

BECTON DICKINSON & CO
Form 8-K
January 17, 2019

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) January 17, 2019
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)
(201) 847-6800
(Registrant's
Telephone
Number,
Including Area
Code)

07417-1880
(Zip 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):

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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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On January 17, 2019, Becton, Dickinson and Company (“BD”) issued a press release announcing its preliminary financial results for its first fiscal quarter ending December 31, 2018. A copy of the press release is furnished as Exhibit 99.1 to this report.

The press release furnished as Exhibit 99.1 contains certain financial measures that differ from those presented in accordance with U.S. generally accepted accounting principles (“non-GAAP measures”), as follows:

Comparable Revenue Growth. We present our preliminary revenue growth for the quarter, and our estimated revenue growth in fiscal year 2019, on an adjusted “comparable”, currency-neutral basis, which assumes that our acquisition of C.R. Bard, Inc. (“Bard”) occurred at the start of the 2018 fiscal year, with adjustments to eliminate the impact of divestitures and intercompany revenues, as well as the impact of foreign currency translation. We believe these non-GAAP measures of revenue growth help investors better understand and evaluate the performance of the combined company, as well as our revenue guidance for fiscal year 2019, in relation to fiscal year 2018, as they allow for better year-to-year comparability.

Adjusted comparable revenues for fiscal year 2018 are presented for illustrative purposes only, and are not necessarily indicative of the operating results or financial position that would have occurred if the Bard acquisition had been consummated on the date indicated, nor is the information necessarily indicative of the results of operations that may be expected for any future period or date. BD and Bard may have performed differently had they actually been combined during the periods presented and such differences may be material.

Adjusted Earnings Per Share. We present preliminary diluted earnings per share (“EPS”) for the quarter and EPS for the prior year period after eliminating items that we believe are not part of our ordinary operations and affect the comparability of the periods presented (“adjusted EPS”). These include adjustments for purchase accounting adjustments, acquisition-related restructuring and integration costs, the gain on the sale of a business and other matters. We believe adjustments for these items allow investors to better understand the underlying operating results of BD and facilitate comparisons between the periods shown. We also show the growth in adjusted EPS for the quarter compared to the prior year period after eliminating the impact of foreign currency translation to further enable investors to evaluate BD’s underlying earnings performance compared to the prior year periods.

We also present our estimated adjusted EPS for fiscal year 2019 and our adjusted EPS for fiscal year 2018.

Management believes these measures allow investors to better evaluate BD’s anticipated underlying earnings performance for fiscal year 2019 in relation to our underlying fiscal year 2018 performance.

BD’s management uses each of these non-GAAP measures in its own evaluation of BD’s performance, particularly when comparing performance to past periods and to the performance of peer companies. Management also uses the non-GAAP results for budget planning purposes on a quarterly and annual basis.

BD provides non-GAAP measures to investors on a supplemental basis in addition to our GAAP results, as they provide additional insight into BD’s financial results. Management believes the non-GAAP results provide a reasonable measure of BD’s underlying performance before the effects of items that are considered by management to be outside of BD’s underlying operational results or that affect period to period comparability. However, non-GAAP results should not be considered in isolation and are not in accordance with, or a substitute for, GAAP results. Also, our non-GAAP results may differ from similar measures used by other companies, even if similar terms are used to identify such measures. Although BD’s management believes non-GAAP results are useful in evaluating the performance of its business, its reliance on these measures is limited since items excluded from such measures may have a material impact on BD’s net income, earnings per share or cash flows calculated in accordance with GAAP. Therefore, management typically uses non-GAAP results in conjunction with GAAP results to address these limitations. Investors should also consider these limitations when evaluating BD’s results.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit 99.1 Press release dated January 17, 2019, which is furnished pursuant to Item 2.02

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
Gary DeFazio
Senior Vice President and Corporate Secretary
Date: January 17, 2019

Exhibit Index

99.1 Press release dated January 17, 2019, which is furnished pursuant to Item 2.02