THERMO FISHER SCIENTIFIC INC.

Form 10-Q May 03, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Quarter Ended March 30, 2013

o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number 1-8002

THERMO FISHER SCIENTIFIC INC.

(Exact name of Registrant as specified in its charter)

Delaware 04-2209186 (State of incorporation or organization) (I.R.S. Employer Identification No.)

81 Wyman Street

Waltham, Massachusetts 02451 (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (781) 622-1000

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer o Non-accelerated filer o Smaller reporting company o

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date.

Class Common Stock, \$1.00 par value Outstanding at March 30, 2013 358,921,241

THERMO FISHER SCIENTIFIC INC.

QUARTERLY REPORT ON FORM 10-Q ${\rm FOR\ THE\ QUARTER\ ENDED\ MARCH\ 30,\ 2013}$

TABLE OF CONTENTS

	PART I	Page
Item 1.	Financial Statements	3
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	27
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	36
Item 4.	Controls and Procedures	36
	PART II	
Item 1A	Risk Factors	37
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	44
Item 5.	Other Events	44
Item 6.	Exhibits	45
2		

THERMO FISHER SCIENTIFIC INC.

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

CONSOLIDATED BALANCE SHEET (Unaudited)

(In millions)	March 30, 2013	December 31, 2012
Assets		
Current Assets:		
Cash and cash equivalents	\$1,004.1	\$851.0
Short-term investments, at quoted market value (cost of \$4.7 and \$4.8)	4.2	4.3
Accounts receivable, less allowances of \$56.0 and \$55.5	1,904.5	1,804.9
Inventories	1,474.6	1,443.3
Deferred tax assets	182.0	182.0
Other current assets	566.7	549.3
	5,136.1	4,834.8
Property, Plant and Equipment, at Cost, Net	1,685.8	1,726.4
Acquisition-related Intangible Assets, Net	7,560.9	7,804.5
		50.1.1
Other Assets	583.8	604.4
	10.111.1	10 17 17
Goodwill	12,444.1	12,474.5
	\$27,410.7	\$27,444.6
3		

THERMO FISHER SCIENTIFIC INC.

CONSOLIDATED BALANCE SHEET (Continued) (Unaudited)

(In millions except share amounts)	March 30, 2013	December 31, 2012
Liabilities and Shareholders' Equity		
Current Liabilities:		
Short-term obligations and current maturities of long-term obligations	\$394.0	\$93.1
Accounts payable	660.6	641.4
Accrued payroll and employee benefits	312.2	388.0
Deferred revenue	226.1	196.5
Other accrued expenses	709.9	774.3
	2,302.8	2,093.3
Deferred Income Taxes	1,997.6	2,047.2
Other Long-term Liabilities	786.4	808.2
Long-term Obligations	6,724.4	7,031.2
Shareholders' Equity:		
Preferred stock, \$100 par value, 50,000 shares authorized; none issued		
Common stock, \$1 par value, 1,200,000,000 shares authorized; 416,509,225 and		
413,491,691 shares issued	416.5	413.5
Capital in excess of par value	10,638.3	10,501.1
Retained earnings	7,979.5	7,697.3
Treasury stock at cost, 57,587,984 and 56,047,926 shares	(3,105.5)	
Accumulated other comprehensive items	(329.3)	(150.4)
	4 7 700 7	4 7 4 6 4 7
	15,599.5	15,464.7
	0.7.410.7	\$27.444.6
	\$27,410.7	\$27,444.6

The accompanying notes are an integral part of these consolidated financial statements.

THERMO FISHER SCIENTIFIC INC.

CONSOLIDATED STATEMENT OF INCOME (Unaudited)

	Three Months Ended	
	March 30,	March 31,
(In millions except per share amounts)	2013	2012
Revenues		
Product revenues	\$2,723.5	\$2,628.8
Service revenues	468.0	428.0
	3,191.5	3,056.8
Costs and Operating Expenses:		
Cost of product revenues	1,533.1	1,502.0