

BECTON DICKINSON & CO  
Form 8-K  
May 07, 2015

**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) May 7, 2015**

**BECTON, DICKINSON AND COMPANY**

(Exact Name of Registrant as Specified in Its Charter)

**New Jersey**

(State or Other Jurisdiction of Incorporation)

**001-4802**  
(Commission File Number)

**22-0760120**  
(IRS Employer Identification No.)

**1 Becton Drive, Franklin Lakes, New Jersey**  
(Address of Principal Executive Offices)

**07417-1880**  
(Zip Code)

**(201) 847-6800**

(Registrant's Telephone Number, Including Area Code)

**N/A**

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(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 230425)
  
- .. 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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On May 7, 2015, Becton, Dickinson and Company ( BD ) issued a press release announcing its financial results for its second fiscal quarter ending March 31, 2015. A copy of the press release is furnished as Exhibit 99.1 to this report.

The press release furnished as Exhibit 99.1 contains certain financial measures that differ from those presented in accordance with U.S. generally accepted accounting principles ( non-GAAP measures ), as follows:

Revenues. We present international and total revenue growth rates (for the total company and each of its segments and units, and for our safety-engineered devices) for the period covered by the press release, and our estimated revenue growth rate for the full 2015 fiscal year, after eliminating the effect of foreign currency translation. We believe that these measures of revenue growth allow investors to better understand the underlying operating results of BD and facilitate comparisons to prior periods, as well as better understand our fiscal year 2015 guidance in relation to our fiscal year 2014 performance. We also provide our estimated revenue growth rate for fiscal year 2015, adjusted for foreign currency translation, on an organic basis, which means assuming the acquisition of CareFusion Corporation ( CareFusion ) occurred at the start of our 2015 fiscal year. This measure allows investors to better understand our anticipated underlying revenue growth rate for the entire company on an annualized basis.

Earnings Per Share. We present diluted earnings per share ( EPS ) for the second quarter and first six months of fiscal year 2015 adjusted for (i) the impact of financing, transaction, integration and restructuring costs associated with our acquisition of CareFusion, (ii) non-cash expense associated with the amortization of acquisition related intangible assets ( amortization charges ) (offset, in part, by a gain on an equity investment), and (iii) the dilutive impact of shares issued in connection with the CareFusion acquisition. For the first six months of fiscal year 2015, we also adjust EPS for a charge for plaintiff attorney fees relating to the antitrust and false advertising litigation with Retractable Technologies, Inc. We also present EPS for the second quarter and first six months of fiscal year 2014 after adjusting for amortization charges, asset write-offs relating to a terminated product development program, a distributor termination cost and a gain on an equity investment. We believe that adjusting for the effect of these items, which are not considered by management to be part of our ordinary operations or effect period-to-period comparability, allows investors to better understand the operating results of BD for the periods presented and facilitates comparisons between the periods shown. We also show the growth in adjusted EPS for the second quarter and first six months of fiscal year 2015 compared to the prior year periods after eliminating the impact of foreign currency translation to better enable investors to understand the underlying operating results of the Company for these periods compared to the prior year periods.

We also present estimated EPS guidance for fiscal year 2015 compared to fiscal year 2014 EPS for the BD business as it existed at the time of the CareFusion acquisition, after eliminating certain costs, charges and other items incurred or anticipated to be incurred in those fiscal years, as outlined on page 18 of the tables accompanying the press release furnished herewith, and after adjusting for the anticipated impact of foreign currency translation. We also present estimated EPS guidance on an entire-company basis for fiscal year 2015 compared to fiscal year 2014 after eliminating items incurred or anticipated to be incurred in those fiscal years, as outlined on page 18 of said tables, and after adjusting for the anticipated impact of foreign currency translation. Management believes that eliminating the effects of foreign currency translation and the impact of these items, which are not considered part of our ordinary operations or effect period-to-period comparability, allows investors to better understand anticipated underlying performance for fiscal year 2015 in relation to fiscal year 2014, both for the legacy BD business and for BD s business as a whole.

BD's management uses each of these non-GAAP measures in its own evaluation of BD's performance, particularly when comparing performance to past periods and to the performance of peer companies. Management also uses the non-GAAP results for budget planning purposes on a quarterly and annual basis.

BD provides non-GAAP measures to investors on a supplemental basis, as they provide additional insight into BD's financial results. Management believes the non-GAAP results provide a reasonable measure of BD's underlying performance before the effects of items that are considered by management to be outside of BD's underlying operational results or that affect period to period comparability.

Non-GAAP results should not be considered in isolation and are not in accordance with, or a substitute for, GAAP results. Our non-GAAP results may differ from similar measures used by other companies, even if similar terms are used to identify such measures. Although BD's management believes non-GAAP results are useful in evaluating the performance of its business, its reliance on these measures is limited since items excluded from such measures may have a material impact on BD's net income, earnings per share or cash flows calculated in accordance with GAAP. Therefore, management typically uses non-GAAP results in conjunction with GAAP results to address these limitations. Investors should also consider these limitations when evaluating BD's results.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

Exhibit 99.1 Press release dated May 7, 2015, which is furnished pursuant to Item 2.02

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 hereunto duly authorized.

BECTON, DICKINSON AND COMPANY  
(Registrant)

By: /s/ Gary DeFazio  
Gary DeFazio  
Vice President and Corporate Secretary

Date: May 7, 2015

Exhibit Index

99.1 Press release dated May 7, 2015, which is furnished pursuant to Item 2.02