

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 STOCK RETIREMENT PROGRAM**  
(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 (1)	Amount to be registered (2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee (3)
Common Shares (without par value) (1)	10,000,000	\$106.34	\$1,063,400,000	\$116,016.94

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”) this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) In accordance with Rule 416(a) under the Securities Act, this registration statement shall be deemed to cover any additional shares of the Registrant’s Common Shares, which may be issued pursuant to the employee benefit plan described herein to prevent dilution from stock splits, stock dividends or similar transactions.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, and based upon the average of the high and low prices of the Registrant’s Common Shares as reported on the New York Stock Exchange on December 11, 2020.

## 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 \(File No. 333-227802\)](#), Registration Statement on [Form S-8 filed June 5, 2015 \(File No. 333-204772\)](#), Registration Statement on [Form S-8 filed October 12, 2010 \(File No. 333-169888\)](#), Registration Statement on [Form S-8 filed August 26, 2008 \(File No. 333-153198\)](#), Registration Statement on [Form S-8 filed March 7, 2007 \(File No. 333-141116\)](#), Registration Statement on [Form S-8 filed May 12, 2005 \(File No. 333-124849\)](#), Registration Statement on [Form S-8 filed September 29, 2003 \(File No. 333-109253\)](#), Registration Statement on [Form S-8 filed December 23, 2002 \(File No. 333-102180\)](#), Registration Statement on [Form S-8 filed November 30, 2001 \(File No. 333-74224\)](#), Registration Statement on [Form S-8 filed December 21, 1999 \(File No. 333-93257\)](#), Registration Statement on [Form S-8 filed December 23, 1998 \(File No. 333-69579\)](#), Registration Statement on [Form S-8 filed December 29, 1997 \(File No. 333-43383\)](#), Registration Statement on [Form S-8 filed January 10, 1997 \(File No. 333-19511\)](#), Registration Statement on [Form S-8 filed December 18, 1995 \(File No. 333-65127\)](#), Registration Statement on [Form S-8 filed December 16, 1994 \(File No. 333-56897\)](#), Registration Statement on Form S-8 filed December 20, 1993 (File No. 333-51585), and Registration Statement on Form S-8 filed August 4, 1992 (File No. 333-50452).

## 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](#);
- (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](#); and
- (d) [The description of the Company’s common shares, without par value, included as Exhibit 4.34 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2019](#).

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
<a href="#">4.1</a>	<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>
<a href="#">4.2</a>	<a href="#">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)</a>
<a href="#">5.1</a>	<a href="#">Opinion of Winston &amp; Strawn LLP</a>
<a href="#">23.1</a>	<a href="#">Consent of Ernst &amp; Young LLP</a>
<a href="#">23.2</a>	<a href="#">Consent of Winston &amp; Strawn LLP (included in Exhibit 5.1)</a>
<a href="#">24.1</a>	<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 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>	



THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Abbott Laboratories Stock Retirement Program has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in unincorporated Lake County, and State of Illinois, on the 14<sup>th</sup> day of December, 2020.

ABBOTT LABORATORIES STOCK RETIREMENT PROGRAM

By: /s/ Marlon Sullivan

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Marlon Sullivan, Plan Administrator

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Partner  
312.558.3723  
JSAdams@winston.com

December 14, 2020

Abbott Laboratories  
100 Abbott Park Road  
Abbott Park, IL 60064-6011**Re: Abbott Laboratories Stock Retirement Program**

Ladies and Gentlemen:

Abbott Laboratories (the "**Company**") maintains the Abbott Laboratories Stock Retirement Program (the "**SRP**"), which is designed to be a qualified retirement plan under Section 401(a) of the Internal Revenue Code of 1986, as amended (the "**Code**"). The Internal Revenue Service (the "**IRS**") last issued a favorable determination letter covering the SRP on May 19, 2017 (the "**Most Recent Determination Letter**").

We have acted as counsel to the Company in connection with employee benefit plan compliance matters. In our opinion, all amendments to the SRP that have been adopted since the Most Recent Determination Letter comply with the requirements of the Employee Retirement Income Security Act of 1974, as amended ("**ERISA**").

The foregoing opinion is based upon and limited to ERISA, as currently in effect, including the statutory provisions, the official guidance thereunder, and reported judicial decisions interpreting the foregoing. We express no opinion herein as to any other laws, statutes, regulations, or ordinances. This opinion is given as of the date hereof, and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes that may hereafter occur.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the SRP's Form S-8 Registration Statement. In giving such consent, we do not thereby concede that we are experts within the meaning of the Securities Act of 1933 (the "**Act**") or that our firm is within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission.

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Very truly yours,

/s/ Winston & Strawn LLP

cc: Jessica Paik  
Jenny C. Baker

**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 Stock Retirement Program 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

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