

FILED BY BECTON, DICKINSON AND COMPANY  
PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933 AND  
DEEMED FILED PURSUANT TO RULE 14A-12 OF THE SECURITIES EXCHANGE ACT OF 1934

SUBJECT COMPANY: CAREFUSION CORP  
COMMISSION FILE NO. 333-199830

The following slides were used in a presentation made by Becton, Dickinson and Company at the 33rd Annual J. P. Morgan Healthcare Conference, held on January 14, 2015.



**33rd Annual J. P. Morgan  
Healthcare Conference**

**January 14, 2015**

**Vincent A. Forlenza  
Chairman, Chief Executive Officer and President**

## Forward-Looking Statements

- These materials include forward-looking statements and it's possible that actual results could differ from our expectations. Factors that could cause such differences appear in our fourth quarter earnings release and in our recent SEC filings.

## Non-GAAP Financial Measures

- These materials also include Non-GAAP financial measures. A reconciliation to the comparable GAAP measures can be found in our fourth quarter 2014 earnings release, the financial schedules attached thereto and the related earnings call slides, all of which are posted on the "Investors" section of the BD.com website.

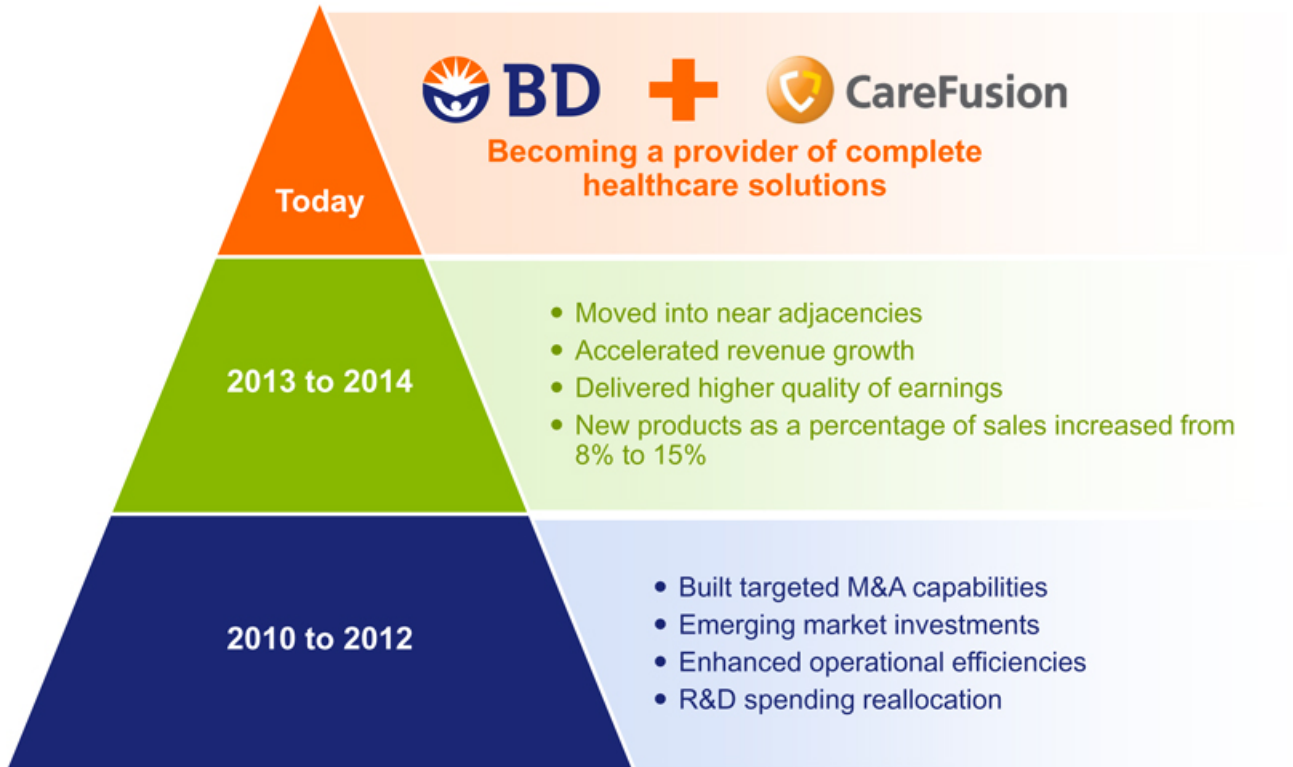
FXN = Estimated foreign exchange-neutral currency growth.

\$ = Dollars in millions except per share data.

Note: All figures on accompanying slides are rounded. Totals may not add due to rounding. Percentages are based on un-rounded figures.

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# Strategic Focus



## Strong Core Portfolio

**Customer  
Centricity**



**Innovation**



**Regional  
Investments**



**Acquisitions &  
Partnerships**



**Built on a Foundation of Ethics, Compliance and Shared Value**

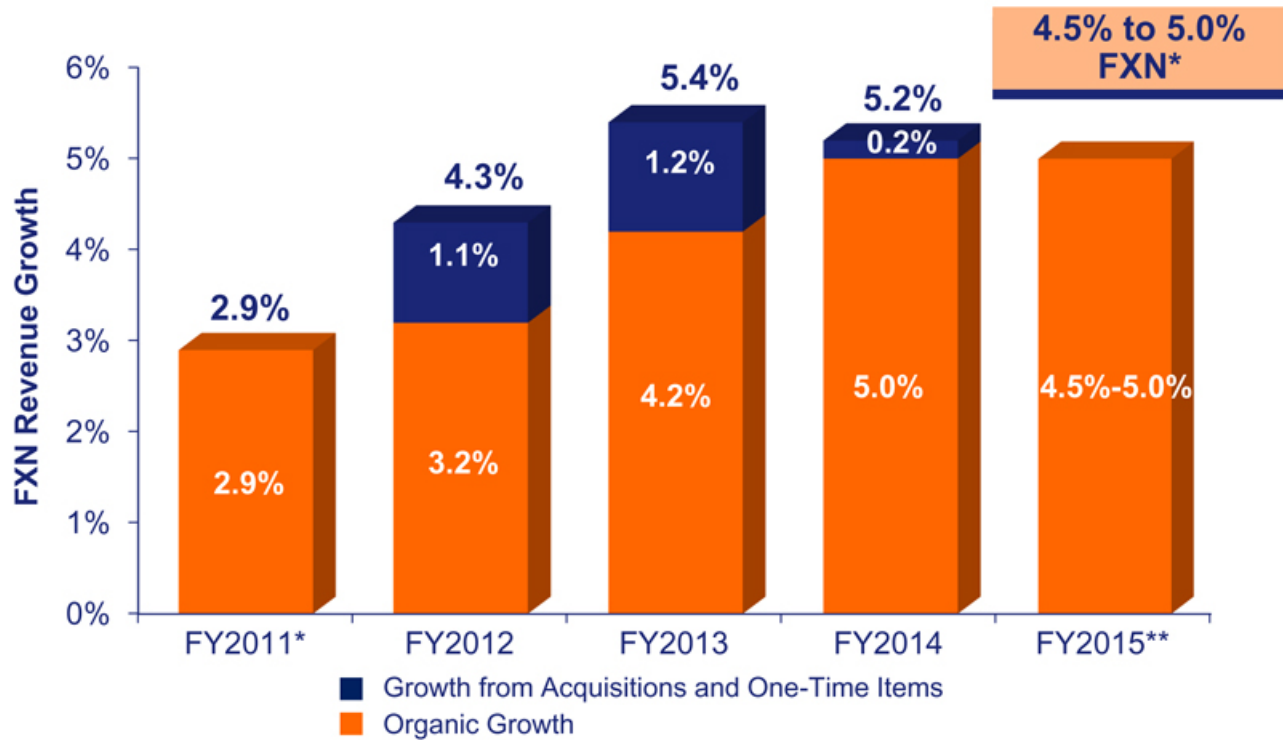
# Financial Review and Outlook



## 2014 Key Achievements:

- Strong revenue growth of 5.2%
  - ◆ Launched an array of new products bringing new products as a percentage of sales to 15%
- Emerging Market investments continue to fuel growth
- Operating effectiveness and efficiency initiatives continued to drive underlying margin expansion
- 42<sup>nd</sup> consecutive year of dividend increases
- Proactively adapting to the dynamic healthcare environment by transitioning to a customer-focused provider of healthcare solutions

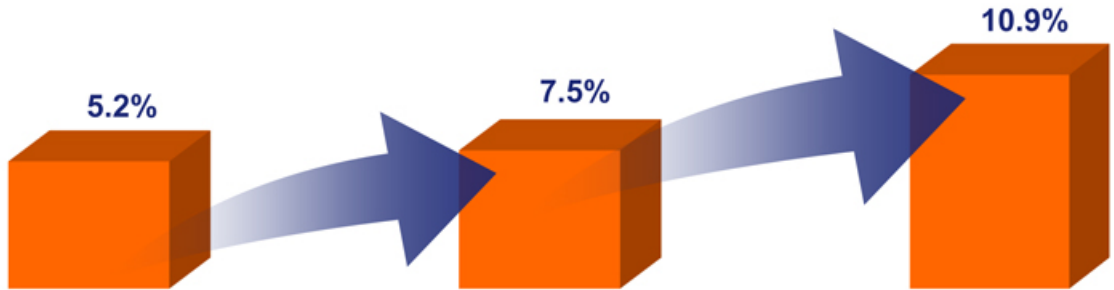
**Growth and Innovation Strategy Continues to Deliver Results**



Note: Amounts are restated for continuing operations and are foreign currency neutral (FXN). \* FY2011 values are adjusting for the impact of prior-year sales related to pandemic flu, stimulus spending in the U.S. and supplemental spending in Japan that occurred in fiscal year 2010. \*\*FY 2015 Guidance Estimate.



# Investments in the Business Drove Strong Financial P&L Performance in 2014



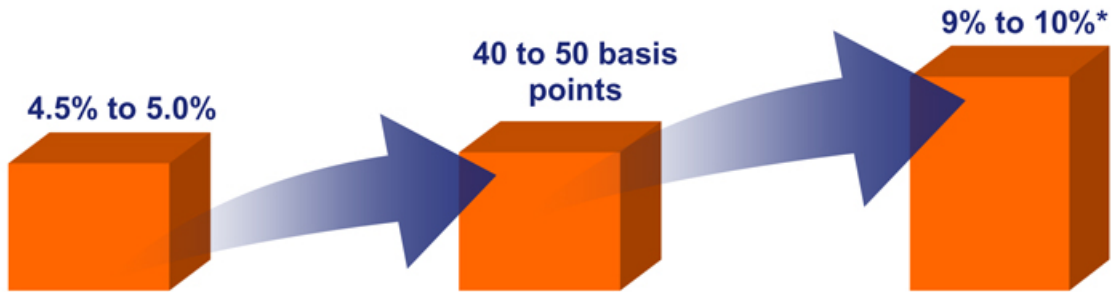
Key Drivers	Key Drivers	Key Drivers
<ul style="list-style-type: none"><li>● Enhancing our core</li><li>● Innovative new products</li><li>● Emerging market growth</li><li>● Safety-engineered product growth</li></ul>	<ul style="list-style-type: none"><li>● Fixed cost leverage: service centers, end to end process improvement</li><li>● Supply chain efficiencies</li><li>● Manufacturing productivity</li></ul>	<ul style="list-style-type: none"><li>● Solid revenues and improved operating income</li><li>● Tax rate improvement</li><li>● Share repurchases</li></ul>

Note: Figures represent fiscal year 2014 currency-neutral growth.



# Fiscal Year 2015 Outlook: Continue to Drive Improved Growth Profile on the Top and Bottom Line

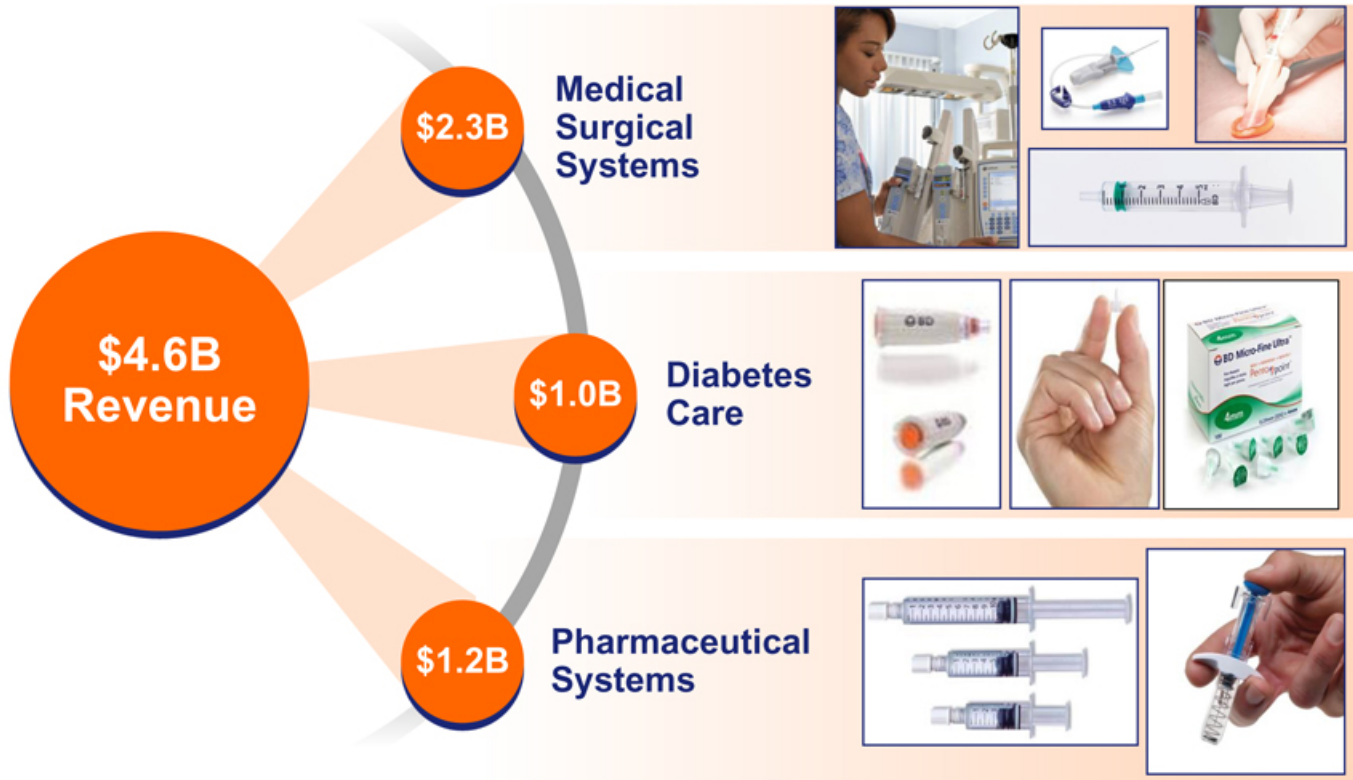
Revenue Growth	Operating Income	"Cash" EPS Growth*
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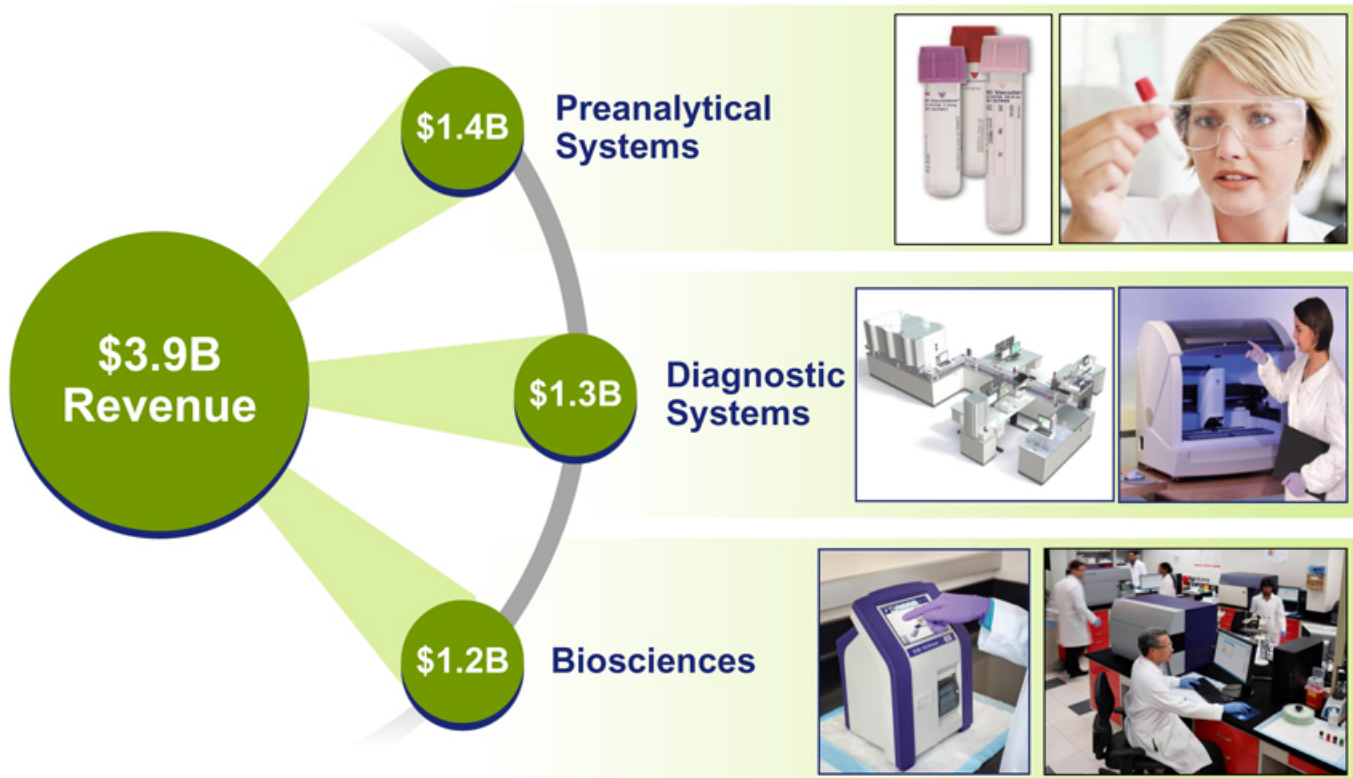
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Note: Figures represent fiscal year foreign-currency neutral 2015 guidance estimates. \* EPS values represent underlying improvements, inclusive of approximately 1% of estimated impact from the cancellation of the share repurchase program.

# Growth Drivers



Note: Fiscal year 2014 revenues in billions. Totals may not add due to rounding.



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## Global Leader in Safety with a Robust Emerging Market Footprint

26%

Revenues from needle-stick safety products



18.6%

Growth in emerging market safety revenues



25.1%

Revenues from emerging markets, including over 1 billion BD Emerald™ syringes sold



Note: Percentages based on fiscal year 2014 revenues.



# CareFusion Acquisition

**BD****CareFusion**

- **Accelerates BD's strategy** to deliver complete solutions that meet evolving industry needs
- **Builds scale and depth** to create unique growth opportunities, leveraging BD's international footprint
- **Creates meaningful value** for shareholders, customers and employees around the world

## A Leader in Medication Management and Patient Safety

- \$12 billion in combined annualized revenues
- 46,000 employees worldwide
- Presence in almost every country in the world
- Significantly increases BD's addressable opportunity



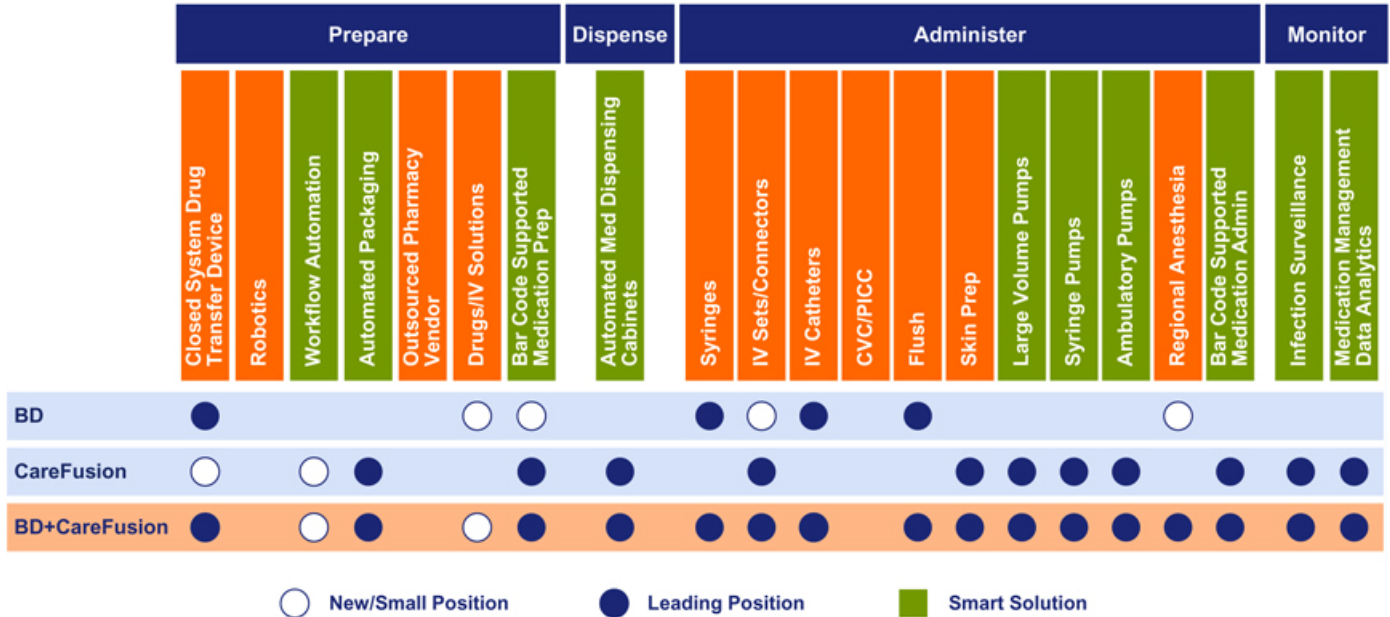
# Complementary Product Portfolios

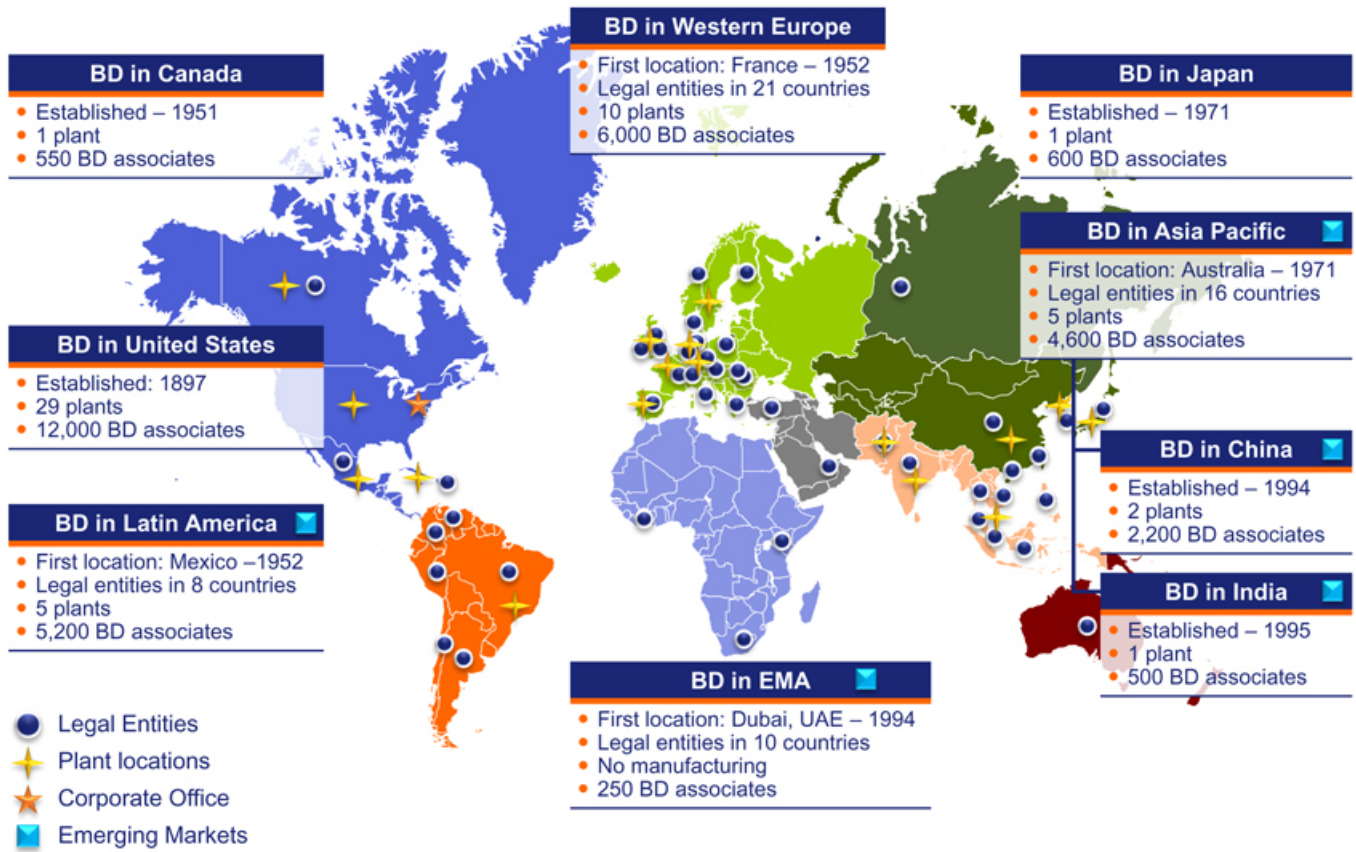


More than doubles BD Medical's addressable opportunity from about \$8B to \$16B



Becomes a global leader in medication management, with a leading informatics platform across value chain





CareFusion  
Acquisition  
Announced  
10/5/14

Acquisition  
expected to close  
in the first quarter  
of 2015



Expiration of  
the HSR Act  
Waiting Period

Financing

CareFusion  
shareholder vote,  
scheduled for  
1/21/15

European  
Approval

## Integration Planning Progress:

● 3 Phases of Integration:

- |      |                                       |                  |             |
|------|---------------------------------------|------------------|-------------|
| ✓ 1. | “Listen and Engage”                   | First 30 days    | -Done       |
| 2.   | “Jointly Plan and Countdown to Close” | 31 days to Close | -In Process |
| 3.   | “Transition to NewCo”                 | Close to 2 years | -In Process |

MEMBER OF

## Dow Jones Sustainability Indices

In Collaboration with RobecoSAM



FTSE4Good



- Built a strong foundation for future growth
- Delivered on our commitments in fiscal year 2014
- BD together with CareFusion is a powerful combination that delivers value to customers
- Looking to the future with confidence





BD, BD Logo and all other trademarks are the property of Becton, Dickinson and Company.



**IMPORTANT INFORMATION FOR INVESTORS**

In connection with the proposed transaction, BD will file with the SEC a registration statement on Form S-4 that will constitute a prospectus of BD and include a proxy statement of CareFusion. BD and CareFusion also plan to file other relevant documents with the SEC regarding the proposed transaction. **INVESTORS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** You may obtain a free copy of the proxy statement/prospectus (if and when it becomes available) and other relevant documents filed by BD and CareFusion with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, you will be able to obtain free copies of these documents by phone, email or written request by contacting the investor relations department of BD or CareFusion at the following: Monique Dolecki, BD Investor Relations 201-847-5378 or Jim Mazzola, CareFusion Investor Relations 858-617-1203.

**PARTICIPANTS IN THE SOLICITATION**

BD and CareFusion and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about BD's directors and executive officers is available in BD's proxy statement dated December 19, 2013, for its 2014 Annual Meeting of Shareholders and in its subsequent filings with the SEC. Information about CareFusion's directors and executive officers is available in CareFusion's proxy statement dated September 25, 2014, for its 2014 Annual Meeting of Stockholders. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the merger when they become available. Investors should read the proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from BD or CareFusion as indicated above. This slide presentation shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

This slide presentation contains certain estimates and other forward-looking statements (as defined under Federal securities laws). Forward looking statements generally are accompanied by words such as "will", "expect", "outlook" or other similar words, phrases or expressions. These forward-looking statements include statements regarding the estimated or anticipated future results of BD, and of the combined company following BD's proposed acquisition of CareFusion, the anticipated benefits of the proposed combination, including estimated synergies, the expected timing of completion of the transaction and other statements that are not historical facts. These statements are based on the current expectations of BD and CareFusion management and are not predictions of actual performance. These statements are subject to a number of risks and uncertainties regarding BD and CareFusion's respective businesses and the proposed acquisition, and actual results may differ materially. These risks and uncertainties include, but are not limited to, the ability of the parties to successfully close the proposed acquisition, including the risk that the required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the transaction; risks relating to the integration of CareFusion's 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; the outcome of any legal proceedings related to the proposed merger; access to available financing for the refinancing of BD's or CareFusion's debt on a timely basis and reasonable terms; the ability to market and sell CareFusion's products in new markets, including the ability to obtain necessary regulatory product registrations and clearances; the loss of key senior management or other associates; the anticipated demand for BD's and CareFusion's products, including the risk of future reductions in government healthcare funding, changes in reimbursement rates or changes in healthcare practices that could result in lower utilization rates or pricing pressures; the impact of competition in the medical device industry; the risks of fluctuations in interest or foreign currency exchange rates; product liability claims; difficulties inherent in product development, including the timing or outcome of product development efforts, the ability to obtain regulatory approvals and clearances and the timing and market success of product launches; risks relating to fluctuations in the cost and availability of raw materials and other sourced products and the ability to maintain favorable supplier arrangements and relationships; successful compliance with governmental regulations applicable to BD, CareFusion and the combined company; changes in regional, national or foreign economic conditions; uncertainties of litigation, as well as other factors discussed in BD's and CareFusion's respective filings with the Securities Exchange Commission. BD and CareFusion 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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