

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) November 17, 2025

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 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
1.900% Notes due December 15, 2026	BDX26	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
3.519% Notes due February 8, 2031	BDX31	New York Stock Exchange
3.828% Notes due June 7, 2032	BDX32A	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 PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

On November 17, 2025, Robert L. Huffines and Jacqueline Wright were elected to the Board of Directors (the “Board”) of Becton, Dickinson and Company (“BD”), effective December 1, 2025. At that time, the size of the Board will expand from twelve to fourteen members. Upon joining the Board, Ms. Wright will serve as a member of both the Audit Committee and the Compensation and Human Capital Committee of the Board and Mr. Huffines will serve as a member of both the Audit Committee and the Corporate Governance and Nominating Committee of the Board. BD’s Board has determined that each of Ms. Wright and Mr. Huffines is independent under the rules of the New York Stock Exchange and the independence guidelines contained in BD’s Statement of Corporate Governance Principles. Information regarding the compensation of the non-management members of the Board is included under the caption “Non-Management Director Compensation” in BD’s proxy statement relating to its 2025 Annual Meeting of Shareholders. In connection with their appointments to the Board, Mr. Huffines and Ms. Wright will receive a prorated grant of restricted stock units from the effective date of their election to the Board to BD’s 2026 Annual Meeting of Shareholders. The Company undertakes to supplement this Current Report on Form 8-K by amendment with information regarding such grant promptly following its determination.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

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

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: <u>Stephanie M. Kelly</u>	/s/
M. Kelly	Stephanie
Securities and Governance Counsel, Corporate Secretary	Chief

Date: November 17, 2025