

BOSTON SCIENTIFIC CORP
Form 425
January 25, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **January 25, 2006**

BOSTON SCIENTIFIC CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

| | | | |
|---|--|--------------------------|---|
| Delaware | | 001-11083 | 04-2695240 |
| (State or Other Jurisdiction of Incorporation) | | (Commission File Number) | (I.R.S. Employer Identification Number) |
| | | | |
| One Boston Scientific Place, Natick, Massachusetts | | | 01760-1537 |
| (Address of Principal Executive Offices) | | | (Zip Code) |

Registrant's Telephone Number, Including Area Code: **(508) 650-8000**

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:

- ☐ 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 8.01. Other Events

On January 25, 2006, Boston Scientific Corporation (Boston Scientific) and Guidant Corporation (Guidant) issued a joint press release announcing that Boston Scientific and Guidant had entered into a merger agreement, dated as of January 25, 2006, pursuant to which Boston Scientific will acquire all the outstanding shares of Guidant common stock for a combination of cash and stock worth \$80 per Guidant share. The press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference. The information required by Item 1.01 will be filed in a separate Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits

99.1 Press release, dated January 25, 2006

SIGNATURE

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.

BOSTON SCIENTIFIC CORPORATION

By: /s/ Lawrence J. Knopf
Name: Lawrence J. Knopf
Title: Vice President and Assistant General Counsel

Dated: January 25, 2006