

ABBOTT LABORATORIES  
Form 424B3  
March 20, 2017

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Filed Pursuant to Rule 424(b)(3)  
Registration Statement No. 333-216141

PROSPECTUS

## Abbott Laboratories

### Offers to Exchange

**All Outstanding Notes of the Series Specified Below  
and Solicitation of Consents to Amend the Related Indentures  
early consent date: 5:00 p.m., New York City time, March 6, 2017, unless extended  
expiration date: 11:59 p.m., New York City time, March 20, 2017, unless extended**

Abbott Laboratories is offering to exchange any and all validly tendered and accepted notes of the following series issued by St. Jude Medical, LLC (successor to St. Jude Medical, Inc.) for notes to be issued by Abbott as described in, and for the consideration summarized in, the table below, which we collectively refer to as the "exchange offers." We refer to St. Jude Medical, LLC as "St. Jude Medical" and to the series of notes issued by St. Jude Medical and listed in the table below collectively as the "STJ notes." We refer to the series of notes to be issued by Abbott and listed in the table below collectively as the "Abbott notes."

Aggregate Principal Amount (mm)	Series of STJ notes to be Exchanged	CUSIP No.	Series of Abbott notes to be Issued	Exchange Consideration(1)(2) Abbott notes		Early Participation Premium(1)(2) Abbott notes (principal amount)	Total Consideration(1)(2)(3) Abbott notes	
				(principal amount)	Cash		(principal amount)	Cash
\$500	2.000% Senior Notes due 2018 (the "2018 STJ notes")	790849AL7	2.000% Senior Notes due 2018 (the "2018 Abbott notes")	\$970	\$2.50	\$30	\$1,000	\$2.50
\$500	2.800% Senior Notes due 2020 (the "2020 STJ notes")	790849AM5	2.800% Senior Notes due 2020 (the "2020 Abbott notes")	\$970	\$2.50	\$30	\$1,000	\$2.50
\$900	3.25% Senior Notes due 2023 (the "2023 STJ notes")	790849AJ2	3.25% Senior Notes due 2023 (the "2023 Abbott notes")	\$970	\$2.50	\$30	\$1,000	\$2.50
\$500	3.875% Senior Notes due 2025 (the "2025 STJ notes")	790849AN3	3.875% Senior Notes due 2025 (the "2025 Abbott notes")	\$970	\$2.50	\$30	\$1,000	\$2.50
\$700	4.75% Senior Notes due 2043 (the "2043 STJ notes")	790849AK9	4.75% Senior Notes due 2043 (the "2043 Abbott notes")	\$970	\$2.50	\$30	\$1,000	\$2.50

- (1) Consideration, representing principal amount of Abbott notes, per \$1,000 principal amount of STJ notes validly tendered, subject to any rounding as described herein.
- (2) As used in this table, the term "Abbott notes" refers, in each case, to the series of Abbott notes corresponding to the series of STJ notes of like tenor and coupon.
- (3) Includes the early participation premium for STJ notes validly tendered before the early consent date described herein and not validly withdrawn.

**In exchange for each \$1,000 principal amount of STJ notes that is validly tendered prior to 5:00 p.m., New York City time, on March 6, 2017, which we refer to as the "early consent date," and not validly withdrawn, holders will be eligible to receive the consideration set out in the table above under the heading "Total Consideration," which consists of \$1,000 principal amount of Abbott notes and a cash amount of \$2.50 (the "consent fee") and which we refer to as the "total consideration." In respect of each series of STJ notes, the total consideration represents the sum of the amounts set out in the table above with respect to such series of STJ notes (i) under the heading "Exchange Consideration," which we refer to as the "exchange consideration," plus (ii) under the heading "Early Participation Premium," which consists of \$30.00 principal amount of Abbott notes and which we refer to as the "early participation premium."**

**In exchange for each \$1,000 principal amount of STJ notes that is validly tendered after the early consent date but prior to the expiration date (as defined below) and not validly withdrawn, holders will be eligible to receive only the exchange consideration, which consists of \$970.00 principal amount of Abbott notes and the consent fee. In respect of each series of STJ notes, the exchange consideration is equal to the difference between (i) the total consideration applicable to such series minus (ii) the early participation premium applicable to such series.**

**If you validly tender STJ notes before the early consent date, you may validly withdraw your tender any time before the expiration date, but you will not receive the early participation premium unless you validly re-tender before the early consent date. If the valid withdrawal of your tender occurs before the early consent date, your consent will also be revoked, and you will not receive the consent fee unless you validly re-tender before the expiration date. If the valid withdrawal of your tender occurs after the early consent date, then, as described in this prospectus, you may not be able to revoke the related consent. If your consent is not revoked, you will be eligible to receive the consent fee.**

Each Abbott note issued in exchange for an STJ note will have an interest rate and maturity date that are identical to the interest rate and maturity date of the tendered STJ note, as well as identical interest payment dates (which will be the first interest payment date falling after the settlement date in the case of any tendered STJ note for which the corresponding record date falls before the expiration date), and will accrue interest from (and including) the most recent interest payment date of the tendered STJ note. No

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accrued but unpaid interest will be paid in connection with the exchange offers, except in certain limited circumstances described herein. The principal amount of each Abbott note will be rounded down, if necessary, to the nearest whole multiple of \$1,000 in excess of \$2,000 and Abbott will pay cash equal to the remaining portion, if any, of the exchange price of such STJ note.

**The exchange offers will expire immediately following 11:59 p.m., New York City time, on March 20, 2017, which we refer to as the "expiration date," unless Abbott, in its sole discretion, elects to extend the initial period of time during which the exchange offers, or any of them, are open, in which event the expiration date shall be the latest time and date at which the exchange offers or any of them, as extended, expire.** You may withdraw tendered STJ notes at any time prior to the expiration date. As of the date of this prospectus, there was \$3,100,000,000 aggregate principal amount of outstanding STJ notes.

Concurrently with the exchange offers, Abbott is also soliciting consents from each holder of the STJ notes, on behalf of St. Jude Medical and upon the terms and conditions set forth in this prospectus, to certain amendments to each series of STJ notes and the STJ indenture (as defined below) governing it, which we refer to as the "proposed amendments." U.S. Bank National Association serves as trustee with respect to the STJ indentures. We refer to U.S. Bank National Association, in its capacity as trustee under each of the STJ indentures, as the "STJ trustee."

The Abbott trustee and the STJ trustee are not responsible for and make no representation as to the validity, accuracy or adequacy of this prospectus and any of its contents, and are not responsible for any statement of any person in the solicitation of tenders or consents.

St. Jude Medical issued the 2023 STJ notes and the 2043 STJ notes pursuant to that certain Indenture, dated as of July 28, 2009, between St. Jude Medical, Inc. (predecessor to St. Jude Medical, LLC) and the STJ trustee, which we refer to as the "STJ base indenture," as supplemented and amended by (i) that certain Fourth Supplemental Indenture, dated as of April 2, 2013, between St. Jude Medical, Inc. (predecessor to St. Jude Medical, LLC) and the STJ trustee, which we refer to as the "fourth supplemental indenture" and (ii) that certain Sixth Supplemental Indenture, dated as of January 4, 2017 between St. Jude Medical and the STJ trustee, which we refer to as the "sixth supplemental indenture." We refer to the STJ base indenture, as amended and supplemented by the fourth supplemental indenture and the sixth supplemental indenture as the "STJ 2013 indenture."

St. Jude Medical issued the 2018 STJ notes, the 2020 STJ notes and the 2025 STJ notes pursuant to the STJ base indenture, as supplemented and amended by (i) that certain Fifth Supplemental Indenture, dated as of September 23, 2015, between St. Jude Medical, Inc. (predecessor to St. Jude Medical, LLC) and the STJ trustee, which we refer to as the "fifth supplemental indenture" and (ii) the sixth supplemental indenture. We refer to the STJ base indenture, as amended and supplemented by the fifth supplemental indenture and the sixth supplemental indenture as the "STJ 2015 indenture." We refer to the STJ 2013 indenture and the STJ 2015 indenture collectively as the "STJ indentures."

You may not consent to the proposed amendments to the applicable STJ indenture without tendering your STJ notes in the applicable exchange offer, and you may not tender your STJ notes into the applicable exchange offer without consenting to the applicable proposed amendments. **By tendering your STJ notes for exchange, you will be deemed to have validly delivered your consent with respect to such tendered STJ notes to the proposed amendments to the applicable STJ indenture under which such tendered STJ notes were issued, as described in the section entitled "The Proposed Amendments."** You may revoke your consent at any time before the early consent date but you may not be able to revoke your consent after the early consent date as described in this prospectus.

**The consummation of each exchange offer is subject to, and conditional upon, the satisfaction or waiver of the conditions discussed in the section entitled "The Exchange Offers and Consent Solicitations Conditions to the Exchange Offers and Consent Solicitations," including, among other things, the receipt of valid consents to the proposed amendments on behalf of holders of at least a majority of the outstanding aggregate principal amount of the applicable series of STJ notes subject to such exchange offer, which we refer to with respect to each exchange offer as the "requisite consents." Abbott may, at its option and in its sole discretion, waive any such conditions.**

**Upon or promptly following the later of the early consent date and the receipt and acceptance of the requisite consents, it is anticipated that St. Jude Medical and the STJ trustee will execute a supplemental indenture with respect to each affected series of STJ notes that will, subject to the satisfaction or waiver of the conditions to the exchange offer for such affected series, eliminate various covenants, event of default provisions and other provisions under the applicable STJ indenture and applicable STJ notes. Holders of STJ notes will not be given prior notice that St. Jude Medical and the STJ trustee are executing a supplemental indenture, and you will not be able to revoke a consent that was delivered with a validly tendered STJ note after the execution of the supplemental indenture with respect to that series of STJ notes.**

Abbott intends to issue the Abbott notes on or about the second business day following the expiration date. We refer to the date on which Abbott issues such Abbott notes as the "settlement date." The STJ notes are not listed on any securities exchange. Abbott does not intend to list the Abbott notes on any securities exchange.

**This investment involves risks. Prior to participating in any of the exchange offers and consenting to the proposed amendments, please see the section entitled "Risk Factors" beginning on page 14 of this prospectus for a discussion of risks that you should consider in connection with your investment in Abbott notes.**

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**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

None of Abbott, St. Jude Medical, the exchange agent, the information agent, the STJ trustee, the Abbott trustee (as defined below) or the dealer managers makes any recommendation as to whether any holder of STJ notes should tender their STJ notes into the exchange offers and deliver consents to the proposed amendments to the applicable STJ indenture.

The joint lead dealer managers for the exchange offers and the consent solicitations are:

**BofA Merrill  
Lynch**

**Barclays**

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**Morgan  
Stanley**

The date of this prospectus is March 20, 2017.

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**ABOUT THIS PROSPECTUS**

As used in this prospectus, the terms "Abbott," the "Company," the "combined company," "we," "us," and "our" refer to Abbott Laboratories and its consolidated subsidiaries, unless the context requires otherwise. References to "Abbott" as the issuer of the Abbott notes are to Abbott Laboratories (and not its subsidiaries).

Abbott has not, and the dealer managers have not, authorized anyone to provide you with any information other than that contained in or incorporated by reference into this prospectus. Abbott and the dealer managers take no responsibility for, and can provide no assurance as to the reliability of, any information that others may give you. This prospectus is dated March 20, 2017, and you should not assume that the information contained in this prospectus is accurate as of any date other than such date. Further, you should not assume that the information incorporated by reference into this prospectus is accurate as of any date other than the date of the incorporated document.

This prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a consent, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.

This prospectus is part of a registration statement that Abbott has filed with the Securities and Exchange Commission, which we refer to as the "SEC" or the "Commission." You should read this registration statement, any documents incorporated by reference herein, the exhibits hereto and the additional information described in the section entitled "*Where You Can Find More Information*" carefully and in its entirety prior to making any investment decision with respect to the Abbott notes.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Some of the statements contained or incorporated by reference in this prospectus are "forward-looking statements." These forward-looking statements are identified by their use of terms such as "intend," "plan," "may," "should," "will," "anticipate," "believe," "could," "estimate," "expect," "continue," "potential," "opportunity," "project," "strategy" and similar terms. Abbott cautions that these forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those indicated in the forward-looking statements, including but not limited to: general economic and business conditions; global economic growth and activity; industry conditions; changes in laws or regulations; and risks of the outcome of pending or potential litigation or governmental investigations. Economic, competitive, governmental, technological and other factors that may affect Abbott's operations are discussed in Item 1A, "Risk Factors," in Abbott's Annual Report on SEC Form 10-K for the year ended December 31, 2016 and are incorporated by reference into this prospectus. The forward-looking statements include assumptions about Abbott's operations, such as cost controls and market conditions, and certain plans, activities or events which Abbott expects will or may occur in the future and relate to, among other things, the benefits, results, effects and timing of the proposed transaction, future financial and operating results, and Abbott's plans, objectives, expectations (financial or otherwise) and intentions.

Consequently, all of the forward-looking statements made by Abbott contained or incorporated by reference in this prospectus are qualified by factors, risks and uncertainties, including, but not limited to, those set forth in the section entitled "Risk Factors" of this prospectus and those set forth under the headings "Cautionary Statement Regarding Forward-Looking Statements" and "Risk Factors" in Abbott's annual report and other filings with the SEC that are incorporated by reference into this prospectus. See the section entitled "*Where You Can Find More Information.*"

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. Abbott undertakes no obligation to update or revise any forward-looking statements, even if experience or future changes make it clear that projected results expressed or implied in such statements will not be realized, except as may be required by law. As a result of these risks and others, actual results could vary significantly from those anticipated herein, and Abbott's financial condition and results of operations could be materially adversely affected.



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**WHERE YOU CAN FIND MORE INFORMATION**

Abbott files annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any documents Abbott files at the SEC public reference room located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The SEC filings of Abbott also are available to the public at the SEC website at [www.sec.gov](http://www.sec.gov). In addition, you may obtain free copies of the documents Abbott files with the SEC, including the registration statement on Form S-4, of which this prospectus forms a part and any of the documents filed with the SEC and incorporated herein by reference, by going to Abbott's website at [www.abbott.com](http://www.abbott.com) or by contacting Abbott's Investor Relations Department at 100 Abbott Park Road, Abbott Park, IL 60064-6400, Attention: Investor Relations, or by telephone at (224) 667-8945. The website address of Abbott is provided as an inactive textual reference only. The information provided on the Internet website of Abbott, other than copies of the documents listed below that have been filed with the SEC, is not part of this prospectus and, therefore, is not incorporated herein by reference.

Statements contained in this prospectus, or in any document incorporated by reference into this prospectus regarding the contents of any contract or other document, are not necessarily complete and each such statement is qualified in its entirety by reference to that contract or other document filed as an exhibit with the SEC. The SEC allows Abbott to "incorporate by reference" into this prospectus documents that Abbott files with the SEC including certain information required to be included in the registration statement on Form S-4, of which this prospectus forms a part. This means that Abbott can disclose important information to you by referring you to those documents. The information incorporated by reference into this prospectus is considered to be a part of this prospectus, and later information that Abbott files with the SEC will automatically update and supersede that information. Abbott incorporates by reference the documents and information filed with the SEC listed below:

Annual Report on Form 10-K for the fiscal year ended December 31, 2016; and

Current Reports on Form 8-K filed with the SEC on January 5, 2017, February 17, 2017, February 21, 2017 and March 14, 2017.

Notwithstanding the foregoing, information furnished by Abbott on any Current Report on Form 8-K, including the related exhibits, that, pursuant to and in accordance with the rules and regulations of the SEC, is not deemed "filed" for purposes of the Exchange Act and will not be deemed to be incorporated by reference into this prospectus, unless a specific statement to the contrary is made with respect to such information.

Abbott also incorporates by reference any future filings it makes with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of the filing of this prospectus and before Abbott has terminated the offering. Abbott's subsequent filings with the SEC will automatically update and supersede information in this prospectus.

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**QUESTIONS AND ANSWERS ABOUT THE EXCHANGE OFFERS AND CONSENT SOLICITATIONS**

The following questions and answers are intended to briefly address some commonly asked questions regarding the exchange offers and consent solicitations. These questions and answers may not address all questions that may be important to you as a holder of STJ notes. Please refer to the section entitled "*Summary*" and the more detailed information contained elsewhere in this prospectus and the documents referred to within or incorporated by reference into this prospectus, all of which you should read carefully and in their entirety. You may obtain the information incorporated by reference into this prospectus without charge by following the instructions in the section entitled "*Where You Can Find More Information*."

**Q: Who is making the exchange offers and soliciting my consent to amend the STJ indentures? (Page 22)**

A: Abbott Laboratories, an Illinois corporation, is a global healthcare company devoted to improving life through the development of products and technologies that span the breadth of healthcare. See the section entitled "*The Parties to the Exchange Offers and Consent Solicitation*."

**Q: What are the exchange offers and consent solicitations? (Page 85)**

A: Abbott is offering to exchange, upon the terms and conditions set forth in this prospectus, any and all of each series of outstanding STJ notes listed on the front cover of this prospectus for (i) newly issued series of Abbott notes with identical interest rates, interest payment dates and maturity dates as the corresponding series of STJ notes and (ii) certain cash consideration. See the section entitled "*The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations Subject Securities of the Exchange Offers; Total Consideration*."

Abbott is soliciting consents to the proposed amendments of the STJ indentures from holders of the STJ notes, on behalf of St. Jude Medical and upon the terms and conditions set forth in this prospectus. See the section entitled "*The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations Subject Securities of the Consent Solicitations; Total Consideration*."

**Q: Why is Abbott offering to exchange Abbott notes for STJ notes? (Page 85)**

A: On January 4, 2017, Abbott completed its previously announced acquisition of St. Jude Medical, Inc. pursuant to which St. Jude Medical, Inc. was ultimately merged with and into a wholly owned subsidiary of Abbott, with such wholly owned subsidiary surviving the merger and being renamed St. Jude Medical, LLC. In connection with completion of the acquisition, Abbott is conducting the exchange offers to simplify its capital structure and to give existing holders of STJ notes the option to obtain securities issued by Abbott.

**Q: Why is Abbott conducting the consent solicitations with respect to the STJ notes? (Page 85)**

A: Abbott is conducting the consent solicitations to eliminate various covenants, event of default provisions and other provisions under the STJ indentures. Completion of the exchange offers and consent solicitations is expected to ease administration of the combined company's indebtedness. See the section entitled "*The Exchange Offers and Consent Solicitations Purpose of the Exchange Offers and Consent Solicitation*."

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**Q: What will I receive if I tender my STJ notes in the exchange offers? (Page 85)**

A: Subject to the conditions described in this prospectus, if your STJ notes are validly tendered into the applicable exchange offer prior to the early consent date and not validly withdrawn, you will be eligible to receive the total consideration and if your STJ notes are validly tendered into the applicable exchange offer prior to the expiration date but after the early consent date, you will be eligible to receive only the exchange consideration.

Further, and subject to the conditions described in this prospectus, each Abbott note issued in exchange for an STJ note will have an interest rate and maturity date that is identical to the interest rate and maturity date of the tendered STJ note, as well as identical interest payment dates, and will accrue interest from (and including) the most recent interest payment date of the tendered STJ note (which will be the first interest payment date falling after the settlement date in the case of any tendered STJ note for which the corresponding record date falls before the expiration date). Abbott notes will be issued only in denominations of \$2,000 and whole multiples of \$1,000 in excess thereof. In order to be eligible to receive Abbott notes pursuant to any exchange offer, a holder must validly offer to exchange a nominal amount of STJ notes at least equal to such minimum denomination. If, with respect to any tender of STJ notes of a particular series, Abbott would be required to issue an Abbott note in a denomination other than \$2,000 or a whole multiple of \$1,000, then the principal amount of each Abbott note will be rounded down, if necessary, to the nearest whole multiple of \$1,000 in excess of \$2,000 and Abbott will pay cash equal to the remaining portion, if any, of the exchange price of such STJ note. See the section entitled "*The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations Subject Securities of the Exchange Offers; Total Consideration.*"

**Q: If I exchange my STJ notes, will I receive a cash payment in respect of any accrued interest? (Page 85)**

A: Generally, you will not receive a cash payment in respect of accrued interest on STJ notes as of but excluding the settlement date. Instead, the Abbott notes you receive in exchange for exchanged STJ notes will accrue interest from (and including) the most recent interest payment date of the exchanged STJ notes (which will be the first interest payment date falling after the settlement date in the case of any tendered STJ note for which the corresponding record date falls before the expiration date).

However, interest will only accrue with respect to the aggregate principal amount of Abbott notes you receive, which will be less than the principal amount of STJ notes you tendered for exchange if you tender your STJ notes after the early consent date but prior to the expiration date. See the section entitled "*The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations Subject Securities of the Consent Solicitations; Total Consideration.*"

**Q: How do the STJ notes differ from the Abbott notes to be issued in the exchange offers? (Page 99)**

A: The STJ notes are the obligations solely of St. Jude Medical and are governed by the applicable STJ indenture. The Abbott notes will be the obligations solely of Abbott and will be governed by the Abbott indenture (as defined below). Rights of securityholders under the applicable STJ indenture and the Abbott indenture differ in significant respects. See the section entitled, "*Comparison of Rights of Securityholders.*"

**Q: What is the ranking of the Abbott notes? (Page 14)**

A: The Abbott notes will be Abbott's unsecured, unsubordinated debt obligations and will rank equally in right of payment with all of Abbott's other unsecured and unsubordinated debt obligations from time to time outstanding. The Abbott notes are not guaranteed by any of

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Abbott's subsidiaries and therefore the Abbott notes will be structurally subordinated to all existing and future indebtedness and other liabilities of Abbott's subsidiaries. In the event of a bankruptcy, liquidation, or similar proceeding of a subsidiary, following payment by the subsidiary of its liabilities, the subsidiary may not have sufficient assets to make payments to Abbott.

As of December 31, 2016, assuming the acquisition of St. Jude Medical had been consummated prior to such date and the incurrence, assumption and extinguishment of certain indebtedness in connection therewith, Abbott would have had outstanding, on a consolidated basis, approximately \$28.3 billion of total debt.

\$0.2 billion of such consolidated debt would have constituted debt of subsidiaries of St. Jude Medical to which the STJ notes would have been structurally subordinated.

\$2.5 billion of such consolidated debt would have constituted debt of the subsidiaries of the consolidated company to which the Abbott notes would have been structurally subordinated assuming all of the STJ notes are validly tendered for exchange for Abbott notes before the early consent date and accepted.

\$4.0 billion of such consolidated debt would have constituted debt of the subsidiaries of the consolidated company to which the Abbott notes would have been structurally subordinated assuming only 50.1% of the STJ notes are validly tendered for exchange for Abbott notes before the early consent date and accepted.

See "*Risk Factors Risks Related to the Abbott Notes* The Abbott notes are structurally subordinated to the liabilities of our subsidiaries, which may reduce our ability to use the assets of our subsidiaries to make payments on the notes."

**Q: Will the Abbott notes be listed on a securities exchange? (Page 14)**

A: Abbott does not presently intend to apply to list the Abbott notes on any securities exchange. See the section entitled, "*Risk Factors Risks Related to the Abbott Notes*."

**Q: What are the proposed amendments that are the subject of the consent solicitations? (Page 122)**

A: The proposed amendments will eliminate various covenants, event of default provisions and other provisions under the STJ indentures. See the section entitled, "*The Proposed Amendments*."

**Q: What consents are required to effect the proposed amendments to the STJ indentures? (Page 122)**

A: Each STJ indenture may be amended so that such amendments affect only a particular series of STJ notes or so that such amendments affect all notes issued under that STJ indenture. For the proposed amendments to be adopted with respect to a series of STJ notes, valid consents must be received on behalf of holders of at least a majority of the aggregate principal amount of the outstanding STJ notes of such series affected by the proposed amendments, and those consents must be received prior to the expiration date for the exchange offer applicable to such series. See the section entitled, "*The Proposed Amendments*."

**Q: When will the proposed amendments to the STJ indentures become effective? (Page 122)**

A: If the requisite consents with respect to any series of STJ notes are received before the expiration date, the proposed amendments to the applicable STJ indenture with respect to such series will become effective on the settlement date even if STJ executes a supplemental indenture with respect to the affected series of STJ notes prior to the settlement date. This assumes that all other conditions of the exchange offers and consent solicitations are satisfied, or, in Abbott's sole discretion, waived. See the section entitled, "*The Proposed Amendments*."



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**Q: What are the consequences of not participating in the exchange offers and consent solicitations at all? (Page 85)**

A: If the proposed amendments to a given STJ indenture with respect to any series of STJ notes have been adopted, the amendments will apply to all STJ notes of such series issued under such STJ indenture that are not validly tendered and accepted in the applicable exchange offer, even though the holders of those STJ notes did not consent to the proposed amendments. As a result, if the proposed amendments are adopted and you continue to hold STJ notes following the consummation of the exchange offer, your STJ notes will be governed by the relevant STJ indenture as amended by the proposed amendments, which will have materially less restrictive terms and afford significantly reduced protections to the holders of those securities compared to those currently in the STJ indentures or those applicable to the Abbott notes. For example, holders of the STJ notes under the amended STJ indentures will no longer be entitled to the benefits of various covenants, event of default provisions and other provisions, including provisions that relate to a change of control, and will not receive the benefits of having Abbott parent entity as the primary obligor of their notes.

In addition, it is expected that certain credit ratings on the STJ notes that remain outstanding will be withdrawn upon the completion of the exchange offers. The trading market for any remaining STJ notes may also be more limited than it is at present, and the smaller outstanding principal amount may make the trading price of the STJ notes that are not tendered and accepted more volatile. Consequently, the liquidity, market value and price volatility of STJ notes that remain outstanding may be materially and adversely affected. Therefore, if your STJ notes are not validly tendered and accepted in the applicable exchange offer, it may become more difficult for you to sell or transfer your unexchanged STJ notes after the exchange offers. See the section entitled "*Risk Factors Risks Related to the Exchange Offers and the Consent Solicitations.*"

**Q: What are the consequences of not participating in the exchange offers and consent solicitations before the early consent date? (Page 85)**

A: Holders that fail to tender their STJ notes (and thereby fail to deliver valid and unrevoked consents) before the early consent date but who do so prior to the expiration date and do not validly withdraw those STJ notes before the expiration date will be eligible to receive the exchange consideration and will not be eligible to receive the early participation premium.

If you validly tender STJ notes before the early consent date, you may validly withdraw your tender any time before the expiration date, but you will not be eligible to receive the early participation premium unless you validly re-tender before the early consent date. If the valid withdrawal of your tender occurs before the early consent date, your consent will also be revoked, and you will not be eligible to receive the consent fee unless you validly re-tender before the expiration date. If the valid withdrawal of your tender occurs after the early consent date, then, as described in this prospectus, you may not be able to revoke the related consent. If your consent is not revoked, you will be eligible to receive the consent fee.

Upon or promptly following the later of the early consent date and the receipt and acceptance of the requisite consents, it is anticipated that St. Jude Medical and the STJ trustee will execute a supplemental indenture with respect to each affected series of STJ notes that will, subject to the satisfaction or waiver of the conditions to the exchange offer for such affected series, effectuate the proposed amendments to the applicable STJ indenture with effect from the settlement date. Holders of STJ notes will not be given prior notice that St. Jude Medical and the STJ trustee are executing a supplemental indenture, and you will not be able to revoke a consent that was delivered with a validly tendered STJ note after the execution of the supplemental indenture with respect to that series of STJ notes.

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**Q: May I tender my STJ notes in the exchange offers without delivering a consent in the consent solicitation? (Page 85)**

A: No. By tendering your STJ notes of a series for exchange, you will be deemed to have validly delivered your consent to the proposed amendments to the STJ indenture with respect to that specific series, as further described under "*The Proposed Amendments*." You may not consent to the proposed amendments to the applicable STJ indenture and STJ notes without tendering your STJ notes in the appropriate exchange offer and you may not tender your STJ notes for exchange without consenting to the applicable proposed amendments.

**Q: May I deliver a consent in the consent solicitation without tendering my STJ notes in the exchange offers (Page 85)**

A: No. As a holder of STJ notes, you may deliver your consent to the proposed amendments to a STJ indenture only by tendering your STJ notes governed by such STJ indenture in the exchange offer.

**Q: Can I revoke my consent without withdrawing my STJ notes? (Page 92)**

A: No. You may revoke your consent only by withdrawing the STJ notes you have tendered. If the valid withdrawal of your tender occurs before the early consent date, your consent will also be revoked and you will not be eligible to receive the consent fee unless you validly re-tender before the expiration date. If the valid withdrawal of your tender occurs after the early consent date, then, as described in this prospectus, you may not be able to revoke the related consent. If your consent is not revoked, you will be eligible to receive the consent fee.

**Q: Can I withdraw my previously tendered STJ notes and previously delivered consents? Until what time? (Page 92)**

A: Tenders of STJ notes may be validly withdrawn at any time prior to the expiration date. Consents to the proposed amendments may be revoked at any time before the later of the early consent date and the date on which the requisite consents are obtained for such series of STJ notes. You may revoke your consent only by withdrawing the STJ notes you have tendered. Following the expiration date, tenders of STJ notes may not be validly withdrawn unless Abbott is otherwise required by law to permit withdrawal. In the event of termination of an exchange offer, the STJ notes tendered pursuant to such exchange offer will be promptly returned to the tendering holder. See the section entitled "*The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations Withdrawal Rights; Revocation of Consents*."

**Q: How do I withdraw my previously tendered STJ notes and previously delivered consents? (Page 92)**

A: The procedures by which you may withdraw previously tendered STJ notes or cause previously tendered STJ notes to be withdrawn will depend upon the manner in which you hold your STJ notes.

Tenders of STJ notes in connection with any of the exchange offers may be withdrawn at any time prior to the expiration date of the particular exchange offer or, if such STJ notes have not been accepted for payment, on or after April 18, 2017, the forty-first business day after the commencement of the exchange offers. Consents to the proposed amendments in connection with the consent solicitations may be revoked at any time prior to the latest of the early consent date and the date on which the requisite consent is obtained for the applicable series of STJ notes, but may not be withdrawn at any time thereafter. A valid withdrawal of tendered STJ notes prior to the later of the early consent date and the date on which the requisite consents are obtained for the applicable series of STJ notes will be deemed to be a concurrent revocation of the related

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consent to the proposed amendments to the appropriate STJ Indenture, and vice versa. However, a valid withdrawal of STJ notes thereafter will not be deemed a revocation of the related consents, and your consents will continue to be deemed delivered.

If you previously caused your STJ notes to be tendered by giving instructions to a broker, bank or other nominee, you must instruct such broker, bank or other nominee to arrange for the withdrawal of your STJ notes. You should contact the institution that holds your STJ notes for more details.

See the section entitled "*The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations Withdrawal Rights; Revocation of Consents.*"

**Q: Does Abbott have a recommendation with respect to the offers and consent solicitations? (Page 14)**

A: None of Abbott, the Abbott board of directors, the dealer managers, the information agent, the exchange agent, the STJ trustee, or the Abbott trustee makes any recommendation in connection with the exchange offers or consent solicitations as to whether any holder of STJ notes should tender or refrain from tendering all or any portion of the principal amount of that holder's STJ notes (and in so doing, consent to the adoption of the proposed amendments to the STJ indentures), and no one has been authorized by any of them to make such a recommendation. See the section entitled "*Risk Factors Risks Related to the Exchange Offers and the Consent Solicitations.*"

**Q: When will the exchange offers expire? (Page 87)**

A: Each exchange offer will expire immediately following 11:59 p.m., New York City time, on March 20, 2017, unless Abbott, in its sole discretion, extends the exchange offer, in which case the expiration date will be the latest date and time to which the exchange offer is extended. See the section entitled "*The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations Expiration Date of the Exchange Offers and Consent Solicitations.*"

**Q: How will I be notified if the expiration date is extended? (Page 87)**

A: If Abbott extends the exchange offers and consent solicitations or any of them, Abbott will inform D.F. King & Co., Inc., the exchange agent for the exchange offers, which we refer to as the "exchange agent," of that fact and Abbott will make a public announcement of the extension, by no later than 9:00 a.m., New York City time, on the next business day after the applicable exchange offer or consent solicitations were previously scheduled to expire. See the section entitled "*The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations Extension of and Amendments to the Exchange Offers and Consent Solicitations; Material Changes and Announcements.*"

**Q: What are the conditions to the exchange offers or the consent solicitations? (Page 95)**

A: The consummation of each exchange offer is subject to, and conditional upon, the satisfaction or waiver of the conditions discussed in the section entitled "*Certain Conditions to the Exchange Offers and Consent Solicitations,*" including, among other things, the receipt of the requisite consents with respect to the applicable series of STJ notes subject to such exchange offer. Abbott may, at its option and in its sole discretion, waive any such conditions except the condition that the registration statement of which this prospectus forms a part has been declared effective by the Commission. For information about other conditions to Abbott's obligations to complete the exchange offers, see the section entitled "*Certain Conditions to the Exchange Offers and Consent Solicitations.*"



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**Q: Will Abbott accept all tenders of STJ notes? (Page 89)**

A: Subject to the satisfaction or waiver of the conditions to the exchange offers, Abbott will accept for exchange any and all STJ notes that (i) have been validly tendered in the exchange offers before the expiration date and (ii) have not been validly withdrawn. See the section entitled "*The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations Acceptance for Exchange; Return of and Payment for STJ Notes; Effectiveness of Proposed Amendments.*"

**Q: When will Abbott issue the Abbott notes and pay the cash consideration? (Page 89)**

A: Assuming the conditions to the exchange offers are satisfied or waived, Abbott will issue the Abbott notes in book-entry form and pay the cash consideration promptly on or about the second business day following the expiration date, which we refer to as the "settlement date." See the section entitled "*The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations Acceptance for Exchange; Return of and Payment for STJ Notes; Effectiveness of Proposed Amendments.*"

**Q: How do I exchange my STJ notes and consent to the proposed amendments? (Page 89)**

A: If you hold STJ notes and wish to exchange those notes for the total consideration, you must validly tender (or cause the valid tender of) your STJ notes using the procedures described in the section entitled "*The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations Procedures for Tendering and Consenting.*" The proper tender of STJ notes will constitute an automatic consent to the proposed amendments to the relevant STJ indenture.

The procedures by which you may tender or cause to be tendered STJ notes will depend upon the manner in which you hold your STJ notes. Beneficial owners of STJ notes that hold their STJ notes in street name through a broker, dealer, commercial bank, trust company or other nominee, must contact the institution that holds your STJ notes and follow such broker, dealer, commercial bank, trust company or other nominee's procedures for instructing the tender of your STJ notes. You should contact the institution that holds your STJ notes for more details. No alternative, conditional or contingent tenders will be accepted.

Currently, all of the STJ notes are held in book-entry form and can only be tendered through the applicable procedures of The Depository Trust Company, which we refer to as "DTC." However, if any STJ notes are subsequently issued in certificated form and are held of record by a custodian bank, depository, broker, trust company or other nominee, and you wish to tender the securities in the exchange offers, you should contact that institution promptly and instruct the institution to tender on your behalf. The record holder will tender your notes on your behalf, but only if you instruct the record holder to do so.

No guaranteed delivery procedures are being offered in connection with the exchange offers and consent solicitations. You must tender your STJ notes and deliver your consent by the expiration date in order to participate in the exchange offers.

All questions as to the validity, form, eligibility (including time of receipt) and acceptance for exchange of any tender of STJ notes in connection with the exchange offers will be determined by Abbott, in its sole discretion, and its determination will be final and binding.

See the section entitled "*The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations Procedures for Tendering and Consenting.*"

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**Q: Who can I talk to if I have any questions about the exchange offers or the consent solicitations?**

**A:** Questions concerning the terms of the exchange offers or the consent solicitations should be directed to the joint lead dealer managers:

BofA Merrill Lynch  
214 North Tryon Street, 14<sup>th</sup> Floor  
Charlotte, North Carolina 28255  
Attn: Liability Management Group  
Collect: (980) 387-3907  
Toll-Free: (888) 292-0700

Barclays  
745 Seventh Avenue, 5<sup>th</sup> Floor  
New York, New York 10019  
Attn: Liability Management Group  
Collect: (212) 528-7581  
Toll-Free: (800) 438-3242  
Email: us.lm@barclays.com

Morgan Stanley & Co. LLC  
1585 Broadway, 4<sup>th</sup> Floor  
New York, New York 10036  
Attn: Liability Management Group  
Collect: (212) 761-1057  
Toll-Free: (800) 624-1808  
Email: lmgny@morganstanley.com

Questions concerning tender procedures and requests for additional copies of this prospectus should be directed to the information agent:

D.F. King & Co., Inc.  
48 Wall Street, 22<sup>nd</sup> Floor  
New York, New York 10005  
Attn: Andrew Beck  
Bank and Brokers Call Collect: (212) 269-5550  
All Others, Please Call Toll-Free: (800) 659-6590  
Email: abt@dfking.com

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**SUMMARY**

The following summary highlights selected information in this prospectus and may not contain all the information that may be important to you as a holder of STJ notes. Accordingly, we encourage you to read carefully this entire prospectus and the documents referred to in or incorporated by reference into this prospectus. Each item in this summary includes a page reference directing you to a more complete description of that topic. You may obtain the information incorporated by reference into this prospectus without charge by following the instructions in the section entitled "*Where You Can Find More Information.*"

**Parties to the Exchange Offers and Consent Solicitations (Page 22)**

***Abbott Laboratories (Page 22)***

100 Abbott Park Road  
Abbott Park, Illinois 60064-6400  
(224) 667-6100

Abbott Laboratories, an Illinois corporation, is a global healthcare company devoted to improving life through the development of products and technologies that span the breadth of healthcare. With a portfolio of leading, science-based offerings in diagnostics, medical devices, nutritionals and branded generic pharmaceuticals, Abbott serves people in more than 150 countries and employs