

ZYMOGENETICS INC  
Form SC TO-C  
September 10, 2010

**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): September 9, 2010 (September 7, 2010)**

**BRISTOL-MYERS SQUIBB COMPANY**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-1136**  
**(Commission File Number)**

**22-079-0350**  
**(IRS Employer**

**Identification Number)**

**345 Park Avenue**  
**New York, NY, 10154**

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(Address of Principal Executive Office)

**Registrant's telephone number, including area code: (212) 546-4000**

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 September 7, 2010, Bristol-Myers Squibb Company and ZymoGenetics, Inc. issued a press release announcing that the companies have signed a definitive merger agreement that provides for the acquisition of ZymoGenetics, Inc. by the Company, for \$9.75 per share in cash. A copy of the press release announcing the planned acquisition is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

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

**(d) Exhibits.**

99.1 Joint Press Release of Bristol-Myers Squibb Company and ZymoGenetics, Inc., dated September 7, 2010.

**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.

Dated: September 9, 2010

BRISTOL-MYERS SQUIBB COMPANY

By: /s/ Sandra Leung  
Name: Sandra Leung  
Title: General Counsel and Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Joint Press Release of Bristol-Myers Squibb Company and ZymoGenetics, Inc., dated September 7, 2010.