

BAXTER INTERNATIONAL INC  
Form 8-K  
August 20, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) August 17, 2009  
Baxter International Inc.**

(Exact name of registrant as specified in its charter)  
**Delaware**

(State or other jurisdiction of incorporation)

**1-4448**

(Commission File Number)

**36-0781620**

(IRS Employer Identification No.)

**One Baxter Parkway, Deerfield, Illinois**

(Address of principal executive offices)

**60015-4633**

(Zip Code)

**(847) 948-2000**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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 8.01. Other Events.**

On August 17, 2009, Baxter International Inc. (the Company ) entered into an Underwriting Agreement with Banc of America Securities LLC, J.P. Morgan Securities Inc. and RBS Securities Inc., as representatives of the underwriters named in the prospectus supplement filed with the Securities and Exchange Commission on August 18, 2009, relating to the sale by the Company of \$500,000,000 aggregate principal amount of 4.500% Senior Notes due August 15, 2019 (the Notes ). The Notes were registered under the Registration Statement on Form S-3 (Registration No. 333-160966) that the Company filed with the Securities and Exchange Commission on July 31, 2009. The Company is filing the exhibits filed as part of this Current Report on Form 8-K in connection with such Registration Statement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 4.1 Fifth Supplemental Indenture, dated as of August 20, 2009, between the Company and The Bank of New York Mellon Trust Company, N.A. (as successor in interest to J.P. Morgan Trust Company, National Association), as Trustee (including form of 4.500% Senior Notes due 2019).
  
  - 5.1 Opinion of David P. Scharf
  
  - 23.1 Consent of David P. Scharf (included as part of Exhibit 5.1).
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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 thereunto duly authorized.

BAXTER INTERNATIONAL INC.

By: /s/ David P. Scharf  
David P. Scharf  
Corporate Vice President,  
Deputy General Counsel and  
Corporate Secretary

Date: August 20, 2009

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**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Fifth Supplemental Indenture, dated as of August 20, 2009, between the Company and The Bank of New York Mellon Trust Company, N.A. (as successor in interest to J.P. Morgan Trust Company, National Association), as Trustee (including form of 4.500% Senior Notes due 2019).
5.1	Opinion of David P. Scharf
23.1	Consent of David P. Scharf (included as part of Exhibit 5.1).