

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933**

**Abbott Laboratories**

(Exact Name of Registrant as Specified in its Charter)

**Illinois**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**36-0698440**  
(I.R.S. Employer Identification No.)

**100 Abbott Park Road  
Abbott Park, Illinois 60064-6400**  
(Address of Principal Executive Offices)

**MANAGEMENT SAVINGS PLAN**  
(Full Title of the Plan)

**Hubert L. Allen  
Abbott Laboratories  
100 Abbott Park Road  
Abbott Park, Illinois 60064-6400  
(224) 667-6100**  
(Name, Address and Phone Number of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934. Check one:

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

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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(1)
Deferred Compensation Obligations	\$ 100,000,000	N/A	\$ 100,000,000	\$ 12,120

(1) The deferred compensation obligations are unsecured obligations of Abbott Laboratories to pay deferred compensation in accordance with the terms of the Management Savings Plan (f/k/a the St. Jude Medical, Inc. Management Savings Plan).

**EXPLANATORY NOTE**

Pursuant to General Instruction E to Form S-8, the contents of Abbott Laboratories' Registration Statement on Form S-8, File No. 333-215423 (the "Prior Registration Statement"), are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein.

**PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by Abbott Laboratories, an Illinois corporation (the "Company" or the "Registrant"), with the Securities and Exchange Commission (the "Commission") are incorporated by reference in this Registration Statement:

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 2017;
- (b) The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018 and June 30, 2018;
- (c) The Company's Current Reports on Form 8-K filed on March 22, 2018, April 30, 2018, June 8, 2018, June 22, 2018, and September 28, 2018;
- (d) The description of Abbott's common shares, without par value, contained in its Registration Statement on Form 8-A filed with the SEC on November 15, 1999 (File No. 001-02189), as amended by its Registration Statement on Form 8-A/A Amendment No. 1 filed with the SEC on January 10, 2007 (File No. 001-02189), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

Exhibit Numbers	Description
4.1	<a href="#">Restated Articles of Incorporation of Abbott Laboratories (incorporated by reference to Exhibit 3.1 of Abbott Laboratories Quarterly Report for the quarter ended March 31, 1998; File No. 1-2189)</a>
4.2	<a href="#">By-Laws of Abbott Laboratories, as amended and restated effective June 8, 2018 (incorporated by reference to Exhibit 3.1 to Abbott Laboratories Current Report on Form 8-K dated June 8, 2018; File No. 1-2189)</a>
4.3	<a href="#">Management Savings Plan, as amended and restated (incorporated by reference to Exhibit 10.83 to the Abbott Laboratories Annual Report on Form 10-K for the year ended December 31, 2017; File No. 1-2189).</a>
5.1	<a href="#">Opinion of Mayer Brown LLP</a>
23.1	<a href="#">Consent of Ernst &amp; Young LLP</a>
23.2	<a href="#">Consent of Mayer Brown LLP (included in Exhibit 5.1)</a>
24.1	<a href="#">Power of Attorney (included on signature page of this Registration Statement)</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in North Chicago, Illinois, on October 12, 2018.

**ABBOTT LABORATORIES**

By: /s/ Miles D. White  
Miles D. White  
*Chairman of the Board and Chief Executive Officer*

Each person whose signature appears below constitutes and appoints, jointly and severally, Miles D. White and Hubert L. Allen, and each of them, as his or her attorneys-in-fact and agents, each with the power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on October 12, 2018.

Signature	Title
<u>/s/ Miles D. White</u> Miles D. White	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Brian B. Yoor</u> Brian B. Yoor	Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Robert E. Funck</u> Robert E. Funck	Senior Vice President, Finance and Controller (Principal Accounting Officer)
<u>/s/ Robert J. Alpern, M.D.</u>	Director

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/s/ Roxanne S. Austin  
Roxanne S. Austin

Director

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/s/ Sally E. Blount, Ph.D.  
Sally E. Blount, Ph.D.

Director

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/s/ Michelle A. Kumbier  
Michelle A. Kumbier

Director

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/s/ Edward M. Liddy  
Edward M. Liddy

Director

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/s/ Nancy McKinstry  
Nancy McKinstry

Director

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/s/ Phebe N. Novakovic  
Phebe N. Novakovic

Director

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/s/ William A. Osborn  
William A. Osborn

Director

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/s/ Samuel C. Scott III  
Samuel C. Scott III

Director

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/s/ Daniel J. Starks  
Daniel J. Starks

Director

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/s/ John G. Stratton  
John G. Stratton

Director

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/s/ Glenn F. Tilton  
Glenn F. Tilton

Director

Mayer Brown LLP  
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Chicago IL 60606  
United States of America

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October 12, 2018

Abbott Laboratories  
100 Abbott Park Road  
Abbott Park, Illinois 60064

**Re: Management Savings Plan  
Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as special counsel to Abbott Laboratories, an Illinois corporation (the "Company"), in connection with the preparation and filing of the Company's Registration Statement on Form S-8 (the "Registration Statement") relating to an aggregate of \$100,000,000 of unsecured obligations of St. Jude Medical, LLC ("St. Jude Medical"), a limited liability company organized under the laws of the State of Delaware and a wholly owned subsidiary of the Company, to pay deferred compensation in the future (the "Deferred Compensation Obligations"), pursuant to the Management Savings Plan (the "Plan").

In rendering this opinion, we have examined such corporate records and other documents and we have reviewed such matters of law, as we have deemed necessary or appropriate. We have assumed the genuineness of all signatures or instruments relied upon by us, and the conformity of certified copies submitted to us with the original documents to which such certified copies relate. In addition, we have assumed that the Plan will be effective at the time that the Deferred Compensation Obligations will be incurred by St. Jude Medical.

Our opinion is subject to the effect of (i) bankruptcy, insolvency, fraudulent conveyance, fraudulent transfer, reorganization, moratorium, or other similar laws relating to or affecting the rights or remedies of creditors generally, (ii) the application of general principles of equity (including, without limitation, concepts of materiality, reasonableness, good faith, and fair dealing, regardless of whether enforcement is considered in proceedings at law or in equity), and (iii) applicable law and public policy with respect to rights to indemnity and contribution. In addition, the manner in which any particular issue relating to the opinions would be treated in any actual court case would depend in part on facts and circumstances particular to the case and would also depend on how the court involved chose to exercise the wide discretionary authority generally available to it.

Mayer Brown is a global services provider comprising an association of legal practices that are separate entities including Mayer Brown LLP (Illinois, USA), Mayer Brown International LLP (England), Mayer Brown (a Hong Kong partnership) and Tauli & Chequer Advogados (a Brazilian partnership).

We express no opinion as to the laws of any jurisdiction other than the federal laws of the United States, the laws of the State of Illinois and the Limited Liability Company Act of the State of Delaware.

Based on the foregoing and subject to the qualifications and limitations set forth herein, we are of the opinion that the Deferred Compensation Obligations, when incurred pursuant to the terms and conditions set forth in the Registration Statement, the prospectus delivered to participants in the Plan and the Plan, will constitute the valid and legally binding obligations of St. Jude Medical.

We hereby consent to be named in the Registration Statement and in the related prospectus contained therein as the attorneys who passed upon the validity of the Deferred Compensation Obligations and to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended. We assume no obligation to advise you or any other person, or to make any investigations, as to any legal developments or factual matters arising subsequent to the date of effectiveness of the Registration Statement that might affect the opinions expressed herein.

Sincerely,

/s/ Mayer Brown LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Management Savings Plan of Abbott Laboratories of our reports dated February 16, 2018, with respect to the consolidated financial statements and schedule of Abbott Laboratories and subsidiaries, and the effectiveness of internal control over financial reporting of Abbott Laboratories and subsidiaries, included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chicago, Illinois  
October 12, 2018

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