

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): May 20, 2019

BECTON, DICKINSON AND COMPANY

(Exact Name of Registrant as Specified in Charter)

New Jersey
(State or Other Jurisdiction
of Incorporation)

001-4802
(Commission
File Number)

22-0760120
(I.R.S. 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:

- 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))

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common stock, par value \$1.00	BDX	New York Stock Exchange
Depository Shares, each representing a 1/20th interest in a share of 6.125% Cumulative Preferred Stock Series A	BDXA	New York Stock Exchange
0.368% Notes due June 6, 2019	BDX19D	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

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

On May 20, 2019, Becton, Dickinson and Company (the “Company”) announced that it commenced tender offers to purchase for cash, subject to prioritized acceptance levels, series-specific tender caps, if any, and proration, up to \$1,100,000,000 aggregate principal amount of the Company’s 5.000% Notes due 2040, 4.875% Notes due 2044, 4.685% Notes due 2044, 3.700% Notes due 2027, 3.734% Notes due 2024, 4.669% Notes due 2047 and 2.894% Notes due 2022.

Filed herewith as Exhibit 99.1 and incorporated herein by reference is a copy of the Company’s press release announcing the commencement of the tender offers.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Press Release, dated May 20, 2019

EXHIBIT INDEX

Exhibit Number

Description

[99.1](#)

Press Release, dated May 20, 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BECTON, DICKINSON AND COMPANY

Date: May 20, 2019

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

Becton, Dickinson and Company Announces Tender Offers for Outstanding Debt Securities

FRANKLIN LAKES, NJ, May 20, 2019— Becton, Dickinson and Company (NYSE: BDX) (the “Company” or “BD”) today announced that it has commenced tender offers to purchase for cash the debt securities issued by the Company listed in the table below (collectively, the “Securities” and each a “series”).

**Up to each Tender SubCap (Not to Exceed the Aggregate Tender Cap)
of the Outstanding Securities of Becton, Dickinson and Company Listed Below**

Title of Security	CUSIP Number/ ISIN Number	Principal Amount Outstanding	Tender SubCap	Acceptance Priority Level	U.S. Treasury Reference Security	Bloomberg Reference Page	Fixed Spread	Early Tender Payment (1)(2)
5.000% Notes due 2040	075887 AX7; US075887AX76	\$300,000,000	\$75,000,000	1	3.000% UST due 2/15/49	FIT1	+170 bps	\$30
4.875% Notes due 2044	075887 BM0; US075887BM03	\$299,877,000	\$75,000,000	2	3.000% UST due 2/15/49	FIT1	+175 bps	\$30
4.685% Notes due 2044	075887 BG3; US075887BG35	\$1,200,000,000	\$175,000,000	3	3.000% UST due 2/15/49	FIT1	+145 bps	\$30
3.700% Notes due 2027	075887 BW8; US075887BW84	\$2,400,000,000	\$600,000,000	4	2.375% UST due 5/15/29	FIT1	+105 bps	\$30
3.734% Notes due 2024	075887 BF5; US075887BF51	\$1,375,000,000	—	5	2.250% UST due 4/30/24	FIT1	+90 bps	\$30
4.669% Notes due 2047	075887 BX6; US075887BX67	\$1,500,000,000	\$100,000,000	6	3.000% UST due 2/15/49	FIT1	+145 bps	\$30
2.894% Notes due 2022	075887 BT5; US075887BT55	\$1,800,000,000	—	7	2.125% UST due 5/15/22	FIT1	+60 bps	\$30

(1) Per \$1,000 principal amount.

(2) The Total Consideration for Securities validly tendered prior to or at the Early Tender Date (as defined below) and accepted for purchase is calculated using the applicable Fixed Spread and is inclusive of the Early Tender Payment.

The tender offers consist of offers on the terms and conditions set forth in the offer to purchase, dated May 20, 2019 (as it may be amended or supplemented from time to time, the “Offer to Purchase”), including the offers to purchase for cash in the order of priority set forth in the table above, up to the applicable Tender SubCap, if any, of each of the Company’s 5.000% Notes due 2040, 4.875% Notes due 2044, 4.685% Notes due 2044, 3.700% Notes due 2027, 3.734% Notes due 2024, 4.669% Notes due 2047 and 2.894% Notes due 2022 (collectively, the “Securities”), subject to an aggregate tender cap of \$1,100,000,000 for all tendered series of Securities. The Company reserves the right, but is under no obligation, to increase any of the Tender SubCaps in the table above or the aggregate tender cap at any time, subject to applicable law. The Company refers investors to the Offer to Purchase for the complete terms and conditions of the tender offers.

The tender offers for the Securities will expire at 11:59 p.m., New York City time, on June 18, 2019, or, in each case, any other date and time to which the Company extends the applicable tender offer (such date and time, as it may be extended with respect to a tender offer, the “Expiration Date”), unless earlier terminated. Holders of Securities must validly tender and not validly withdraw their Securities prior to or at 5:00 p.m., New York City time, on June 3, 2019 (such date and time, as it may be extended with respect to a tender offer, the “Early Tender Date”), to be eligible to receive the Total Consideration (as defined below), which is inclusive of an amount in cash equal to the amount set forth in the table above under the heading “Early Tender Payment” (the “Early Tender Payment”). If a holder validly tenders Securities after the applicable Early Tender Date but prior to or at the applicable Expiration Date, the holder will only be eligible to receive the applicable Late Tender Offer Consideration (as defined below) plus accrued interest.

The applicable consideration (the “Total Consideration”) offered per \$1,000 principal amount of each series of Securities validly tendered and accepted for purchase pursuant to the applicable tender offer will be determined in the manner described in the Offer to Purchase by reference to the applicable fixed spread for such Securities specified in the table above plus the applicable yield based on the bid-side price of the applicable U.S. Treasury Reference Security specified in the table above at 9:00 a.m., New York City time, on June 4, 2019. The “Late Tender Offer Consideration” is equal to the Total Consideration minus the Early Tender Payment.

The tender offers will expire on the applicable Expiration Date. Except as set forth below, payment for the Securities that are validly tendered prior to or at the Expiration Date will be made on a date promptly following the Expiration Date, which is currently anticipated to be June 20, 2019, the second business day after the Expiration Date. The Company reserves the right, in its sole discretion, to make payment for Securities that are validly tendered prior to or at the Early Tender Date on an earlier settlement date, which, if applicable, is currently anticipated to be June 5, 2019, provided that the conditions to the satisfaction of the applicable tender offer are satisfied.

Holders will also receive accrued and unpaid interest on Securities validly tendered and accepted for purchase from the applicable last interest payment date up to, but not including, the applicable settlement date.

Tendered Securities may be withdrawn prior to or at, but not after, 5:00 p.m., New York City time, on June 3, 2019.

The tender offers are subject to the satisfaction or waiver of certain conditions, including a financing condition, which is specified in the Offer to Purchase. The tender offers are not subject to minimum tender conditions.

Information Relating to the Tender Offers

The Offer to Purchase is being distributed to holders beginning today. Barclays Capital Inc., Goldman Sachs & Co. LLC and J.P. Morgan Securities LLC are the lead dealer managers for the tender offers. Investors with questions regarding the tender offers may contact Barclays Capital Inc. at (800) 438-3242 (toll-free) or (212) 528-7581 (collect), Goldman Sachs & Co. LLC at (800) 828-3182 (toll-free) or (212) 357-0215 (collect) and J.P. Morgan Securities LLC at (866) 834-4666 (toll-free) or (212) 834-8553 (collect). Global Bondholder Services Corporation is the tender and information agent for the tender offers and can be contacted at (866) 794-2200 (toll-free) or (212) 430-3774 (collect).

None of the Company or its affiliates, their respective boards of directors, the dealer managers, the tender and information agent or the trustee with respect to any Securities is making any recommendation as to whether holders should tender any Securities in response to any of the tender offers, and neither the Company nor any such other person has authorized any person to make any such recommendation. Holders must make their own decision as to whether to tender any of their Securities, and, if so, the principal amount of Securities to tender.

The full details of the tender offers, including complete instructions on how to tender Securities, are included in the Offer to Purchase. Holders are strongly encouraged to read carefully the Offer to Purchase, including materials incorporated by reference therein, because they will contain important information. The Offer to Purchase may be downloaded from Global Bondholder Services Corporation’s website at www.gbhc-usa.com/BectonDickinson or obtained from Global Bondholder Services Corporation, free of charge, by calling toll-free at (866) 794-2200 (bankers and brokers can call collect at (212) 430-3774).

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 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 health care.

Contact:

Kristen Cardillo, Communications – (201) 847-5657

Monique N. Dolecki, Investor Relations – (201) 847-5378

Forward-Looking Statements

This press release contains certain estimates and other forward-looking statements (as defined under Federal securities laws) regarding BD's performance, including in relation to the consummation of the tender offers. 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 satisfaction of the conditions to the tender offers, including satisfaction of the financing condition, 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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