

DIONEX CORP /DE
Form SC TO-C
December 13, 2010

**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):
December 13, 2010**

THERMO FISHER SCIENTIFIC INC.
(Exact name of Registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-8002
(Commission File Number)

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

81 Wyman Street
Waltham, Massachusetts
(Address of principal executive offices)

(781) 622-1000
(Registrant's telephone
number including area code)

02451
(Zip Code)

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 December 13, 2010, Thermo Fisher Scientific Inc. (Thermo Fisher) and Dionex Corporation (Dionex) issued a joint press release announcing that they had entered into an Agreement and Plan of Merger (the Merger Agreement), dated December 12, 2010, by and among Thermo Fisher, Weston D Merger Co., a wholly owned subsidiary of Thermo Fisher, and Dionex. A copy of the joint press release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

In addition, on December 13, 2010, Thermo Fisher and Dionex provided supplemental information regarding Dionex and the transactions contemplated by the Merger Agreement in connection with a joint presentation and a conference call with analysts and investors. Copies of the presentation and the transcript of the conference call are attached as Exhibit 99.2 and Exhibit 99.3 hereto, respectively, and are incorporated by reference herein.

Additional Information

The planned tender offer described herein has not yet commenced. The description contained herein is not an offer to buy or the solicitation of an offer to sell securities. At the time the planned tender offer is commenced, Thermo Fisher (or a wholly owned subsidiary of Thermo Fisher) will file a tender offer statement on Schedule TO with the Securities and Exchange Commission (the SEC), and Dionex will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the planned tender offer. The tender offer statement (including an offer to purchase, a related letter of transmittal and other tender offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before making any decision to tender securities in the planned tender offer. Those materials will be made available to Dionex's stockholders at no expense to them. In addition, all of those materials (and all other tender offer documents filed with the SEC) will be made available at no charge on the SEC's website: www.sec.gov.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 99.1 Press Release, dated December 13, 2010.
 - 99.2 Investor Presentation, dated December 13, 2010.
 - 99.3 Transcript, dated December 13, 2010.
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SIGNATURE

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, on this 13th day of December, 2010.

THERMO FISHER SCIENTIFIC INC.

By: /s/ Seth Hoogasian

Seth Hoogasian
Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Description
Exhibit 99.1	Press Release, dated December 13, 2010.
Exhibit 99.2	Investor Presentation, dated December 13, 2010.
Exhibit 99.3	Transcript, dated December 13, 2010.