

BOSTON SCIENTIFIC CORP
Form 8-K
May 08, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **May 7, 2015**

BOSTON SCIENTIFIC CORPORATION

(Exact name of registrant as specified in charter)

DELAWARE
(State or other
jurisdiction of

incorporation)

1-11083
(Commission

file number)

04-2695240
(IRS employer

identification no.)

**300 Boston Scientific Way, Marlborough,
Massachusetts**
(Address of principal executive offices)

01752-1234
(Zip code)

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Registrant's telephone number, including area code: **(508) 683-4000**

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 communication 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))
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Item 8.01. OTHER EVENTS

On May 7, 2015, Boston Scientific Corporation (the Company) announced the pricing of a public offering of \$1.85 billion in aggregate principal amount of its senior notes under its existing shelf registration statement. The public offering consists of \$600 million in aggregate principal amount of 2.850% notes due 2020, \$500 million in aggregate principal amount of 3.375% notes due 2022 and \$750 million in aggregate principal amount of 3.850% notes due 2025. The Company expects the offering to close on May 12, 2015, subject to customary closing conditions. The Company intends to use the net proceeds from this offering, together with borrowings under its \$750 million five-year term loan facility, to (i) pay the purchase price of the American Medical Systems urology portfolio acquisition (the AMS Portfolio Acquisition) and related fees and expenses and (ii) redeem all or a portion of its (a) 5.500% notes due November 2015, of which \$400 million aggregate principal amount was outstanding as of the date hereof, and (b) 6.400% notes due June 2016, of which \$600 million aggregate principal amount was outstanding as of the date hereof, and to pay related fees, expenses and premiums. Any such redemption will be made in accordance with the terms of the applicable indenture, including provision of the required notice of redemption.

A copy of the press release is filed with this report as Exhibit 99.1.

Cautionary Statement Regarding Forward-Looking Information

This document contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may be identified by words like anticipate, expect, project, believe, plan, estimate, intend and similar words. These forward-looking statements are based on our beliefs, assumptions and estimates using information available to us at the time and are not intended to be guarantees of future events or performance. These forward-looking statements include, among other things, statements regarding our proposed offering, intended use of proceeds and timing of closing of the AMS Portfolio Acquisition. If our underlying assumptions turn out to be incorrect, or if certain risks or uncertainties materialize, actual results could vary materially from the expectations and projections expressed or implied by our forward-looking statements. These risks and uncertainties, in some cases, have affected and in the future could affect our ability to implement our business strategy and may cause actual results to differ materially from those contemplated by the statements expressed in this document. As a result, readers are cautioned not to place undue reliance on any of our forward-looking statements.

Risks and uncertainties that may cause such differences include, among other things: future economic, competitive, reimbursement and regulatory conditions; new product introductions; demographic trends; the closing and integration of acquisitions; intellectual property; litigation; financial market conditions; and future business decisions made by us and our competitors. All of these factors are difficult or impossible to predict accurately and many of them are beyond our control. For a further list and description of these and other important risks and uncertainties that may affect our future operations, see Part I, Item IA - *Risk Factors* in our most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission, which we may update in Part II, Item 1A - *Risk Factors* in Quarterly Reports on Form 10-Q we have filed or will file hereafter. We disclaim any intention or obligation to publicly update or revise any forward-looking statement to reflect any change in our expectations or in events, conditions, or circumstances on which those expectations may be based, or that may affect the likelihood that actual results will differ from those contained in the forward-looking statements. This cautionary statement is applicable to all forward-looking statements contained in this document.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

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| Exhibit No. | Description |
|--------------------|---|
| Exhibit 99.1 | Press Release issued by Boston Scientific Corporation dated May 7, 2015 |

SIGNATURE

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

Date: May 7, 2015

BOSTON SCIENTIFIC CORPORATION

By: */s/ Robert J. Castagna*
Robert J. Castagna
Vice President and Treasurer

INDEX TO EXHIBITS

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