sachs & Co., J.P. Morgan Securities LLC and RBS Securities Inc., as representatives of the several underwriters named in the Underwriting Agreement, for the issuance and sale by the Company of \$500,000,000 aggregate principal amount of 1.850% Senior Notes due 2018 (the 2018 Notes) and \$800,000,000 aggregate principal amount of 3.150% Senior Notes due 2023 (the 2023 Notes), and together with the 2018 Notes, the Notes), in a public offering pursuant to a registration statement on Form S-3 (File No. 333-166176) and a related preliminary prospectus supplement and final prospectus supplement 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 \$1.285 billion after deducting underwriting discounts and estimated offering expenses. The Company intends to use the anticipated net proceeds of the Offering to fund the cash consideration payable for the Company's acquisition of One Lambda, Inc., a California corporation (the One Lambda Acquisition), which is estimated to aggregate approximately \$925 million in cash and to pay certain costs associated with the One Lambda Acquisition. If the Company is unable to issue the Notes in the anticipated amounts, the Company intends to finance any shortfall with a combination of borrowings under the Company's revolving credit facilities and/or the issuance of commercial paper.

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 Fifth Supplemental Indenture to be dated as of August 22, 2012 between the Company and the Trustee.

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.

Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Company, has issued an opinion to the Company, dated August 15, 2012, regarding the legality of the Notes. A copy of the opinion as to legality is filed as Exhibit 5.1 hereto.

In connection with the Offering, the Company is filing the Statement Regarding Computation of Ratio of Earnings to Fixed Charges under Exhibit 12.1 to this Current Report on Form 8-K.

**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: August 17, 2012

By: /s/ Seth H. Hoogasian

Name: Seth H. Hoogasian

Title: Senior Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated August 15, 2012, among the Company and Goldman, Sachs & Co., J.P. Morgan Securities LLC and RBS Securities Inc., as representatives of the several underwriters named in the Underwriting Agreement.
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP.
12.1	Statement Regarding Computation of Ratio of Earnings to Fixed Charges.
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (contained in Exhibit 5.1 above).