

THERMO FISHER SCIENTIFIC INC.

Form S-4

March 03, 2010

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As filed with the Securities and Exchange Commission on March 3, 2010
Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

THERMO FISHER SCIENTIFIC INC.
(Exact name of registrant as specified in its charter)

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

3829
*(Primary Standard Industrial
Classification Code Number)*

04-2209186
*(I.R.S. Employer
Identification Number)*

81 Wyman Street
Waltham, Massachusetts 02451
(781) 622-1000
*(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)*

Seth H. Hoogasian
Senior Vice President, General Counsel and Secretary
Thermo Fisher Scientific Inc.
81 Wyman Street
Waltham, Massachusetts 02451
(781) 622-1000
*(Name, address, including zip code, and telephone number,
including area code, of agent for service)*

With a copy to:
Hal J. Leibowitz
Erika L. Robinson
Wilmer Cutler Pickering Hale & Dorr LLP
60 State Street
Boston, MA 02109
(617) 526-6000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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.

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
2.150% Senior Notes due 2012	\$350,000,000	100%	\$350,000,000	\$24,955
3.250% Senior Notes due 2014	\$400,000,000	100%	\$400,000,000	\$28,520

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933, as amended (the Securities Act).

(2) Calculated pursuant to Rule 457 under the Securities Act.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED MARCH 3, 2010

PRELIMINARY PROSPECTUS

THERMO FISHER SCIENTIFIC INC.

Offer to Exchange

up to \$350,000,000 2.150% Senior Notes due 2012 that have been registered under the Securities Act of 1933, as amended (the Securities Act) for any and all of our outstanding unregistered 2.150% Senior Notes due 2012

and

up to \$400,000,000 3.250% Senior Notes due 2014 that have been registered under the Securities Act for any and all of our outstanding unregistered 3.250% Senior Notes due 2014

Terms of the Exchange Offer

We are offering:

\$350,000,000 in aggregate principal amount of new 2.150% Senior Notes due 2012 (the new 2012 notes) in exchange for an equal amount of outstanding 2.150% Senior Notes due 2012 (the old 2012 notes, and together with the new 2012 notes, the 2012 notes); and

\$400,000,000 in aggregate principal amount of new 3.250% Senior Notes due 2014 (the new 2014 notes) in exchange for an equal amount of outstanding 3.250% Senior Notes due 2014 (the old 2014 notes, and together with the new 2014 notes, the 2014 notes).

We refer to the old 2012 notes and the old 2014 notes collectively in this prospectus as the old notes. We refer to the new 2012 notes and the new 2014 notes collectively in this prospectus as the new notes.

The exchange offer expires at 5:00 p.m., New York City time, on, unless extended.

Tenders of old notes may be withdrawn at any time prior to the expiration date.

All old notes that are validly tendered and not validly withdrawn will be exchanged.

The exchange of old notes for new notes generally will not be a taxable exchange for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The terms of the new notes to be issued in the exchange offer are substantially the same as the terms of the old notes, except that the offer of the new notes is registered under the Securities Act, and the new notes have no transfer restrictions, rights to additional interest or registration rights.

The new notes will not be listed on any securities exchange. A public market for the new notes may not develop, which could make selling the new notes difficult.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal accompanying this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. Starting on the expiration date (as defined herein) and ending on the close of business 180 days after the expiration date, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

Investing in the new notes to be issued in the exchange offer involves certain risks. See Risk Factors beginning on page 6.

We are not making an offer to exchange new notes for old notes in any jurisdiction where the offer is not permitted.

Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2010.

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