

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) February 5, 2019

**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)

22-0760120

(IRS Employer Identification No.)

1 Becton Drive, Franklin Lakes, New Jersey

(Address of Principal Executive Offices)

07417-1880

(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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

## ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On February 5, 2019, Becton, Dickinson and Company (“BD”) issued a press release announcing its financial results for its first fiscal quarter ending December 31, 2018. A copy of the press release is furnished as Exhibit 99.1 to this report.

The press release furnished as Exhibit 99.1 contains certain financial measures that differ from those presented in accordance with U.S. generally accepted accounting principles (“non-GAAP measures”), as follows:

- Currency-Neutral Revenue Growth. We present revenue growth rates for the quarter, and our estimated revenue growth for fiscal year 2019, after eliminating the effect of foreign currency translation, which can fluctuate from period to period. Management believes these adjustments help investors to better understand the underlying performance (and anticipated performance) of BD compared to the prior periods.
- Comparable Revenue Growth. We present revenues and revenue growth for the quarter, and our estimated revenue growth for fiscal year 2019, on a “comparable”, currency-neutral basis, which includes the results of C.R. Bard, Inc. (“Bard”) in the prior year period, with adjustments to (1) account for the movement of certain product lines between our Medical segment and Interventional segment, (2) eliminate the revenues relating to divestitures, (3) account for the reclassification of certain royalties previously reported by Bard as revenues; and (4) eliminate intercompany revenues. We believe these measures help investors better understand and evaluate the performance of the combined company following the Bard acquisition, as well as our revenue guidance for fiscal year 2019 in relation to fiscal year 2018, as they allow for year-to-year comparability.

Adjusted comparable revenues are presented for illustrative purposes only, and are not necessarily indicative of the operating results or financial position that would have occurred if the Bard acquisition had been consummated at the beginning of our 2018 fiscal year, nor is the information necessarily indicative of the results of operations that may be expected for any future period or date. BD and Bard may have performed differently had they actually been combined during the periods presented and such differences may be material.

- Adjusted Earnings Per Share. We present diluted earnings per share (“EPS”) for the quarter and the corresponding prior period after eliminating items that we believe are not part of our ordinary operations and affect the comparability of the periods presented (“adjusted EPS”). We also present adjusted EPS for the full 2018 fiscal year. Adjusted EPS includes adjustments for purchase accounting adjustments, acquisition-related transaction, integration and restructuring costs, financing costs, hurricane recovery costs, losses resulting from the extinguishment of certain long-term debt, a gain from the sale of a business, certain regulatory costs and the dilutive impact of shares issued to fund the Bard acquisition. We believe adjustments for these items allow investors to better understand the underlying operating results of BD and facilitate comparisons between the periods shown. We also show the growth in adjusted EPS compared to the prior year period after eliminating the impact of foreign currency translation to further enable investors to evaluate BD’s underlying earnings performance compared to the prior year.

We also present our estimated adjusted EPS for fiscal year 2019, and our estimated growth in adjusted EPS for fiscal year 2019 after further adjusting for the anticipated impact of foreign currency translation. Management believes that these adjustments allow investors to better evaluate BD’s anticipated underlying earnings performance for fiscal year 2019 in relation to our underlying fiscal year 2018 performance.

BD’s management uses each of these non-GAAP measures in its own evaluation of BD’s performance, particularly when comparing performance to past periods and to the performance of peer companies. Management also uses the non-GAAP results for budget planning purposes on a quarterly and annual basis.

BD provides non-GAAP measures to investors on a supplemental basis in addition to our GAAP results, as they provide additional insight into BD’s financial results. Management believes the non-GAAP results provide a reasonable measure of BD’s underlying performance before the effects of items that are considered by management to be outside of BD’s underlying operational results or that affect period to period comparability. However, non-GAAP results should not be considered in isolation and are not in accordance with, or a substitute for, GAAP results. Also, our non-GAAP results may differ from similar measures used by other companies, even if similar terms are used to identify such measures. Although BD’s management believes non-GAAP results are useful in evaluating the performance of its business, its reliance on these measures is limited since items excluded from such measures may have a material impact on BD’s net income, earnings per share or cash flows calculated in accordance with GAAP. Therefore, management typically uses non-GAAP results in conjunction with GAAP

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results to address these limitations. Investors should also consider these limitations when evaluating BD's results.

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**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

Exhibit 99.1 Press release dated February 5, 2019, which is furnished pursuant to Item 2.02

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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  
Gary DeFazio  
Senior Vice President and Corporate Secretary

Date: February 5, 2019

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Exhibit Index

[99.1](#) Press release dated February 5, 2019, which is furnished pursuant to Item 2.02

1 Becton Drive  
Franklin Lakes, NJ 07417  
www.bd.com



Contact:

Monique N. Dolecki, Investor Relations - 201-847-5378  
Kristen Cardillo, Corporate Communications - 201-847-5657

**BD ANNOUNCES RESULTS FOR 2019 FIRST FISCAL QUARTER;  
REAFFIRMS FISCAL 2019 GUIDANCE**

- As reported, revenues of \$4.160 billion increased 35.1 percent.
- On a comparable, currency-neutral basis, revenues increased 5.2 percent.
- As reported, diluted earnings per share of \$2.05 increased 369.7 percent.
- As adjusted, diluted earnings per share of \$2.70 increased 8.9 percent, or 14.9 percent on a currency-neutral basis.
- The company reaffirms its full fiscal year 2019 revenue and adjusted diluted earnings per share guidance.

**Franklin Lakes, NJ (February 5, 2019)** - BD (Becton, Dickinson and Company) (NYSE: BDX), a leading global medical technology company, today reported quarterly revenues of \$4.160 billion for the first fiscal quarter ended December 31, 2018. This represents an increase of 35.1 percent from the prior-year period, which is primarily due to the acquisition of C. R. Bard. On a comparable, currency-neutral basis, revenues increased 5.2 percent over the prior-year period.

“We are very pleased with our strong start to fiscal year 2019. As noted in our pre-announcement, results were better than expected across all three segments,” said Vincent A. Forlenza, Chairman and CEO. “It is evident that the combination of BD and C. R. Bard is delivering value to customers, patients and shareholders around the world.”

**First Quarter Fiscal 2019 Operating Results**

As reported, diluted earnings per share for the first quarter were \$2.05, compared with \$(0.76) in the prior-year period. This represents an increase of 369.7 percent and is primarily due to the gain on the sale of the Advanced Bioprocessing business, and net expense related to U.S. tax reform in the prior-year period. Adjusted diluted earnings per share were \$2.70, compared with \$2.48 in the prior-year period. This represents an increase in adjusted diluted earnings per share of 8.9 percent, or 14.9 percent on a currency-neutral basis.

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### **Segment Results**

In the BD Medical segment, as reported, worldwide revenues for the quarter of \$2.135 billion increased 15.3 percent from the prior-year period, primarily due to the acquisition of C. R. Bard. On a comparable, currency-neutral basis, BD Medical revenues increased 5.2 percent over the prior-year period. The segment's results were driven by strong performance in the Medication Management Solutions and Pharmaceutical Systems units.

In the BD Life Sciences segment, as reported, worldwide revenues for the quarter were \$1.056 billion. This represents an increase of 1.0 percent over the prior-year period. On a comparable, currency-neutral basis that excludes the revenues associated with the divested Advanced Bioprocessing business, BD Life Sciences revenues of \$1.047 billion increased 4.7 percent over the prior-year period. Revenue growth was primarily driven by strong performance in the Preanalytical Systems unit.

In the BD Interventional segment, as reported, worldwide revenues for the quarter were \$0.970 billion. On a comparable, currency-neutral basis, revenues increased 5.7 percent over the prior-year period. The segment's results reflect strong performance in the Surgery and Urology and Critical Care units. Growth in the Peripheral Intervention unit reflects a tough comparison to the prior-year period.

### **Geographic Results**

As reported, first quarter revenues in the U.S. of \$2.387 billion increased 44.1 percent from the prior-year period, primarily due to the acquisition of C. R. Bard. On a comparable basis, U.S. revenues increased 6.0 percent over the prior-year period. Growth in the U.S. was driven by strong performance from all three segments.

As reported, revenues outside of the U.S. of \$1.773 billion increased 24.6 percent from the prior-year period, primarily due to the acquisition of C. R. Bard. On a comparable, currency-neutral basis, revenues outside of the U.S. increased 4.1 percent over the prior-year period. International revenue growth was driven by strong performance in China and the rest of Asia, as well as Latin America.

### **Fiscal 2019 Outlook for Full Year**

The company reaffirms previously issued fiscal year 2019 revenue and adjusted diluted earnings per share guidance.

As reported, the company expects full fiscal year 2019 revenues to increase 8.5 to 9.5 percent, primarily due to the C. R. Bard acquisition. The company estimates full fiscal year 2019 revenues will increase 5.0 to 6.0 percent on a comparable, currency-neutral basis.

The company expects adjusted diluted earnings per share to be between \$12.05 and \$12.15, resulting in growth of approximately 13.0 to 14.0 percent on a currency-neutral basis. This represents growth of approximately 10.0 percent, including the estimated unfavorable impact of foreign currency, over fiscal 2018 adjusted diluted earnings per share of \$11.01.

Estimated adjusted diluted earnings per share for fiscal 2019 excludes potential charges or gains that may be recorded during the fiscal year, such as, among other things, the non-cash amortization of intangible assets, acquisition-related charges, and certain tax matters. BD does not attempt to provide reconciliations of forward-looking non-GAAP earnings guidance to the comparable GAAP measure because the impact and timing of these potential charges or gains is inherently uncertain and difficult to predict and is unavailable without unreasonable efforts. In addition, the company believes such reconciliations would imply a degree of precision and certainty that could be confusing to investors. Such items could have a substantial impact on GAAP measures of BD's financial performance.

### **Conference Call Information**

A conference call regarding BD's first quarter results will be broadcast live on BD's website, [www.bd.com/investors](http://www.bd.com/investors), along with related slides, at 8:00 a.m. (ET) **Tuesday, February 5, 2019**. The conference call will be available for replay on BD's website, [www.bd.com/investors](http://www.bd.com/investors), or at 1-800-585-8367 (domestic) and 1-404-537-3406 (international) through the close of business on Tuesday, February 12, 2019, confirmation number 7064558.

### **Non-GAAP Financial Measures/Financial Tables**

This news release contains certain non-GAAP financial measures. Reconciliations of these and other non-GAAP measures to the comparable GAAP measures are included in the attached financial tables. Within the attached financial tables presented, certain columns and rows may not add due to the use of rounded numbers. Percentages and earnings per share amounts presented are calculated from the underlying amounts.

All "comparable" basis revenue growth rates relating to fiscal year 2019 presented throughout this release include, where applicable, the results of C. R. Bard, Inc. ("Bard") in the prior-year period, and also include adjustments for certain items as detailed in the attached tables. Beginning in the second quarter of fiscal year 2018, the Company's organizational structure was based upon three

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principal business segments: BD Medical (“Medical”), BD Life Sciences (“Life Sciences”) and BD Interventional (“Interventional”). The Interventional segment was added upon the Company’s completion of its acquisition of Bard, and this new segment includes the majority of Bard’s product offerings and certain product offerings that were previously reported in the Medical segment. Certain of Bard’s product offerings are included under the Company’s Medical segment, specifically within the new Medication Delivery Solutions unit, which was formerly the Medical segment’s Medication and Procedural Solutions unit. Prior-year amounts have been revised to reflect the movement of certain product offerings that were previously reported in the Medical segment and that are now reported in the Interventional segment, as discussed above. Current and prior-year adjusted diluted earnings per share results exclude, among other things, the impact of purchase accounting adjustments (including the non-cash amortization of acquisition-related intangible assets); integration, restructuring and transaction costs; and the loss on debt extinguishment. We also provide these measures on a currency-neutral basis after eliminating the effect of foreign currency translation, where applicable. We calculate foreign currency-neutral percentages by converting our current-period local currency financial results using the prior period foreign currency exchange rates and comparing these adjusted amounts to our current-period results. Reconciliations of these amounts to the most directly comparable GAAP measures are included in the tables at the end of this release.

#### **About BD**

BD is one of the largest global medical technology companies in the world and is advancing the world of health by improving medical discovery, diagnostics and the delivery of care. The company supports the heroes on the frontlines of healthcare by developing innovative technology, services and solutions that help advance both clinical therapy for patients and clinical process for healthcare providers. BD and its 65,000 employees have a passion and commitment to help enhance the safety and efficiency of clinicians’ care delivery process, enable laboratory scientists to accurately detect disease and advance researchers’ capabilities to develop the next generation of diagnostics and therapeutics. BD has a presence in virtually every country and partners with organizations around the world to address some of the most challenging global health issues. By working in close collaboration with customers, BD can help enhance outcomes, lower costs, increase efficiencies, improve safety and expand access to healthcare. In 2017, BD welcomed C. R. Bard and its products into the BD family. For more information on BD, please visit [bd.com](http://bd.com).

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*This press release, including the section entitled “Fiscal 2019 Outlook for Full Year”, contains certain estimates and other forward-looking statements (as defined under Federal securities laws) regarding BD’s performance, including future revenues and earnings per share. All such statements are based upon current expectations of BD and involve a number of business risks and uncertainties. Actual results could vary materially from anticipated results described, implied or projected in any forward-looking statement. With respect to forward-looking statements contained herein, a number of factors could cause actual results to vary materially. These factors include, but are not limited to: risks relating to the integration of the C.R. Bard operations, products and employees into BD and the possibility that the anticipated synergies and other benefits of the proposed acquisition will not be realized or will not be realized within the expected timeframe; new or changing laws and regulations impacting our business (including the imposition of tariffs or changes in laws impacting international trade) or changes in enforcement practices with respect to such laws; fluctuations in costs and availability of raw materials and in BD’s ability to maintain favorable supplier arrangements and relationships; legislative or regulatory changes to the U.S. healthcare system, potential cuts in governmental healthcare spending or measures to contain healthcare costs, each of which could result in reduced demand for our products or downward pricing pressure; changes in interest or foreign currency exchange rates; adverse changes in regional, national or foreign economic conditions, particularly in emerging markets, including any impact on our ability to access credit markets and finance our operations, the demand for our products and services, utilization rates or otherwise, or our suppliers’ ability to provide products needed for our operations; our ability to successfully integrate any businesses we acquire; the adverse impact of cyber-attacks on our information systems or products; competitive factors including technological advances and new products introduced by competitors; interruptions in our supply chain or manufacturing processes; pricing and market pressures; difficulties inherent in product development, delays in product introductions and uncertainty of market acceptance of new products; adverse changes in geopolitical conditions; increases in energy costs and their effect on, among other things, the cost of producing BD’s products; product efficacy or safety concerns resulting in product recalls or actions being taken by the FDA or other regulators; uncertainties of litigation (as described in BD’s filings with the Securities and Exchange Commission); future healthcare reform outside the U.S., including changes in government pricing and reimbursement policies or other cost containment reforms; and issuance of new or revised accounting standards, as well as other factors discussed in BD’s filings with the Securities and Exchange Commission. We do not intend to update any forward-looking statements to reflect events or circumstances after the date hereof except as required by applicable laws or regulations.*

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BECTON DICKINSON AND COMPANY  
CONSOLIDATED INCOME STATEMENTS  
(Unaudited; Amounts in millions, except share and per share data)

	Three Months Ended December 31,		
	2018	2017	% Change
REVENUES	\$ 4,160	\$ 3,080	35.1
Cost of products sold	2,187	1,527	43.2
Selling and administrative expense	1,073	773	38.9
Research and development expense	258	191	34.8
Acquisitions and other restructurings	91	354	(74.4)
Other operating income, net	(335)	—	100.0
TOTAL OPERATING COSTS AND EXPENSES	3,273	2,845	15.1
OPERATING INCOME	888	235	277.3
Interest expense	(171)	(158)	7.7
Interest income, net	(12)	44	(128.3)
Other income (expense), net	10	(16)	163.6
INCOME BEFORE INCOME TAXES	714	105	580.7
Income tax provision	115	241	(52.4)
NET INCOME (LOSS)	599	(136)	539.3
Preferred stock dividends	(38)	(38)	—
NET INCOME (LOSS) APPLICABLE TO COMMON SHAREHOLDERS	\$ 562	\$ (174)	422.1
EARNINGS PER SHARE			
Basic Earnings (Loss) per Share	\$ 2.09	\$ (0.76)	375.0
Diluted Earnings (Loss) per Share	\$ 2.05	\$ (0.76)	369.7
AVERAGE SHARES OUTSTANDING (in thousands)			
Basic	269,035	230,038	
Diluted	274,256	230,038	

BECTON DICKINSON AND COMPANY  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(Amounts in millions)

	December 31, 2018	September 30, 2018
	(Unaudited)	
<b>ASSETS</b>		
Cash and equivalents	\$ 943	\$ 1,140
Restricted cash	98	96
Short-term investments	5	17
Trade receivables, net	2,216	2,319
Inventories	2,522	2,451
Assets held for sale	—	137
Prepaid expenses and other	1,157	1,251
<b>TOTAL CURRENT ASSETS</b>	<b>6,941</b>	<b>7,411</b>
Property, plant and equipment, net	5,362	5,375
Goodwill and other intangibles, net	39,567	40,041
Other Assets	1,062	1,078
<b>TOTAL ASSETS</b>	<b>\$ 52,932</b>	<b>\$ 53,904</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Short-term debt	\$ 3,254	\$ 2,601
Other current liabilities	3,891	4,615
Long-term debt	17,817	18,894
Long-term employee benefit obligations	805	1,056
Deferred income taxes and other	5,762	5,743
Shareholders' equity	21,404	20,994
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 52,932</b>	<b>\$ 53,904</b>

BECTON DICKINSON AND COMPANY  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited; Amounts in millions)

	Three Months Ended December 31,	
	2018	2017
<b>OPERATING ACTIVITIES</b>		
Net income (loss)	\$ 599	\$ (136)
Depreciation and amortization	563	291
Change in operating assets and liabilities and other, net	(918)	166
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>245</b>	<b>320</b>
<b>INVESTING ACTIVITIES</b>		
Capital expenditures	(167)	(178)
Acquisitions of businesses, net of cash acquired	—	(14,900)
Proceeds from divestitures, net	476	—
Other, net	(9)	(125)
<b>NET CASH PROVIDED BY (USED FOR) INVESTING ACTIVITIES</b>	<b>299</b>	<b>(15,203)</b>
<b>FINANCING ACTIVITIES</b>		
Change in credit facility borrowings	50	—
Proceeds from long-term debt and term loans	—	2,250
Payments of debt and term loans	(453)	—
Dividends paid	(245)	(210)
Other, net	(86)	(101)
<b>NET CASH (USED FOR) PROVIDED BY FINANCING ACTIVITIES</b>	<b>(734)</b>	<b>1,938</b>
Effect of exchange rate changes on cash and equivalents and restricted cash	(5)	2
<b>NET DECREASE IN CASH AND EQUIVALENTS AND RESTRICTED CASH</b>	<b>(195)</b>	<b>(12,943)</b>
<b>OPENING CASH AND EQUIVALENTS AND RESTRICTED CASH</b>	<b>1,236</b>	<b>14,179</b>
<b>CLOSING CASH AND EQUIVALENTS AND RESTRICTED CASH</b>	<b>\$ 1,042</b>	<b>\$ 1,236</b>

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL REVENUE INFORMATION  
REVENUES BY BUSINESS SEGMENTS AND UNITS - UNITED STATES  
Three Months Ended December 31,  
(Unaudited; Amounts in millions)

	A	B	C=(A-B)/B
	2018	2017	% Change
<b><u>BD MEDICAL</u></b>			
Medication Delivery Solutions (a)	\$ 520	\$ 370	40.5
Medication Management Solutions	506	471	7.5
Diabetes Care	145	146	(0.5)
Pharmaceutical Systems	68	54	26.8
TOTAL	\$ 1,239	\$ 1,040	19.1
<b><u>BD LIFE SCIENCES</u></b>			
Preanalytical Systems	\$ 201	\$ 184	8.8
Diagnostic Systems	175	167	5.2
Biosciences	108	108	(0.2)
TOTAL	\$ 484	\$ 459	5.4
<b><u>BD INTERVENTIONAL</u></b>			
Surgery (a)	\$ 275	\$ 152	NM
Peripheral Intervention (a)	191	5	NM
Urology and Critical Care	197	—	NM
TOTAL	\$ 664	\$ 157	NM
TOTAL UNITED STATES	\$ 2,387	\$ 1,657	44.1

(a) The presentation of prior-period amounts reflects a reclassification of \$157 million associated with the movement, effective on January 1, 2018, of certain product offerings from the Medical segment to the Interventional segment.

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL REVENUE INFORMATION  
REVENUES BY BUSINESS SEGMENTS AND UNITS - INTERNATIONAL  
Three Months Ended December 31, (continued)  
(Unaudited; Amounts in millions)

				D=(A-B)/B	E=(A-B-C)/B
	A	B	C	% Change	
	2018	2017	FX Impact	Reported	FXN
<b>BD MEDICAL</b>					
Medication Delivery Solutions (a)	\$ 438	\$ 372	\$ (20)	17.7	23.0
Medication Management Solutions	118	116	(3)	1.1	3.8
Diabetes Care	129	132	(5)	(2.2)	1.5
Pharmaceutical Systems	212	192	(4)	10.5	12.6
TOTAL	\$ 896	\$ 811	\$ (32)	10.4	14.3
<b>BD LIFE SCIENCES</b>					
Preanalytical Systems	\$ 192	\$ 191	\$ (9)	0.8	5.4
Diagnostic Systems	207	214	(7)	(3.6)	(0.2)
Biosciences	173	181	(5)	(4.3)	(1.6)
TOTAL	\$ 572	\$ 586	\$ (21)	(2.4)	1.2
<b>BD INTERVENTIONAL</b>					
Surgery (a)	\$ 73	\$ 25	\$ (2)	NM	NM
Peripheral Intervention (a)	145	1	(5)	NM	NM
Urology and Critical Care	88	—	(2)	NM	NM
TOTAL	\$ 306	\$ 26	\$ (9)	NM	NM
TOTAL INTERNATIONAL	\$ 1,773	\$ 1,423	\$ (62)	24.6	28.9

(a) The presentation of prior-period amounts reflects a reclassification of \$26 million associated with the movement, effective on January 1, 2018, of certain product offerings from the Medical segment to the Interventional segment.

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL REVENUE INFORMATION  
REVENUES BY BUSINESS SEGMENTS AND UNITS - TOTAL  
Three Months Ended December 31, (continued)  
(Unaudited; Amounts in millions)

	A	B	C	D=(A-B)/B	E=(A-B-C)/B
				% Change	
	2018	2017	FX Impact	Reported	FXN
<b>BD MEDICAL</b>					
Medication Delivery Solutions (a)	\$ 958	\$ 742	\$ (20)	29.1	31.7
Medication Management Solutions	624	587	(3)	6.2	6.7
Diabetes Care	274	277	(5)	(1.3)	0.5
Pharmaceutical Systems	280	245	(4)	14.0	15.7
TOTAL	\$ 2,135	\$ 1,852	\$ (32)	15.3	17.0
<b>BD LIFE SCIENCES</b>					
Preanalytical Systems	\$ 393	\$ 375	\$ (9)	4.7	7.1
Diagnostic Systems	382	381	(7)	0.2	2.1
Biosciences	281	289	(5)	(2.8)	(1.1)
TOTAL	\$ 1,056	\$ 1,045	\$ (21)	1.0	3.0
<b>BD INTERVENTIONAL</b>					
Surgery (a)	\$ 348	\$ 177	\$ (2)	NM	NM
Peripheral Intervention (a)	337	6	(5)	NM	NM
Urology and Critical Care	285	—	(2)	NM	NM
TOTAL	\$ 970	\$ 183	\$ (9)	NM	NM
TOTAL REVENUES	\$ 4,160	\$ 3,080	\$ (62)	35.1	37.1

(a) The presentation of prior-period amounts reflects a reclassification of \$183 million associated with the movement, effective on January 1, 2018, of certain product offerings from the Medical segment to the Interventional segment.

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL INFORMATION  
RECONCILIATION OF REPORTED REVENUE CHANGE TO COMPARABLE REVENUE CHANGE - UNITED STATES  
Three Months Ended December 31,  
(Unaudited; Amounts in millions)

	A	B	C=A+B	D	E	F	G	H=D+E+F+G	I=(C-H)/H
	BD Reported 2018	Divestiture Adjustments (a)	Comparable 2018	BD Reported (b) 2017	Bard Q1 (c) 2017	Intercompany Adjustment (d)	Divestiture Adjustments (a)	Comparable 2017	Comparable % Change
<b>BD MEDICAL</b>									
Medication Delivery Solutions (b)	\$ 520	\$ —	\$ 520	\$ 370	\$ 145	\$ (3)	\$ —	\$ 512	1.6
Medication Management Solutions	506	—	506	471	—	—	—	471	7.5
Diabetes Care	145	—	145	146	—	—	—	146	(0.5)
Pharmaceutical Systems	68	—	68	54	—	—	—	54	26.8
TOTAL	\$ 1,239	\$ —	\$ 1,239	\$ 1,040	\$ 145	\$ (3)	\$ —	\$ 1,182	4.8
<b>BD LIFE SCIENCES</b>									
Preanalytical Systems	\$ 201	\$ —	\$ 201	\$ 184	\$ —	\$ —	\$ —	\$ 184	8.8
Diagnostic Systems	175	—	175	167	—	—	—	167	5.2
Biosciences	108	(4)	105	108	—	—	(10)	98	6.4
TOTAL	\$ 484	\$ (4)	\$ 480	\$ 459	\$ —	\$ —	\$ (10)	\$ 449	6.9
<b>BD INTERVENTIONAL</b>									
Surgery (b)	\$ 275	\$ —	\$ 275	\$ 152	\$ 105	\$ —	\$ (10)	\$ 247	11.3
Peripheral Intervention (b)	191	—	191	5	188	—	—	193	(0.6)
Urology and Critical Care	197	—	197	—	177	—	—	177	11.5
TOTAL	\$ 664	\$ —	\$ 664	\$ 157	\$ 470	\$ —	\$ (10)	\$ 617	7.6
TOTAL UNITED STATES	\$ 2,387	\$ (4)	\$ 2,383	\$ 1,657	\$ 614	\$ (3)	\$ (20)	\$ 2,248	6.0

- (a) The amounts for the quarters ended December 31, 2018 and 2017 include adjustments for BD's divestiture of its Advanced Bioprocessing business. The amounts for the quarter ended December 31, 2017 also include adjustments for BD's divestitures of its soft tissue core needle biopsy product line and Bard's divestiture of its Aspira® product line.
- (b) Reflects a reclassification of \$157 million associated with the movement, effective on January 1, 2018, of certain product offerings from the Medical segment to the Interventional segment.
- (c) Amounts represent revenues for the quarter ended December 31, 2017. BD reported a Gore royalty amount, which was previously reported as revenues by Bard, as non-operating income in the current-year period.
- (d) Represents the elimination of revenues from the Medication Delivery Solutions unit which BD previously recognized from Bard as third-party revenues and that would be treated as intercompany revenues in the current-year period.



BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL INFORMATION  
RECONCILIATION OF REPORTED REVENUE CHANGE TO COMPARABLE REVENUE CHANGE - INTERNATIONAL  
Three Months Ended December 31, (continued)  
(Unaudited; Amounts in millions)

	A	B	C=A+B	D	E	F	G=D+E+F	H	I=(C-G-H)/G
	BD Reported 2018	Divestiture Adjustments (a)	Comparable 2018	BD Reported (b) 2017	Bard Q1 (c) 2017	Divestiture Adjustments (a)	Comparable 2017	FX Impact (d)	FXN % Change
<b>BD MEDICAL</b>									
Medication Delivery Solutions (b)	\$ 438	\$ —	\$ 438	\$ 372	\$ 68	\$ —	\$ 440	\$ (22)	4.3
Medication Management Solutions	118	—	118	116	—	—	116	(3)	3.8
Diabetes Care	129	—	129	132	—	—	132	(5)	1.8
Pharmaceutical Systems	212	—	212	192	—	—	192	(4)	12.6
<b>TOTAL</b>	<b>\$ 896</b>	<b>\$ —</b>	<b>\$ 896</b>	<b>\$ 811</b>	<b>\$ 68</b>	<b>\$ —</b>	<b>\$ 880</b>	<b>\$ (34)</b>	<b>5.7</b>
<b>BD LIFE SCIENCES</b>									
Preanalytical Systems	\$ 192	\$ —	\$ 192	\$ 191	\$ —	\$ —	\$ 191	\$ (11)	6.3
Diagnostic Systems	207	—	207	214	—	—	214	(9)	0.8
Biosciences	173	(5)	168	181	—	(10)	171	(6)	2.0
<b>TOTAL</b>	<b>\$ 572</b>	<b>\$ (5)</b>	<b>\$ 567</b>	<b>\$ 586</b>	<b>\$ —</b>	<b>\$ (10)</b>	<b>\$ 576</b>	<b>\$ (26)</b>	<b>3.0</b>
<b>BD INTERVENTIONAL</b>									
Surgery (b)	\$ 73	\$ —	\$ 73	\$ 25	\$ 49	\$ (2)	\$ 71	\$ (2)	5.4
Peripheral Intervention (b)	145	—	145	1	146	—	147	(5)	2.2
Urology and Critical Care	88	—	88	—	90	—	90	(2)	(1.0)
<b>TOTAL</b>	<b>\$ 306</b>	<b>\$ —</b>	<b>\$ 306</b>	<b>\$ 26</b>	<b>\$ 285</b>	<b>\$ (2)</b>	<b>\$ 309</b>	<b>\$ (9)</b>	<b>2.0</b>
<b>TOTAL INTERNATIONAL</b>	<b>\$ 1,773</b>	<b>\$ (5)</b>	<b>\$ 1,768</b>	<b>\$ 1,423</b>	<b>\$ 353</b>	<b>\$ (12)</b>	<b>\$ 1,764</b>	<b>\$ (69)</b>	<b>4.1</b>

- (a) The amounts for the quarters ended December 31, 2018 and 2017 include adjustments for BD's divestiture of its Advanced Bioprocessing business. The amounts for the quarter ended December 31, 2017 also include adjustments for BD's divestitures of its soft tissue core needle biopsy product line and Bard's divestiture of its Aspira® product line.
- (b) Reflects a reclassification of \$26 million associated with the movement, effective on January 1, 2018, of certain product offerings from the Medical segment to the Interventional segment.
- (c) Amounts represent revenues for the quarter ended December 31, 2017.
- (d) Under U.S. generally accepted accounting principles and as a result of Argentina's highly inflationary economy, the functional currency of the Company's operations in Argentina was the U.S. dollar for the quarter ended December 31, 2018. The total foreign currency translation impact above includes \$7 million that was calculated by comparing local currency revenues in Argentina for the quarter ended December 31, 2018, translated using the prior-period exchange rate, to the reported U.S. dollar revenues for this same period.

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL INFORMATION  
RECONCILIATION OF REPORTED REVENUE CHANGE TO COMPARABLE REVENUE CHANGE - TOTAL  
Three Months Ended December 31, (continued)  
(Unaudited; Amounts in millions)

	A	B	C=A+B	D	E	F	G	H=D+E+F+G	I	J=(C-H-I)/H
	BD Reported	Divestiture Adjustments	Comparable	BD Reported (b)	Bard Q1 (c)	Intercompany Adjustment (d)	Divestiture Adjustments (a)	Comparable	FX Impact (e)	FXN % Change
	2018	(a)	2018	2017	2017		(a)	2017	(e)	
<b>BD MEDICAL</b>										
Medication Delivery Solutions (b)	\$ 958	\$ —	\$ 958	\$ 742	\$ 213	\$ (3)	\$ —	\$ 952	\$ (22)	2.9
Medication Management Solutions	624	—	624	587	—	—	—	587	(3)	6.7
Diabetes Care	274	—	274	277	—	—	—	277	(5)	0.6
Pharmaceutical Systems	280	—	280	245	—	—	—	245	(4)	15.7
<b>TOTAL</b>	<b>\$ 2,135</b>	<b>\$ —</b>	<b>\$ 2,135</b>	<b>\$ 1,852</b>	<b>\$ 213</b>	<b>\$ (3)</b>	<b>\$ —</b>	<b>\$ 2,062</b>	<b>\$ (34)</b>	<b>5.2</b>
<b>BD LIFE SCIENCES</b>										
Prenalytical Systems	\$ 393	\$ —	\$ 393	\$ 375	\$ —	\$ —	\$ —	\$ 375	\$ (11)	7.6
Diagnostic Systems	382	—	382	381	—	—	—	381	(9)	2.7
Biosciences	281	(9)	273	289	—	—	(20)	269	(6)	3.6
<b>TOTAL</b>	<b>\$ 1,056</b>	<b>\$ (9)</b>	<b>\$ 1,047</b>	<b>\$ 1,045</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ (20)</b>	<b>\$ 1,025</b>	<b>\$ (26)</b>	<b>4.7</b>
<b>BD INTERVENTIONAL</b>										
Surgery (b)	\$ 348	\$ —	\$ 348	\$ 177	\$ 153	\$ —	\$ (12)	\$ 318	\$ (2)	10.0
Peripheral Intervention (b)	337	—	337	6	334	—	—	340	(5)	0.6
Urology and Critical Care	285	—	285	—	267	—	—	267	(2)	7.3
<b>TOTAL</b>	<b>\$ 970</b>	<b>\$ —</b>	<b>\$ 970</b>	<b>\$ 183</b>	<b>\$ 755</b>	<b>\$ —</b>	<b>\$ (12)</b>	<b>\$ 925</b>	<b>\$ (9)</b>	<b>5.7</b>
<b>TOTAL REVENUES</b>	<b>\$ 4,160</b>	<b>\$ (9)</b>	<b>\$ 4,152</b>	<b>\$ 3,080</b>	<b>\$ 968</b>	<b>\$ (3)</b>	<b>\$ (33)</b>	<b>\$ 4,012</b>	<b>\$ (69)</b>	<b>5.2</b>

- (a) The amounts for the quarters ended December 31, 2018 and 2017 include adjustments for BD's divestiture of its Advanced Bioprocessing business. The amounts for the quarter ended December 31, 2017 also include adjustments for BD's divestitures of its soft tissue core needle biopsy product line and Bard's divestiture of its Aspira® product line.
- (b) Reflects a reclassification of \$183 million associated with the movement, effective on January 1, 2018, of certain product offerings from the Medical segment to the Interventional segment.
- (c) Amounts represent revenues for the quarter ended December 31, 2017. BD reported a Gore royalty amount, which was previously reported as revenues by Bard, as non-operating income in the current-year period.
- (d) Represents the elimination of revenues from the Medication Delivery Solutions unit which BD previously recognized from Bard as third-party revenues and that would be treated as intercompany revenues in the current-year period.
- (e) Under U.S. generally accepted accounting principles and as a result of Argentina's highly inflationary economy, the functional currency of the Company's operations in Argentina was the U.S. dollar for the quarter ended December 31, 2018. The total foreign currency translation impact above includes \$7 million that was calculated by comparing local currency revenues in Argentina for the quarter ended December 31, 2018, translated using the prior-period exchange rate, to the reported U.S. dollar revenues for this same period.

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL INFORMATION  
RECONCILIATION OF REPORTED DILUTED EPS TO ADJUSTED DILUTED EPS  
(Unaudited)

	Three Months Ended December 31,						
	2018	2017	Growth	Foreign Currency Translation	Foreign Currency Neutral Growth	Growth %	Foreign Currency Neutral Growth %
Reported Diluted Earnings (Loss) per Share	\$2.05	\$(0.76)	\$ 2.81	\$ (0.14)	\$ 2.95	369.7%	388.2%
Purchase accounting adjustments (\$379 million and \$135 million pre-tax, respectively) <sup>(1)</sup>	1.38	0.59		—			
Restructuring costs (\$41 million and \$236 million pre-tax, respectively) <sup>(2)</sup>	0.15	1.03		—			
Integration costs (\$73 million and \$74 million pre-tax, respectively) <sup>(2)</sup>	0.27	0.32		—			
European regulatory initiative-related costs (\$5 million pre-tax) <sup>(3)</sup>	0.02	—		—			
Transaction costs (\$1 million and \$44 million pre-tax, respectively) <sup>(2)</sup>	—	0.19		—			
Net impact of gain on sale of business (\$335 million pre-tax) <sup>(4)</sup>	(1.22)	—		—			
Financing impacts (\$50 million pre-tax) <sup>(5)</sup>	—	0.22		—			
Hurricane recovery costs (\$7 million pre-tax)	—	0.03		—			
Dilutive impact <sup>(6)</sup>	—	0.28		—			
Impact of tax reform and income tax benefit of special items (\$17 million and \$135 million, respectively) <sup>(7)</sup>	0.06	0.59		—			
Adjusted Diluted Earnings per Share	\$2.70	\$ 2.48	\$ 0.22	\$ (0.15)	\$ 0.37	8.9%	14.9%

- (1) Includes adjustments related to the purchase accounting for acquisitions impacting identified intangible assets and valuation of fixed assets and debt.
- (2) Represents restructuring, integration and transaction costs associated with acquisitions.
- (3) Represents initial costs required to develop processes and systems to comply with emerging regulations such as the European Union Medical Device Regulation ("EUMDR") and General Data Protection Regulation ("GDPR").
- (4) Represents the pre-tax gain recognized during the period related to BD's sale of its Advanced Bioprocessing business.
- (5) Represents financing impacts associated with the Bard acquisition.
- (6) Represents the dilutive impact of BD shares issued in May 2017, in anticipation of the Bard acquisition and BD shares issued as consideration transferred to acquire Bard. The adjusted diluted average shares outstanding (in thousands) was 218,997.
- (7) The amounts for the three months ended December 31, 2018 and 2017 reflect additional tax expense, net, of \$51 million and \$270 million, respectively, relating to new U.S. tax legislation.

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL INFORMATION  
FY 2019 OUTLOOK RECONCILIATION

	<b>FY2018</b>	<b>FY2019 Outlook</b>		
	Revenues	% Change	FX Impact	% Change FXN
BDX Revenue	\$ 15,983	8.5% to 9.5%	~2.0%	10.5% to 11.5%

**Comparable Revenue Growth**

	<b>BD Including Bard</b>	
	<b>FY2018</b>	<b>FY2019 Outlook</b>
	Revenues	% Change FXN Comparable
BDX As Reported Revenue	\$ 15,983	
Bard Q1	968	
Intercompany Adjustment	(3)	
Divestiture Adjustment <sup>(1)(2)</sup>	(124)	
BDX NewCo Comparable Revenue	\$ 16,824	5.0% to 6.0%

FXN - Foreign Currency Neutral

BECTON DICKINSON AND COMPANY  
 SUPPLEMENTAL INFORMATION  
 FY 2019 OUTLOOK RECONCILIATION  
 (continued)

	<u>FY2018</u>	<u>FY2019 Outlook</u>
	Revenues	% Change FXN Comparable
BD Medical As Reported Revenue	\$ 8,616	
Bard Q1	213	
Intercompany Adjustment	<u>(3)</u>	
BD Medical Comparable Revenue	<u>8,826</u>	<u>5.0% to 6.0%</u>
BD Life Sciences As Reported Revenue	\$ 4,330	
Divestiture Adjustment <sup>(1)</sup>	<u>(106)</u>	
BD Life Sciences Comparable Revenue	<u>\$ 4,224</u>	<u>4.0% to 5.0%</u>
BD Interventional as Reported Revenue	\$ 3,037	
Bard Q1	755	
Divestiture Adjustment <sup>(2)</sup>	<u>(18)</u>	
BD Interventional Comparable Revenue	<u>\$ 3,774</u>	<u>6.0% to 7.0%</u>

FXN - Foreign Currency Neutral

(1) Excludes the impact from the divestiture of BD's Advanced Bioprocessing business.

(2) Excludes the impact from the divestitures of BD's soft tissue core needle biopsy product line and Bard's Aspira product line of tunneled home drainage catheters and accessories.

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL INFORMATION  
FY 2019 OUTLOOK RECONCILIATION  
(continued)

	Full Year FY2018	FY2019 Outlook	
		Full Year FY2019 Outlook	% Increase
Reported Fully Diluted Earnings per Share	\$ 0.60		
Purchase accounting adjustments (\$1.733 billion pre-tax) <sup>(1)</sup>	6.55		
Restructuring costs (\$344 million pre-tax) <sup>(2)</sup>	1.30		
Integration costs (\$344 million pre-tax) <sup>(2)</sup>	1.30		
Transaction costs (\$56 million pre-tax) <sup>(3)</sup>	0.21		
Financing impacts (\$49 million pre-tax) <sup>(4)</sup>	0.19		
Hurricane recovery costs (\$17 million pre-tax)	0.07		
Losses on debt extinguishment (\$16 million pre-tax) <sup>(5)</sup>	0.06		
Net impact of gain on sale of investment and asset impairments (\$151 million pre-tax) <sup>(6)</sup>	(0.57)		
Dilutive Impact <sup>(7)</sup>	0.30		
Impact of tax reform and income tax benefit of special items (\$265 million) <sup>(8)</sup>	1.00		
Adjusted Fully Diluted Earnings per Share	\$ 11.01	\$12.05 to 12.15	~10%
Estimated FX Impact			~3.5%
Adjusted FXN Growth			13% - 14%
FXN - Foreign Currency Neutral			

(1) Includes adjustments related to the purchase accounting for acquisitions impacting identified intangible assets and valuation of fixed assets and debt. The amount in 2018 also included a fair value step-up adjustment of \$478 million recorded relative to Bard's inventory on the acquisition date.

(2) Represents restructuring and integration costs associated with the Bard and CareFusion acquisitions, as well as restructuring costs associated with other portfolio rationalization initiatives.

(3) Represents transaction costs primarily associated with the Bard acquisition.

(4) Represents financing impacts associated with the Bard acquisition.

(5) Represents losses recognized upon the extinguishment of certain long-term senior notes.

(6) Represents the net amount recognized in the period related to BD's sale of its non-controlling interest in Vyair Medical, partially offset by \$81 million of charges recorded to write down the carrying value of certain intangible and other assets in the Biosciences unit as well as \$58 million of charges to write down the value of fixed assets primarily in the Diabetes Care unit.

(7) Represents the dilutive impact of BD shares issued in May 2017, in anticipation of the Bard acquisition and BD shares issued as consideration transferred to acquire Bard. The adjusted diluted average shares outstanding (in thousands) was 260,758.

(8) Includes additional tax expense, net, of \$640 million relating to new U.S. tax legislation.