ABBOTT LABORATORIES
Form S-8
June 05, 2015

As filed with the Securities and Exchange Commission on June 5, 2015.

Registration No. 333-

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.)
Abbott Laboratories **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)

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

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

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer (Do not check if a smaller reporting company)	o	Smaller reporting company	o

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CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (a)	Proposed maximum aggregate offering price (a)	Amount of registration fee (a)
Common shares (without par value)	35,000,000	$ 48.76	$ 1,706,600,000	$ 198,307

(a) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein. The filing fee has been calculated in accordance with Rule 457(c) based on the average of the high and low prices of the registrant s Common Shares reported on the New York Stock Exchange on June 2, 2015.

Pursuant to General Instruction E, the contents of Abbott Laboratories Stock Retirement Program Registration Statement on Form S-8 (File no. 33-50452) are incorporated herein by reference.

Part II. Information Required in the Registration Statement

Item 8. Exhibits

Reference is made to the Exhibit Index which is incorporated herein by reference. Neither an opinion of counsel concerning the Program s compliance with the requirements of ERISA nor an Internal Revenue Service (IRS) determination letter is furnished because the Registrant undertakes that it will submit, or has submitted, the Abbott Laboratories Stock Retirement Program and any amendments thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify the Program.

SIGNATURES

THE REGISTRANT. 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 unincorporated Lake County, and State of Illinois, on June 5, 2015.

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 Miles D. White and Hubert L. Allen, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, 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, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent 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 said attorney-in-fact and agent, 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 and on the dates indicated.

Signature	Title	Date
/s/ Miles D. White Miles D. White	Chairman of the Board, Chief Executive Officer, and Director	June 5, 2015
/s/ Brian B. Yoor Brian B. Yoor	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	June 5, 2015
/s/ Robert E. Funck Robert E. Funck	Vice President, Controller (Principal Accounting Officer)	June 5, 2015
/s/ Robert J. Alpern, M.D. Robert J. Alpern, M.D.	Director	June 5, 2015
/s/ Roxanne S. Austin Roxanne S. Austin	Director	June 5, 2015
/s/ Sally E. Blount, Ph.D. Sally E. Blount, Ph.D.	Director	June 5, 2015
/s/ W. James Farrell W. James Farrell	Director	June 5, 2015
/s/ Edward M. Liddy Edward M. Liddy	Director	June 5, 2015

/s/ Nancy McKinstry Nancy McKinstry	Director	June 5, 2015
/s/ Phebe N. Novakovic Phebe N. Novakovic	Director	June 5, 2015
/s/ William A. Osborn William A. Osborn	Director	June 5, 2015
/s/ Samuel C. Scott III Samuel C. Scott III	Director	June 5, 2015
/s/ Glenn F. Tilton Glenn F. Tilton	Director	June 5, 2015

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 5th day of June, 2015.

ABBOTT LABORATORIES STOCK RETIREMENT PROGRAM

By: /s/ Mary K. Moreland
Mary K. Moreland, Plan Administrator

EXHIBIT INDEX

Exhibit No.	Description
4	Abbott Laboratories Stock Retirement Program.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Deloitte & Touche LLP.
23.3	Consent of Grant Thornton LLP.
24	Power of Attorney is included on the signature page.