

BOSTON SCIENTIFIC CORP

Form 8-K

June 09, 2006

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**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): June 9, 2006  
BOSTON SCIENTIFIC CORPORATION**

(Exact name of registrant as specified in charter)

**DELAWARE**

**1-11083**

**04-2695240**

(State or other  
jurisdiction of  
incorporation)

(Commission  
file number)

(IRS employer  
identification no.)

**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 communication 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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On June 6, 2006, Boston Scientific Corporation (the Company) entered into an Underwriting Agreement, dated June 6, 2006, as supplemented by the Terms Agreement, dated June 6, 2006 (as so supplemented, the Underwriting Agreement), among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banc of America Securities LLC, as representatives of the underwriters named in the Underwriting Agreement (the Underwriters), whereby the Company agreed to sell and the Underwriters agreed to purchase, subject to and upon terms and conditions set forth therein, \$600 million aggregate principal amount of the Company's 6.00% Notes due 2011 (the 2011 Notes) and \$600 million aggregate principal amount of the Company's 6.40% Notes due 2016 (the 2016 Notes, and collectively with the 2011 Notes, the Notes) under the Company's existing shelf registration statement. The Underwriting Agreement contains customary representations, warranties and agreements of the Company and customary conditions to closing, indemnification rights and obligations of the parties and termination provisions. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1. The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement. In connection with the offering of the Notes, the Company entered into an Indenture dated as of June 1, 2006, with JPMorgan Chase Bank, N.A., as trustee, which is attached hereto as Exhibit 4.1. Each of the Notes is represented by one or more global securities, forms of which are attached hereto as Exhibits 4.2 and 4.3.

**ITEM 8.01 OTHER EVENTS.**

On June 9, 2006, the Company completed the offering of the Notes under its existing shelf registration statement. The Company plans to use the proceeds of the offering for general corporate purposes, including to fund taxes payable relative to Guidant Corporation's asset sale to Abbott Laboratories and to repay approximately \$350 million in outstanding borrowings under the Company's credit and security facility that is secured by the Company's U.S. trade receivables.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
<b><u>No.</u></b>	
1.1	Underwriting Agreement, dated June 6, 2006, as supplemented by the Terms Agreement, dated June 6, 2006, among Boston Scientific Corporation, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banc of America Securities LLC
4.1	Indenture dated as of June 1, 2006, between Boston Scientific Corporation and JPMorgan Chase Bank, N.A., as trustee
4.2	Form of Global Security for the 6.00% Notes due 2011
4.3	Form of Global Security for the 6.40% Notes due 2016

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**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BOSTON SCIENTIFIC CORPORATION

Date: June 9, 2006

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