

**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**

BECTON, DICKINSON AND COMPANY

(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction of incorporation or organization)

22-0760120
(I.R.S. Employer Identification No.)

**1 Becton Drive
Franklin Lakes, New Jersey**
(Address of principal executive offices)

07417-1880
(Zip Code)

BECTON DICKINSON EURO FINANCE S.À R.L.

Luxembourg
(State or other jurisdiction of incorporation)

98-1490379
(IRS Employer Identification No.)

**412F, route d'Esch
L-1471 Luxembourg
RCS : B234229**
(Address of principal executive offices)

(Zip Code)

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

**Title of each class
to be so registered**
1.213% Notes due 2036

**Name of each exchange on which
each class is to be registered**
New York Stock Exchange

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) or (e), 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) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: 333-224464

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Becton, Dickinson and Company (“BD”) and Becton Dickinson Euro Finance S.à r.l. (“Becton Finance” and together with BD, the “Registrants”) have 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 February 9, 2021 (the “Prospectus Supplement”), and the accompanying prospectus, dated May 17, 2019 (the “Base Prospectus”). The Prospectus Supplement relates to the offering of €600,000,000 aggregate principal amount of 1.213% Notes due 2036 (the “Notes”) to be issued by Becton Finance. The Notes will be fully and unconditionally guaranteed by BD. The Base Prospectus forms a part of the Registrants’ Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (File No. 333-224464), filed with the Commission on May 17, 2019, which amends the Registration Statement on Form S-3 (File No. 333-224464), filed with the Commission by BD on April 26, 2018 (as amended, the “Registration Statement”).

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

The descriptions under the heading “Description of Notes” in the Prospectus Supplement and “Description of Debt Securities of Becton Dickinson Euro Finance S.à r.l.” in the Base Prospectus are incorporated by reference herein.

Item 2. Exhibits.

- [4.1](#) Indenture, dated as of May 17, 2019, among Becton Dickinson Euro Finance S.à r.l., as issuer, Becton, Dickinson and Company, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated herein by reference to Exhibit 4.7 of BD’s Post-Effective Amendment No. 1 to its Registration Statement on Form S-3 filed with the Commission on May 17, 2019).
 - 4.2 Second Supplemental Indenture, dated as of February 12, 2021, among Becton Dickinson Euro Finance S.à r.l., as issuer, Becton, Dickinson and Company, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated herein by reference to Exhibit 4.1 of BD’s Current Report on Form 8-K filed with the Commission on February 12, 2021).
 - 4.3 Form of Note for 1.213% Notes due 2036 (incorporated herein by reference to Exhibit 4.2 of BD’s Current Report on Form 8-K filed with the Commission on February 12, 2021).
 - 104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the iXBRL document).
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SIGNATURE

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

Becton, Dickinson and Company
(Registrant)

Dated: February 12, 2021

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

Becton Dickinson Euro Finance S.à r.l.
(Registrant)

Dated: February 12, 2021

By: /s/Alessandro Luino
Name: Alessandro Luino
Title: Class A Manager and authorized signatory
