

DANAHER CORP /DE/  
Form 8-K  
November 02, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of report (Date of earliest event reported): November 1, 2007**

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**Danaher Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-08089**  
(Commission File Number)

**59-1995548**  
(IRS Employer  
Identification No.)

**2099 Pennsylvania Ave., N.W., 12<sup>th</sup> Floor, Washington, D.C.**  
(Address of principal executive offices)

**20006-1813**  
(Zip Code)

**Registrant's telephone number, including area code: 202-828-0850**

**Not Applicable.**

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

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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:

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- .. 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 November 1, 2007, Danaher Corporation (the Company) entered into a purchase agreement (the Purchase Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. Incorporated, as representatives of the underwriters party to the Purchase Agreement, to issue and sell 6,000,000 shares of the Company's common stock, \$0.01 par value per share (the Shares), in a public offering pursuant to a Registration Statement on Form S-3 (File No. 333-135780) (the Registration Statement) and a related prospectus supplement (the Prospectus Supplement) filed with the Securities and Exchange Commission.

In addition, the Company granted the underwriters an option exercisable for 30 days from the date of the Prospectus Supplement to purchase, at the public offering price less underwriting discounts, up to an additional 900,000 shares of the Company's common stock, solely to cover overallotments. The Company expects to receive net proceeds, after expenses and assuming the underwriters' overallotment option is not exercised, of approximately \$478.0 million. The above description of the Purchase Agreement is qualified in its entirety by reference to the Purchase Agreement, which is filed as Exhibit 1.1 hereto and is incorporated herein by reference.

Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Company, has issued an opinion to the Company, dated November 1, 2007, regarding the legality of the Shares upon issuance and sale thereof. A copy of the opinion as to legality is filed as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed herewith:

| <b>Exhibit No.</b> | <b>Description</b>                                                                     |
|--------------------|----------------------------------------------------------------------------------------|
| 1.1                | Purchase Agreement dated November 1, 2007.                                             |
| 5.1                | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP.                                  |
| 23.1               | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (contained in Exhibit 5.1 above). |

**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.

Date: November 2, 2007

DANAHER CORPORATION

By: /s/ Daniel L. Comas  
Daniel L. Comas  
Executive Vice President and Chief Financial Officer

Exhibit Index

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