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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

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**April 21, 2006**

Date of Report (Date of earliest event reported)

**ABBOTT LABORATORIES**

(Exact Name of Registrant as specified in its charter)

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

**1-2189**  
(Commission File No.)

**36-0698440**  
(IRS Employer  
Identification Number)

**100 Abbott Park Road  
Abbott Park, Illinois 60064-6400  
(847) 937-6100**

(Address of principal executive offices)(Zip Code)

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 (see General Instruction A.2. below):

- ☐ Written communications 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 1.01 - Entry into a Material Definitive Agreement.**

On April 21, 2006, Abbott Laboratories announced the completion of its acquisition of substantially all of the vascular intervention and endovascular solutions businesses of Guidant Corporation (the "Business") for \$4.1 billion in cash. As part of this acquisition, Abbott has agreed to make two milestone payments, each in the amount of \$250 million. One milestone payment will be made after the receipt by Abbott of approval from the U.S. Food and Drug Administration to market an everolimus eluting stent in the United States. The other milestone payment will be made after the receipt by Abbott of a similar approval in Japan, provided, in each case, that the regulatory approval is on or before April 21, 2016. Abbott has also assumed certain liabilities relating to the Business.

Additionally, Abbott loaned BSC International Holding Limited, (a wholly-owned subsidiary of Boston Scientific) \$900 million on a subordinated basis. This loan is payable on April 21, 2011, accrues interest on its outstanding principal amount at a rate of 4.00% per annum, and is unconditionally guaranteed by Boston Scientific.

Abbott also purchased 64,635,272 million shares of Boston Scientific stock for \$1.4 billion. Within 18 months after the acquisition of the Business, Boston Scientific will issue additional shares of Boston Scientific stock to Abbott having an aggregate value of up to \$60 million (based on the average closing price of Boston Scientific common stock during the 20 consecutive trading day period ending five trading days prior to the date of issuance of those shares) to reimburse Abbott for the cost of borrowing associated with Abbott's purchase of the 64,635,272 million shares of Boston Scientific stock. Abbott must vote the Boston Scientific shares it acquired in the transaction proportionally with the vote cast by all other Boston Scientific stockholders. Abbott has agreed to limit the number of shares of Boston Scientific stock that it sells in any month. Abbott will apply a portion of net proceeds from any sale of these shares of Boston Scientific stock in excess of specified amounts to reduce the principal amount of the loan from Abbott to BSC International Holding Limited. Abbott is required to dispose of all of these shares within 30 months following the acquisition of the Business.

Abbott funded the acquisition of the Business, the loan and the purchase of Boston Scientific stock by using approximately \$2.3 billion in existing cash and \$4.1 billion from the issuance of short term debt.

A copy of the press release announcing the acquisition of the Business is attached hereto as exhibit 99.1 and is incorporated by reference.

**Item 2.01 - Completion of Acquisition or Disposition of Assets.**

The information set forth under Item 1.01 of this current report on Form 8-K is hereby incorporated by reference in this Item 2.01.

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**Item 9.01 - Financial Statements and Exhibits.****(d) Exhibits.**

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release, dated April 21, 2006

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**SIGNATURES**

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

**Abbott Laboratories**

Date: April 27, 2006

By: \s\ Thomas C. Freyman  
Thomas C. Freyman  
Executive Vice President, Finance and Chief Financial Officer

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release, dated April 21, 2006

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For Immediate Release

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## **ABBOTT COMPLETES ACQUISITION OF GUIDANT VASCULAR BUSINESS**

*– Combination of Abbott’s and Guidant’s Vascular Organizations  
Creates Leading Vascular Devices Business –*

ABBOTT PARK, Ill., April 21, 2006 — Abbott today announced it has completed the acquisition of Guidant’s vascular business, which, combined with Abbott’s current vascular business, creates one of the leading global vascular devices companies. This acquisition was made in connection with Boston Scientific’s acquisition of Guidant Corporation.

“The acquisition of Guidant’s vascular business builds on our broad-based business strategy to develop leading positions in attractive health care markets – shaping Abbott for greater balance and strengthening our business mix and breadth of pipeline opportunities,” said Miles D. White, chairman and chief executive officer, Abbott.

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“The combined Abbott and Guidant business offers a broad line of leading coronary and endovascular products, a pre-eminent sales force, and global manufacturing operations, as well as a state-of-the-art R&D organization, which is developing innovative technologies and devices such as the XIENCE™ V and ZoMaxx™ drug-eluting stents,” White said. “Our newly expanded vascular organization has the tools and the talent to transform the way physicians treat vascular disease, impacting the lives of millions of patients around the world.”

### **Broad Vascular Devices Product Portfolio**

For the past several years, Abbott has built a competitive vascular business through acquisitions, licensing agreements, and internal scientific and commercial development. With the addition of Guidant’s vascular business, Abbott offers physicians, catheterization labs and clinics a complete line of products and technologies for interventional procedures including: a comprehensive line of coronary and endovascular stents; a full offering of guide wires, catheters and balloons; and innovative vessel closure devices. In addition, the combined business has a broad portfolio of intellectual property, including rapid exchange technology and stent designs, enabling the company to operate effectively in the competitive vascular devices market.

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### **Innovative Research and Development Programs**

In addition to its broad product portfolio, Abbott is conducting advanced research and development programs that are focused on finding innovative solutions for treating vascular disease. With Guidant, Abbott now has two drug-eluting stents in development: ZoMaxx, a state-of-the-art stent coated with a proprietary immunosuppressant drug, zotarolimus, designed specifically to combat vessel re-narrowing; and XIENCE V, an everolimus-eluting stent on the MULTI-LINK VISION® cobalt chromium stent platform, which recently received approval in Europe. The combined organization also is leading the industry with a number of next-generation research programs including a stent that elutes two drugs targeted at difficult-to-treat patients such as diabetics, and a bioabsorbable drug-eluting coronary stent designed to be fully absorbed by the vascular tissue following the restoration of blood flow.

### **Guidant Vascular Sales and Employees**

The transaction provides Abbott with Guidant’s vascular intervention and endovascular solutions business units, which had combined sales of more than \$1 billion in 2005. These business units add nearly 6,000 employees worldwide to Abbott in three primary locations: Santa Clara, Calif.; Temecula, Calif.; and Clonmel, Ireland. The addition of Guidant’s California-based employees boosts Abbott’s presence in the state – currently the headquarters of Abbott’s diabetes care and vascular businesses – from more than 3,000 to more than 7,000 employees.

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### **Financial Details**

Abbott paid \$4.1 billion in cash for Guidant’s vascular business. In addition, Abbott will pay Boston Scientific milestone payments of \$250 million at U.S. Food and Drug Administration approval of Guidant’s drug-eluting stent, and an additional payment of \$250 million upon a similar approval in Japan. Abbott also provided Boston Scientific with a five-year, \$900 million interest-bearing loan. In addition, Abbott has purchased approximately 64 million shares of Boston Scientific stock for \$1.4 billion, which represents less than 5 percent of the company.

Abbott expects that the Guidant transaction will be accretive to earnings per share in 2007 and beyond. Further information, including financial details, will be provided on the conference call scheduled for 8 a.m. Central time today (9 a.m. Eastern), as previously announced. A live webcast of the conference call will be accessible through Abbott’s Investor Relations Web site at [www.abbottinvestor.com](http://www.abbottinvestor.com). An archived edition of the call will be available after 11 a.m. Central time. Abbott also furnished an 8-K today regarding the Guidant transaction.

## **About Abbott**

Abbott is a global, broad-based health care company devoted to the discovery, development, manufacture and marketing of pharmaceuticals and medical products, including nutritionals, devices and diagnostics. The company now employs 65,000 people and markets its products in more than 130 countries.

Abbott’s news releases and other information are available on the company’s Web site at [www.abbott.com](http://www.abbott.com).

### ***Private Securities Litigation Reform Act of 1995 — A Caution Concerning Forward-Looking Statements***

*Some statements in this news release may be forward-looking statements for the purposes of the Private Securities Litigation Reform Act of 1995. We caution that these forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those indicated. Economic, competitive, governmental, technological and other factors that may affect Abbott’s operations are discussed in the “Risk Factors” section and Exhibit 99.1 of our Securities and Exchange Commission Form 10-K for the period ended December 31, 2005, and are incorporated by reference. We undertake no obligation to release publicly any revisions to forward-looking statements as the result of subsequent events or developments.*