

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 10, 2021

**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 230425)
- 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))

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

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$1.00	BDX	New York Stock Exchange
Depository Shares, each representing a 1/20th interest in a share of 6.00% Mandatory Convertible Preferred Stock, Series B	BDXB	New York Stock Exchange
1.000% Notes due December 15, 2022	BDX22A	New York Stock Exchange
1.900% Notes due December 15, 2026	BDX26	New York Stock Exchange
1.401% Notes due May 24, 2023	BDX23A	New York Stock Exchange
3.020% Notes due May 24, 2025	BDX25	New York Stock Exchange
0.632% Notes due June 4, 2023	BDX/23A	New York Stock Exchange
1.208% Notes due June 4, 2026	BDX/26A	New York Stock Exchange
1.213% Notes due February 12, 2036	BDX/36	New York Stock Exchange

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On August 10, 2021, the Board of Directors of Becton, Dickinson and Company (“BD”) elected Christopher DeLoreice, 50, as BD’s Executive Vice President and Chief Financial Officer (“CFO”), effective September 6, 2021. As previously reported, Christopher R. Reidy, BD’s current CFO, has announced his intention to retire from BD. Mr. Reidy will continue to serve as BD’s Executive Vice President and Chief Administrative Officer following the effective date of Mr. DeLoreice’s election. BD is still in the process of finalizing a plan regarding Mr. Reidy’s transition responsibilities and the timing of his retirement.

Mr. DeLoreice currently serves as Vice President, Investor Relations of Johnson & Johnson, and prior thereto, served as Johnson & Johnson’s Chief Financial Officer, North America Hospital Medical Devices, and as its Vice President Finance, North America.

In connection with Mr. DeLoreice’s election, he will receive a base salary of \$720,000, and his target annual incentive award under BD’s Performance Incentive Plan will be 95% of salary. Mr. DeLoreice will also have an annual equity compensation award target value of \$3,100,000. To compensate Mr. DeLoreice for certain benefits and equity compensation awards that he will forfeit upon leaving Johnson & Johnson, he will also receive a sign-on payment of \$680,000 to be paid in two installments, and a sign-on equity compensation award valued at \$1,720,000, which will also be granted in two installments.

Mr. DeLoreice and BD will also enter into an agreement providing for his continued employment for a period of two years following a change of control of BD, with a severance multiple of two times salary and bonus, similar to agreements with other executive officers that have been previously disclosed.

**Item 7.01. Regulation FD Disclosure.**

On August 11, 2021, BD issued a press release relating to the matters described above in Item 5.02. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 7.01 by reference. The information in this Item 7.01 shall neither be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

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**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

Exhibit [99.1](#) Press release dated August 11, 2021, which is furnished pursuant to Item 7.01.

Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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: August 11, 2021



## NEWS RELEASE

**FOR IMMEDIATE RELEASE**

### **Christopher DeOrefice to Join BD as Chief Financial Officer**

**FRANKLIN LAKES, N.J. (Aug. 11, 2021)** – BD (Becton, Dickinson and Company) (NYSE: BDX), a leading global medical technology company, today announced that Christopher DeOrefice has been named executive vice president and chief financial officer (CFO), effective Sept. 6, 2021. DeOrefice succeeds Christopher Reidy, 64, who announced his intent to retire from BD last week.

DeOrefice, 50, will join BD from Johnson & Johnson (J&J), where he is currently vice president of Investor Relations. In nearly two decades at J&J, DeOrefice has also held a variety of senior finance leadership roles, including CFO of both the Consumer and Medical Devices segments for North America. He also held finance leadership roles for J&J Supply Chain, Corporate Mergers and Acquisitions, Consumer Global R&D and the Pharmaceutical North America Business Development and Commercial Contracting Finance groups. Prior to J&J, DeOrefice held leadership positions in cost accounting, global audit and financial reporting at Astra Zeneca Pharmaceuticals, AET Films, Inc. and Ametek, Inc.

“Chris has the right mix of strong operational and corporate finance experience that is highly relevant to his new role as CFO at BD,” said Tom Polen, chairman, CEO and president of BD. “His deep experience in health care and medical technology — including supporting multiple large businesses and functions at J&J — will help create a seamless transition as CFO. His investor relations expertise provides additional value to the investment community who know him well. Chris’ track record leading and developing strong finance teams will be an asset to BD.”

DeOrefice will gain immediate responsibility of the global finance organization when joining BD, and Reidy will transition the leadership of BD’s Technology & Global Services (TGS) organization to DeOrefice by the end of the calendar year.

“It is an exciting time to be joining BD as it continues to evolve into one of the most relevant global medical technology companies in the world,” said DeOrefice. “The positive impact on the lives of patients worldwide and its ability to make meaningful progress on some of the most challenging global health issues of our time make BD truly unique in the medical technology industry. I look forward to helping the BD team drive its 2025 growth strategy, optimize its margins and continue to generate shareholder value.”

DeOrefice earned his Bachelor of Science and Master of Business Administration degrees from Villanova University. He received his certified public accountant certification from the Commonwealth of Pennsylvania. He is a member of the Global Investor Relations Executive Council and also remains actively engaged in education and development initiatives at Villanova University.

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**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 health care by developing innovative technology, services and solutions that help advance both clinical therapy for patients and clinical process for health care providers. BD and its 70,000 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 health care. For more information on BD, please visit [bd.com](http://bd.com) or connect with us on LinkedIn at [www.linkedin.com/company/bd1/](http://www.linkedin.com/company/bd1/) and Twitter [@BDandCo](https://twitter.com/BDandCo).

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