
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 the earliest event reported): April 26, 2018

BECTON, DICKINSON AND COMPANY

(Exact Name of Registrant as Specified in Its Charter)

New Jersey	001-4802	22-0760120
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1 Becton Drive
Franklin Lakes, New Jersey 07417-1880
(Address of Principal Executive Offices)(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:

- 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 8.01. Other Events.

Becton, Dickinson and Company (“BD”) is registering 420,867 shares (the “Bard Shares”) of its common stock, par value \$1.00 per share (“Common Stock”), under BD’s registration statement on Form S-3 (File No. 333-224464) (the “Registration Statement”), as supplemented by a prospectus supplement, dated as of April 26, 2018, filed with the Securities and Exchange Commission (the “SEC”) on April 26, 2018. The Bard Shares were previously registered under BD’s registration statement on Form S-3 (File No. 333-206020) (the “Prior Registration Statement”), which was set to expire on July 31, 2018 and was deemed terminated upon filing of the Registration Statement. The Bard Shares are issuable to certain former employees of C. R. Bard, Inc. (“Bard”) and employees of certain former affiliates of Bard upon the exercise of certain stock-settled stock appreciation rights issued under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan, as amended and restated, that BD has agreed to substitute for outstanding equity awards previously granted by Bard in connection with BD’s acquisition of Bard.

BD is also registering 20,408 shares (the “CareFusion Shares”) of Common Stock under the Registration Statement, as supplemented by a prospectus supplement, dated as of April 26, 2018, filed with the SEC on April 26, 2018. The CareFusion Shares were previously registered under the Prior Registration Statement. The CareFusion Shares are issuable to certain former employees of CareFusion Corporation and employees of certain former affiliates of CareFusion Corporation upon the vesting or exercise of certain equity awards issued under the CareFusion Corporation 2009 Long-Term Incentive Plan that BD assumed in connection with BD’s acquisition of CareFusion Corporation.

Attached hereto and incorporated by reference to the Registration Statement as Exhibits 5.1 and 5.2 are copies of the opinions of Gary DeFazio, as Senior Vice President, Corporate Secretary and Associate General Counsel for BD, relating to the Bard Shares and the CareFusion Shares, respectively.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
<u>5.1</u>	Opinion of Gary DeFazio, as Senior Vice President, Corporate Secretary and Associate General Counsel for Becton, Dickinson and Company, relating to the Bard Shares.
<u>5.2</u>	Opinion of Gary DeFazio, as Senior Vice President, Corporate Secretary and Associate General Counsel for Becton, Dickinson and Company, relating to the CareFusion Shares.
<u>23.1</u>	Consent of Gary DeFazio (included as part of Exhibit 5.1).
<u>23.2</u>	Consent of Gary DeFazio (included as part of Exhibit 5.2).

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
Name: Gary DeFazio
Title: Senior Vice President, Corporate Secretary and Associate General Counsel

Date: April 26, 2018

April 26, 2018

Becton, Dickinson and Company
1 Becton Drive
Franklin Lakes, NJ 07417-1880

RE: Becton, Dickinson and Company
Prospectus Supplement to Form S-3

Ladies and Gentlemen:

I am Senior Vice President, Corporate Secretary and Associate General Counsel of Becton, Dickinson and Company, a New Jersey corporation (the "Company"), and have been requested to furnish this opinion in connection with an offering of securities pursuant to the Company's registration statement on Form S-3 (Registration No. 333-224464) (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of the offer and sale of 420,867 shares (the "Shares") of the Company's common stock, par value \$1.00 per share (the "Common Stock"), issuable under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan, as amended and restated (the "Plan"), in substitution for outstanding equity awards previously granted by C. R. Bard, Inc. The Shares are being offered pursuant to a Prospectus, dated April 26, 2018, as supplemented by the Prospectus Supplement, dated April 26, 2018 (together, the "Prospectus"), filed with the Commission on April 26, 2018 pursuant to Rule 424(b) under the Securities Act.

In connection with the furnishing of this opinion, I have examined copies of the Registration Statement, the Prospectus and the Plan. I also have examined such corporate records of the Company, such agreements and instruments, such certificates of public officials, such certificates of other officers of the Company and other persons, such questions of law and such other documents as I have deemed necessary as a basis for the opinions hereinafter expressed.

In such examination, except with respect to documents executed by officers of the Company in my presence, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based on the foregoing, I am of the opinion that the Shares have been duly authorized and, when such Shares have been issued in accordance with the terms and conditions of the Plan and the applicable award agreement, the Shares will be validly issued, fully paid and nonassessable.

I am a member of the Bar of the State of New Jersey. The foregoing opinion is limited to the laws of the State of New Jersey and the federal laws of the United States of America.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the Company's Current Report on Form 8-K filed with the Commission on April 26, 2018. In addition, I consent to the reference to me under the caption "Validity of the Securities" in the Prospectus.

This opinion is rendered solely to you in connection with the above matter. This opinion may not be relied upon by you for any other purpose or relied upon by or furnished to any other person without my prior written consent.

[signature page follows]

Very truly yours,

/s/ Gary DeFazio

Gary DeFazio

[Signature Page to Exhibit 5 Opinion]

April 26, 2018

Becton, Dickinson and Company
1 Becton Drive
Franklin Lakes, NJ 07417-1880

RE: Becton, Dickinson and Company
Prospectus Supplement to Form S-3

Ladies and Gentlemen:

I am Senior Vice President, Corporate Secretary and Associate General Counsel of Becton, Dickinson and Company, a New Jersey corporation (the "Company"), and have been requested to furnish this opinion in connection with an offering of securities pursuant to the Company's registration statement on Form S-3 (Registration No. 333-224464) (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of the offer and sale of 20,408 shares (the "Shares") of the Company's common stock, par value \$1.00 per share (the "Common Stock"), issuable pursuant to the CareFusion 2009 Long-Term Incentive Plan (the "Plan"), assumed by the Company. The Shares are being offered pursuant to a Prospectus, dated April 26, 2018, as supplemented by the Prospectus Supplement, dated April 26, 2018 (together, the "Prospectus"), filed with the Commission on April 26, 2018 pursuant to Rule 424(b) under the Securities Act.

In connection with the furnishing of this opinion, I have examined copies of the Registration Statement, the Prospectus and the Plan. I also have examined such corporate records of the Company, such agreements and instruments, such certificates of public officials, such certificates of other officers of the Company and other persons, such questions of law and such other documents as I have deemed necessary as a basis for the opinions hereinafter expressed.

In such examination, except with respect to documents executed by officers of the Company in my presence, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based on the foregoing, I am of the opinion that the Shares have been duly authorized and, when such Shares have been issued in accordance with the terms and conditions of the Plan and the applicable award agreement, the Shares will be validly issued, fully paid and nonassessable.

I am a member of the Bar of the State of New Jersey. The foregoing opinion is limited to the laws of the State of New Jersey and the federal laws of the United States of America.

I hereby consent to the filing of this opinion as Exhibit 5.2 to the Company's Current Report on Form 8-K filed with the Commission on April 26, 2018. In addition, I consent to the reference to me under the caption "Validity of the Securities" in the Prospectus.

This opinion is rendered solely to you in connection with the above matter. This opinion may not be relied upon by you for any other purpose or relied upon by or furnished to any other person without my prior written consent.

[signature page follows]

Very truly yours,

/s/ Gary DeFazio

Gary DeFazio

[Signature Page to Exhibit 5 Opinion]
