

THERMO FISHER SCIENTIFIC INC.
Form 8-A12B
July 24, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Thermo Fisher Scientific Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

168 Third Avenue

Waltham, Massachusetts
(Address of principal executive offices)

04-2209186
(I.R.S. Employer Identification No.)

02451

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| Floating Rate Senior Notes due 2019 | New York Stock Exchange LLC |
| 1.400% Senior Notes due 2026 | New York Stock Exchange LLC |
| 1.950% Senior Notes due 2029 | New York Stock Exchange LLC |
| 2.875% Senior Notes due 2037 | New York Stock Exchange LLC |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:

333-209867

(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Thermo Fisher Scientific Inc. (the *Company*) has filed with the Securities and Exchange Commission (the *Commission*) pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the *Securities Act*), a prospectus supplement, dated July 18, 2017 (the *Prospectus Supplement*), and the accompanying prospectus, dated August 1, 2016 (the *Base Prospectus*). The Prospectus Supplement relates to the Company's offering of 500,000,000 aggregate principal amount of its Floating Rate Senior Notes due 2019 (the *Floating Rate Notes*), 700,000,000 aggregate principal amount of its 1.400% Senior Notes due 2026 (the *2026 Notes*), 700,000,000 aggregate principal amount of its 1.950% Senior Notes due 2029 (the *2029 Notes*) and 700,000,000 aggregate principal amount of its 2.875% Senior Notes due 2037 (the *2037 Notes*) and, together with the Floating Rate Notes, the 2026 Notes and the 2029 Notes, the *Notes*). The Base Prospectus forms a part of the Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (File No. 333-209867), filed with the Commission on August 1, 2016, which amends the Registration Statement on Form S-3 (File No. 333-209867), filed with the Commission on March 1, 2016.

Item 1. Description of Registrant's Securities to be Registered.

The descriptions under the heading "Description of the Notes" in the Prospectus Supplement and "Description of Thermo Fisher Debt Securities" in the Base Prospectus are incorporated by reference herein. Copies of such descriptions will be filed with The New York Stock Exchange.

Item 2. Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 4.1 | Indenture, dated as of November 20, 2009, between the Company and The Bank of New York Mellon Trust Company, N.A. (incorporated herein by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on November 20, 2009 (File No. 001-08002)). |
| 4.2 | Sixteenth Supplemental Indenture, dated as of July 24, 2017, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee, including forms of the Notes (incorporated herein by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed with the Commission on July 24, 2017 (File No. 001-08002)). |
| 4.3 | Paying Agency Agreement, dated as of July 24, 2017, between the Company and The Bank of New York Mellon, London Branch, as paying agent (incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K filed with the Commission on July 24, 2017 (File No. 001-08002)). |
| 4.4 | Calculation Agency Agreement, dated as of July 24, 2017, between the Company and The Bank of New York Mellon, London Branch, as calculation agent (incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K filed with the Commission on July 24, 2017 (File No. 001-08002)). |
| 4.5 | Form of Floating Rate Senior Notes due 2019 (included in Exhibit 4.2). |
| 4.6 | Form of 1.400% Senior Notes due 2026 (included in Exhibit 4.2). |
| 4.7 | Form of 1.950% Senior Notes due 2029 (included in Exhibit 4.2). |
| 4.8 | Form of 2.875% Senior Notes due 2037 (included in Exhibit 4.2). |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

THERMO FISHER SCIENTIFIC INC.

Date: July 24, 2017

By: /s/ Seth H. Hoogasian
Name: Seth H. Hoogasian

Title: Senior Vice President and General Counsel