

THERMO FISHER SCIENTIFIC INC.

Form 8-A12B

August 08, 2018

**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 OF 1934**

**Thermo Fisher Scientific Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of incorporation or**  
**organization)**

**04-2209186**  
**(I.R.S. Employer Identification No.)**

**168 Third Avenue**

**02451**

**Waltham, Massachusetts**  
**(Address of principal executive offices)**

**(Zip Code)**

**Thermo Fisher Scientific (Finance I) B.V.**

**(Exact name of registrant as specified in its charter)**

**The Netherlands**  
**(State or other jurisdiction of incorporation or**  
**organization)**

**98-1315372**  
**(I.R.S. Employer Identification No.)**

**Takkebijsters 1**

**4817BL Breda**

**The Netherlands**  
**(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**  
Floating Rate Senior Notes due 2020

**Name of each exchange on which**

**each class is to be registered**  
New York Stock Exchange LLC

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 (if applicable): **333-209687**

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

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

Thermo Fisher Scientific Inc. ( Thermo Fisher ) and Thermo Fisher Scientific (Finance I) B.V. ( Thermo Fisher International ) and together with Thermo Fisher, 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 August 6, 2018 (the Prospectus Supplement ), and the accompanying prospectus, dated August 1, 2016 (the Base Prospectus ). The Prospectus Supplement relates to the offering of 600,000,000 aggregate principal amount of Floating Rate Senior Notes due 2020 (the Notes ) to be issued by Thermo Fisher International. The Notes will be fully and unconditionally guaranteed by Thermo Fisher. The Base Prospectus forms a part of the Registrants Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (File No. 333-209867), filed with the Commission on August 1, 2016, which amends the Registration Statement on Form S-3 (File No. 333-209867), filed with the Commission by Thermo Fisher on March 1, 2016 (as amended, the Registration Statement ).

### Item 1. Description of Registrant's Securities to be Registered.

The descriptions under the heading Description of the Notes in the Prospectus Supplement and Description of Thermo Fisher International Debt Securities in the Base Prospectus are incorporated by reference herein. Copies of such descriptions will be filed with The New York Stock Exchange.

### Item 2. Exhibits.

| Exhibit No. | Description                                                                                                                                                                                                                                                                                                                                        |
|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1         | Indenture, dated as of August 9, 2016, by and among Thermo Fisher International, as issuer, Thermo Fisher, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 of Thermo Fisher's Current Report on Form 8-K filed with the Commission on August 9, 2016).                     |
| 4.2         | Second Supplemental Indenture, dated as of August 8, 2018, by and among Thermo Fisher International, as issuer, Thermo Fisher, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.2 of Thermo Fisher's Current Report on Form 8-K filed with the Commission on August 8, 2018). |
| 4.3         | Paying Agency Agreement, dated as of August 8, 2018, by and between Thermo Fisher International, as issuer, and The Bank of New York Mellon, London Branch, as paying agent (incorporated by reference to Exhibit 4.3 of Thermo Fisher's Current Report on Form 8-K filed with the Commission on August 8, 2018).                                  |
| 4.4         | Calculation Agency Agreement, dated as of August 8, 2018, by and between Thermo Fisher International and The Bank of New York Mellon, London Branch, as calculation agent (incorporated by reference to Exhibit 4.4 of Thermo Fisher's Current Report on Form 8-K filed with the Commission on August 8, 2018).                                    |
| 4.5         | Form of Floating Rate Senior Notes due 2020 (included in Exhibit 4.2).                                                                                                                                                                                                                                                                             |

**SIGNATURE**

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

THERMO FISHER SCIENTIFIC INC.

Date: August 8, 2018

By: /s/ Michael A. Boxer

Name: Michael A. Boxer

Title: Senior Vice President and General Counsel

THERMO FISHER SCIENTIFIC (FINANCE I) B.V.

Date: August 8, 2018

By: /s/ Anthony H. Smith

Name: Anthony H. Smith

Title: Managing Director