

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
(Address of Principal Executive Offices)

60064-6400
(Zip Code)

ABBOTT LABORATORIES DEFERRED COMPENSATION PLAN
(Full title of the plan)

Hubert L. Allen
Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064-6400
(Name and address of agent for service)

(224) 667-6100
(Telephone number, including area code, of agent for service)

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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	Amount of registration fee
Deferred Compensation Obligations (1)	\$250,000,000	N/A	\$250,000,000	\$27,275.00

(1) The deferred obligations are unsecured obligations of Abbott Laboratories to pay deferred compensation in accordance with the terms of the Abbott Laboratories Deferred Compensation Plan.

EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8, the contents of the following Registration Statements on Form S-8 filed by Abbott Laboratories, an Illinois corporation (the “Company” or the “Registrant”) are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein: Registration Statement on [Form S-8 filed October 12, 2018 \(File No. 333-227803\)](#), Registration Statement on [Form S-8 filed June 5, 2015 \(File No. 333-204773\)](#), Registration Statement on [Form S-8 filed October 12, 2010 \(File No. 333-169886\)](#), Registration Statement on [Form S-8 filed August 26, 2008 \(File No. 333-153200\)](#), Registration Statement on [Form S-8 filed May 12, 2005 \(File No. 333-124851\)](#), Registration Statement on [Form S-8 filed December 23, 2002 \(File No. 333-102179\)](#), and Registration Statement on [Form S-8 filed November 30, 2001 \(File No. 333-74220\)](#).

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, 2019](#);
- (b) The Company’s Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2020](#), [June 30, 2020](#) and [September 30, 2020](#); and
- (c) The Company’s Current Reports on Form 8-K filed on [January 8, 2020](#), [February 11, 2020](#), [February 27, 2020](#), [April 28, 2020](#), [June 24, 2020](#), [November 12, 2020](#) and [November 20, 2020](#).

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 Number	Exhibit Description
4.1	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)
4.2	By-Laws of Abbott Laboratories, as amended and restated, effective April 24, 2020 (incorporated by reference to Exhibit 3.1 of Abbott Laboratories’ Current Report on Form 8-K filed on February 27, 2020; File No. 1-2189)
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of Ernst & Young LLP
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page of this Registration Statement)

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 December 14, 2020.

ABBOTT LABORATORIES

By: /s/ Robert B. Ford
Robert B. Ford
President and Chief Executive Officer

Each person whose signature appears below constitutes and appoints, jointly and severally, Robert B. Ford 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 December 14, 2020.

<u>Signature</u>	<u>Title</u>
<u>/s/ Robert B. Ford</u> Robert B. Ford	President and Chief Executive Officer, Director <i>(Principal Executive Officer)</i>
<u>/s/ Robert E. Funck, Jr.</u> Robert E. Funck, Jr.	Executive Vice President, Finance and Chief Financial Officer <i>(Principal Financial Officer)</i>
<u>/s/ Philip P. Boudreau</u> Philip P. Boudreau	Vice President, Finance and Controller <i>(Principal Accounting Officer)</i>
<u>/s/ Miles D. White</u> Miles D. White	Executive Chairman of the Board
<u>/s/ Robert J. Alpern, M.D.</u> Robert J. Alpern, M.D.	Director
<u>/s/ Roxanne S. Austin</u> Roxanne S. Austin	Director
<u>/s/ Sally E. Blount, Ph.D.</u> Sally E. Blount, Ph.D.	Director
<u>/s/ Michelle A. Kumbier</u> Michelle A. Kumbier	Director
<u>/s/ Edward M. Liddy</u> Edward M. Liddy	Director
<u>/s/ Darren W. McDew</u> Darren W. McDew	Director
<u>/s/ Nancy McKinstry</u> Nancy McKinstry	Director
<u>/s/ Phebe N. Novakovic</u> Phebe N. Novakovic	Director
<u>/s/ William A. Osborn</u> William A. Osborn	Director
<u>/s/ Daniel J. Starks</u> Daniel J. Starks	Director
<u>/s/ John G. Stratton</u> John G. Stratton	Director
<u>/s/ Glenn F. Tilton</u>	

LATHAM & WATKINS^{LLP}

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Hong Kong	Shanghai
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London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

December 14, 2020

Abbott Laboratories
 100 Abbott Park Road
 Abbott Park, Illinois 60064-6400

Ladies and Gentlemen:

We have acted as special counsel to Abbott Laboratories, an Illinois corporation (the “*Company*”), in connection with the registration on Form S-8 (the “*Registration Statement*”) under the Securities Act of 1933, as amended (the “*Act*”) of an additional \$250,000,000 of deferred compensation obligations (the “*Obligations*”) issuable pursuant to the Abbott Laboratories Deferred Compensation Plan, as amended and restated effective December 15, 2017 (the “*Plan*”). This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein as to the Obligations.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without independently verifying such factual matters. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as facsimile, electronic, certified or photostatic copies and the authenticity of the originals of such copies.

We are opining herein only as to the Illinois Business Corporations Act and internal laws of the State of Illinois, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction. Our opinion is based upon our consideration of only those statutes, regulations and reported decisional law, which in our experience are normally applicable to deferred compensation plans.

Subject to the foregoing and the other matters stated herein and in reliance on them, it is our opinion that the Obligations, when incurred in the manner contemplated by the Registration Statement and the Plan and subject to the Company completing all actions and proceedings required on its part to be taken under the terms of the Plan, will be legally valid and binding obligations of the Company enforceable against the Company in accordance with the terms of the Plan.

LATHAM & WATKINS^{LLP}

Our opinion is subject to: (i) the effect of bankruptcy, insolvency, reorganization, fraudulent transfer, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights or remedies of creditors; (ii) the effect of general principles of equity whether considered in a proceeding in equity or at law (including the possible unavailability of specific performance or injunctive relief), concepts of materiality, reasonableness, good faith and fair dealing and the discretion of the court before which a proceeding is brought; (iii) the invalidity under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability where such indemnification or contribution is contrary to public policy; and (iv) we express no opinion as to (a) consents to, or restrictions upon, governing law, jurisdiction, venue, arbitration, remedies, or judicial relief, (b) any provision requiring the payment of attorneys' fees, where such payment is contrary to law or public policy, (c) provisions authorizing or validating conclusive or discretionary determinations, and (d) the severability, if invalid, of provisions to the foregoing effect.

With your consent, we have assumed (a) that the Plan and each of the Deferral Election Form, Distribution Election Form and Investment Election Form to be delivered by the Participants pursuant the Plan (together, the "**Election Forms**") will be in the form examined by us, (b) that each of the Plan and the Election Forms constitutes or will constitute legally valid and binding obligations of the parties thereto other than the Company, enforceable against each of them in accordance their terms, and (c) that the status of each of the Plan and the Election Forms as legally valid and binding obligations of the parties will not be affected by any (i) breaches of, or defaults under, agreements or instruments, (ii) violations of statutes, rules, regulations or court or governmental orders, or (iii) failures to obtain required consents, approvals or authorizations from, or to make required registrations, declarations or filings with, governmental authorities.

In addition, we express no opinion with respect to any obligations or liabilities of any other person or entity under the Plan. We further express no opinion with respect to the liabilities or obligations of the Company, or any other person or entity, under any trust agreement entered into or that may be entered into in connection with the Plan.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit 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 Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins 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 Abbott Laboratories Deferred Compensation Plan of our reports dated February 21, 2020, 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, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chicago, Illinois
December 14, 2020
