PERKINELMER INC
Form 424B5
April 04, 2018
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-210279

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus Supplement dated April 4, 2018

PROSPECTUS SUPPLEMENT

(To prospectus dated March 18, 2016)

% Senior Notes due

We are offering aggregate principal amount of % Senior Notes due (the *notes*). We will pay interest on the notes on of each year, beginning , 2019. The notes will mature on , .

We may redeem some or all of the notes at any time at the applicable redemption price described in this prospectus supplement. If a Change of Control Repurchase Event as described in this prospectus supplement occurs, we may be required to offer to purchase the notes from their holders. There is no sinking fund for the notes.

The notes will be our general unsecured senior obligations and will rank equally with our existing and future unsecured and unsubordinated indebtedness. The notes will be issued only in registered form in minimum denominations of 100,000 and integral multiples of 1,000 in excess thereof.

Investing in the notes involves risks. See Risk Factors beginning on page S-13 of this prospectus supplement.

	Per Note	Total
Public offering price(1)	%	
Underwriting discount	%	
Proceeds, before expenses, to us	%	

(1) Plus accrued interest from , 2018, if settlement occurs after that date.

Neither the Securities and Exchange Commission (the *SEC*) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We intend to apply to list the notes on the New York Stock Exchange. The listing application will be subject to approval by the New York Stock Exchange. If such listing is obtained, we have no obligation to maintain such listing and we may delist the notes at any time.

The underwriters expect to deliver the notes through the book-entry system of Clearstream Banking, société anonyme, and Euroclear Bank S.A./N.V. against payment on or about , 2018, which is the London business day following the date of this prospectus supplement.

J.P. Morgan

The date of this prospectus supplement is , 2018

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Prospectus Supplement

Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the prospectus, which describes more general information, some of which may not apply to this offering. You should read this prospectus supplement, any related free writing prospectus and the accompanying prospectus, together with the additional information described under the heading Where You Can Find More Information and Incorporation by Reference on page S-3.

In this prospectus supplement, except as otherwise indicated or unless the context otherwise requires, PerkinElmer, the company, we, us and our refer to PerkinElmer, Inc. and its consolidated subsidiaries. If the information set fort this prospectus supplement differs in any way from the information set forth in the accompanying prospectus, you should rely on the information set forth in this prospectus supplement.

References in this prospectus supplement to U.S. dollars, U.S. $ or $ are to the currency of the United States of America and references to and euro are to the single currency introduced at the third stage of the European Monetary Union pursuant to the Treaty establishing the European Community, as amended.

This prospectus supplement, any related free writing prospectus and the accompanying prospectus may be used only for the purpose for which they have been prepared. No one is authorized to give information other than that contained in or incorporated by reference into this prospectus supplement, any related free writing prospectus and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it.

We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, any related free writing prospectus, the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates. None of this prospectus supplement, any related free writing prospectus or the accompanying prospectus constitutes an offer, or a solicitation on our behalf or on behalf of the underwriters, to subscribe for and purchase any of the securities and may not be used for or in connection with an offer or solicitation by anyone in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.

In connection with this offering of the notes, J.P. Morgan Securities plc, as stabilizing manager (or persons acting on its behalf), may over-allot the notes or effect transactions with a view to supporting the price of the notes at a level higher than that which might otherwise prevail. However, this may not necessarily occur. Any stabilization action may begin on or after the date on which adequate public disclosure of the terms of the offer of the notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the notes and 60 days after the date of the allotment of the notes. Any stabilization action or over-allotment must be conducted by the stabilizing manager (or persons acting on its behalf) in accordance with all applicable laws and rules. Any loss or profit sustained as a consequence of any such over-allotment or stabilization shall be for the account of the stabilizing manager.

Notice to Prospective Investors in the European Economic Area

The notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (*EEA*). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, *MiFID II*); or (ii) a customer within the meaning of Directive 2002/92/EC

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(as amended, the *Insurance Mediation Directive*), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Directive 2003/71/EC (as amended, the *Prospectus Directive*). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the *PRIIPs Regulation*) for offering or selling the notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

MIFID II product governance/Professional investors and ECPs only target market

Solely for the purposes of the manufacturer s product approval process, the target market assessment in respect of the notes has led to the conclusion that: (i) the target market for the notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the notes (a *distributor*) should take into consideration the manufacturer s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the notes (by either adopting or refining the manufacturer s target market assessment) and determining appropriate distribution channels.

Notice to Prospective Investors in the United Kingdom

This prospectus supplement and the accompanying prospectus have not been approved by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (*FSMA*) and accordingly, are only being distributed to, and are only directed at, persons in the United Kingdom who are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive who are also (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the *Order*), (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order, or (iii) other persons to whom it may otherwise lawfully be communicated (each such person being referred to as a *relevant person*). This prospectus supplement and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other persons in the United Kingdom. Any investment or investment activity to which this prospectus supplement and the accompanying prospectus relate is available only to and will be engaged in only with relevant persons. Any person in the United Kingdom who is not a relevant person should not act or rely on this prospectus supplement and the accompanying prospectus or any of their contents.

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WHERE YOU CAN FIND MORE INFORMATION AND INCORPORATION BY REFERENCE

We file annual, quarterly and current reports, proxy statements and other documents with the SEC under the Securities Exchange Act of 1934, as amended (the *Exchange Act*). The public may read and copy any materials that we file with the SEC at the SEC s Public Reference Room at 100 F Street NE, Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Also, the SEC maintains a website that contains reports, proxy and information statements and other information that issuers, including PerkinElmer, file electronically with the SEC. The public can obtain any documents that we file with the SEC at www.sec.gov. We also make available free of charge on or through our own website at www.perkinelmer.com our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and, if applicable, amendments to those reports filed or furnished pursuant to Section 13(a) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. We make our website content available for information purposes only. It should not be relied upon for investment purposes, nor is it incorporated by reference into this prospectus supplement, and related free writing prospectus or the accompanying prospectus.

We incorporate by reference information into this prospectus supplement, any related free writing prospectus and the accompanying prospectus, which means that we are disclosing important information to you by referring you to another document filed with the SEC. The information incorporated by reference is deemed to be part of this prospectus supplement, any related free writing prospectus and the accompanying prospectus except for any information that is superseded by information in this prospectus supplement. This prospectus supplement incorporates by reference the following documents that we previously filed with the SEC (File No. 001-05075):

- Our annual report on Form 10-K filed on February 27, 2018, including information specifically incorporated by reference from our definitive proxy statement for our 2018 Annual Meeting of Stockholders filed on March 14, 2018 (the *2017 Form 10-K*); and

- Our current report on Form 8-K/A filed on February 28, 2018.

We also incorporate by reference any filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement and prior to the time that we sell all of the securities offered by this prospectus supplement. The information incorporated by reference, as updated, is an important part of this prospectus supplement. Information which is deemed to be furnished to, rather than filed with, the SEC shall not be incorporated by reference.

Any statement contained in a document incorporated or deemed to be incorporated by reference into this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement, any related free writing prospectus and the accompanying prospectus to the extent that a statement contained in this prospectus supplement, any related free writing prospectus or the accompanying prospectus or in any other subsequently filed document that also is or is deemed to be incorporated by reference into this prospectus supplement any related free writing prospectus, or the accompanying prospectus conflicts with, negates, modifies or supersedes that statement. Any statement that is modified or superseded will not constitute a part of this prospectus supplement, any related free writing prospectus or the accompanying prospectus, except as modified or superseded.

Paper copies of the filings referred to above (other than exhibits, unless the exhibit is specifically incorporated by reference into the filing requested) may be obtained free of charge by writing to us or calling us, care of our Investor Relations Department at our principal executive offices located at 940 Winter Street, Waltham, Massachusetts 02451,

Telephone: (781) 663-6900.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement contains or incorporates by reference certain statements that are, or may be deemed to be, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the *Securities Act*), and Section 21E of the Exchange Act. Any statements contained in or incorporated by reference into this prospectus supplement, any related free writing prospectus or the accompanying prospectus that are not statements of historical fact are forward-looking statements. Without limiting the foregoing, the words believes, anticipates, plans, expects, seeks, estimates and similar expressions are intended to identify forward-looking statements. While we may elect to update forward-looking statements in the future, we specifically disclaim any obligation to do so even if our estimates change, and you should not rely on those forward-looking statements as representing our views as of any date subsequent to the date of this prospectus supplement.

A number of important factors could cause our results to differ materially from those indicated by such forward-looking statements, including those detailed under the heading Risk Factors below.

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SUMMARY

The following summary highlights information contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein. It may not contain all of the information that you should consider before investing in the notes. For a more complete discussion of the information you should consider before investing in the notes, you should carefully read this entire prospectus supplement, any related free writing prospectus, the accompanying prospectus and the documents incorporated by reference herein and therein.

Our Company

We are a leading provider of products, services and solutions to the diagnostics, food, environmental, industrial, life sciences research and laboratory services markets. Through our advanced technologies and differentiated solutions, we address critical issues that help to improve lives and the world around us in two reporting segments:

Discovery and Analytical Solutions. This segment provides products and services targeted towards the environmental, food, industrial, life sciences research and laboratory services markets.

Diagnostics. This segment develops diagnostics, tools and applications focused on clinically-oriented customers, especially within the reproductive health, emerging market diagnostics and applied genomics markets.

Our principal executive offices are located at 940 Winter Street, Waltham, Massachusetts 02451, and our telephone number is (781) 663-6900.

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Summary Consolidated Financial Data

The following table presents summary consolidated financial information as of and for the periods indicated. We derived the selected historical financial information for the balance sheets for the fiscal years ended December 31, 2017 and January 1, 2017 and the statements of operations for each of the fiscal years in the three-year period ended December 31, 2017 from our audited consolidated financial statements that are included in our 2017 Form 10-K. We derived the selected historical financial information for the balance sheets as of January 3, 2016, December 28, 2014 and December 29, 2013 and the statements of operations for the fiscal years ended December 28, 2014 and December 29, 2013 from our audited consolidated financial statements that are not included in our 2017 Form 10-K. You should read the following table in conjunction with our Management s Discussion and Analysis of Financial Condition and Results of Operations and our audited consolidated financial statements and related notes in our 2017 Form 10-K.

	Fiscal Years Ended				
	December 31 2017	January 1, 2017	January 3, 2016	December 28, 2014	December 29, 2013
	(In thousands, except per share data)				
Statement of Operations Data:					
Revenue	$ 2,256,982	$ 2,115,517	$ 2,104,823	$ 2,069,880	$ 1,996,959
Operating income from continuing operations(1)(2)	304,803	283,066	250,926	165,007	180,791
Interest and other expense, net(3)	8,085	38,998	42,119	41,139	64,110
Income from continuing operations before income taxes	296,178	244,068	208,807	123,868	116,681
Income from continuing operations, net of income taxes(4)	156,890	215,706	188,785	130,139	142,206
Income from discontinued operations and dispositions, net of income taxes(5)	135,743	18,593	23,640	27,639	25,006
Net income	$ 292,633	$ 234,299	$ 212,425	$ 157,778	$ 167,212
Basic earnings per share:					
Continuing operations	$ 1.43	$ 1.97	$ 1.68	$ 1.16	$ 1.27
Discontinued operations	1.24	0.17	0.21	0.25	0.22
Net income	$ 2.67	$ 2.14	$ 1.89	$ 1.40	$ 1.49
Diluted earnings per share:					
Continuing operations	$ 1.42	$ 1.96	$ 1.67	$ 1.14	$ 1.25
Discontinued operations	1.22	0.17	0.21	0.24	0.22
Net income	$ 2.64	$ 2.12	$ 1.87	$ 1.39	$ 1.47

Weighted-average common shares outstanding:					
Basic:	109,857	109,478	112,507	112,593	112,254
Diluted:	110,859	110,313	113,315	113,739	113,503
Cash dividends declared per common share	$ 0.28	$ 0.28	$ 0.28	$ 0.28	$ 0.28

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	As of the Fiscal Years Ended				
	December 31 2017	January 1, 2017	January 3, 2016	December 28, 2014	December 29, 2013
	(In thousands)				
Balance Sheet Data:					
Total assets	$ 6,091,463	$ 4,276,683	$ 4,166,295	$ 4,127,576	$ 3,940,882
Short-term debt	217,306	1,172	1,123	1,075	2,624
Long-term debt[(3)(6)]	1,788,803	1,045,254	1,011,762	1,045,393	926,274
Stockholders equity[(1)(7)]	2,503,188	2,153,570	2,110,441	2,042,102	1,994,487
Common shares outstanding[(7)]	110,361	109,617	112,034	112,481	112,626

(1) Activity related to the mark-to-market adjustment on postretirement benefit plans was a pre-tax gain of $2.1 million in fiscal year 2017, a pre-tax loss of $15.3 million in fiscal year 2016, a pre-tax loss of $12.4 million in fiscal year 2015, a pre-tax loss of $75.4 million in fiscal year 2014 and a pre-tax income of $17.6 million in fiscal year 2013.

(2) We recorded pre-tax restructuring and contract termination charges, net, of $12.7 million in fiscal year 2017, $5.1 million in fiscal year 2016, $13.5 million in fiscal year 2015, $13.3 million in fiscal year 2014 and $33.5 million in fiscal year 2013.

(3) In fiscal years 2017, 2016, 2015, 2014 and 2013, interest expense was $43.9 million, $41.5 million, $38.0 million, $36.3 million and $49.9 million, respectively. In fiscal year 2013, we redeemed all of our 6% senior unsecured notes due in 2015 that included a prepayment premium of $11.1 million, which is included in other expense, net, the write-off of $2.8 million for the remaining unamortized derivative losses for previously settled cash flow hedges, which is included in interest expense, and the write-off of $0.2 million for the remaining deferred debt issuance costs, which is included in interest expense.

(4) In fiscal years 2017 and 2016, provision for income tax on continuing operations was $139.8 million and $28.4 million, respectively. The higher provision for income taxes in fiscal year 2017 compared to that of fiscal year 2016 was primarily due to the $106.5 million discrete tax expense related to the Tax Cuts & Jobs Act of 2017. In fiscal years 2015, 2014 and 2013, tax expense (benefit) on continuing operations was $20.0 million, $(6.3) million and $(25.5) million, respectively. The tax expense in fiscal year 2015 was primarily due to income in high tax rate jurisdictions, partially offset by losses in low tax rate jurisdictions and a tax benefit of $6.4 million related to discrete items. The benefit from income taxes in fiscal year 2014 was primarily due losses in high tax rate jurisdictions and a tax benefit of $7.1 million related to discrete items, partially offset by a provision for income taxes related to profits in low tax rate jurisdictions. The benefit from income taxes in fiscal year 2013 was primarily due to a tax benefit of $24.0 million related to discrete items and losses in high tax rate jurisdictions, partially offset by provision for income taxes related to profits in low tax rate jurisdictions.

(5) In May 2017, we completed the sale of our Medical Imaging business. We recorded a pre-tax gain of $179.6 million and income tax expense of $43.1 million in fiscal year 2017. We accounted for this business as discontinued operations beginning in 2016 and the financial information relating to fiscal years 2015, 2014 and 2013 has been retrospectively adjusted to reflect the inclusion of this business in discontinued operations.

(6) In July 2016, we issued and sold ten-year senior notes at a rate of 1.875% with a face value of 500.0 million and received 492.3 million of net proceeds from the issuance. The debt, which matures in July 2026, is unsecured.

(7) In fiscal year 2017, we did not repurchase any shares of our common stock under the existing stock repurchase program authorized by our Board on July 27, 2016. In fiscal year 2016, we repurchased in the open market 3.2 million shares of our common stock at an aggregate cost of $148.2 million, including commissions under a stock repurchase program originally announced in October 2014 that was terminated in July 2016 (the *October 2014 Repurchase Program*). In fiscal year 2015, we repurchased in the open market 1.5 million shares of our

common stock at an aggregate cost of $72.0 million, including commissions, under both the October 2014 Repurchase Program and a stock repurchase program originally

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announced in October 2012 that expired in October 2014 (the *October 2012 Repurchase Program*). In fiscal year 2014, we repurchased in the open market 1.4 million shares of our common stock at an aggregate cost of $61.3 million, including commissions, under the October 2012 Repurchase Program. In fiscal year 2013, we repurchased in the open market 3.6 million shares of our common stock at an aggregate cost of $123.0 million, including commissions, under the October 2012 Repurchase Program. The repurchased shares have been reflected as additional authorized but unissued shares, with the payments reflected in common stock and capital in excess of par value.

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The Offering

A brief description of the material terms of the offering follows. For a more complete description of the notes offered hereby, see Description of the Notes in this prospectus supplement and Description of Debt Securities in the accompanying prospectus.

Issuer	PerkinElmer, Inc.
Notes Offered	aggregate principal amount of % Senior Notes due .
Interest	The notes will bear interest at the rate of % per annum which will be paid annually on each to holders of record on the preceding , commencing , 2019.
Maturity	The notes will mature on , .
Ranking	The notes will be: general unsecured senior obligations of ours; effectively subordinated in right of payment to all existing and future secured indebtedness of ours to the extent of the value of the assets securing such indebtedness, and effectively subordinated to all existing and any future liabilities of our subsidiaries, including trade payables; equal in right of payment with all existing and future unsecured and unsubordinated indebtedness of ours; and senior to any future subordinated debt of ours that is from time to time outstanding. As of December 31, 2017, we had approximately $2.0 billion in outstanding consolidated indebtedness (excluding trade payables, intercompany liabilities and income tax-related liabilities). As of December 31, 2017, our subsidiaries had approximately $96.1 million in outstanding indebtedness. As of December 31, 2017, after giving effect to this offering of notes, our total consolidated indebtedness would have been

	approximately $.
Currency of Payment	All payments of principal of, and premium, if any, and interest on, the notes, including any payments made upon any redemption of the notes, will be made in euros. If we are unable to obtain euro in amounts sufficient to make a required payment under the notes due to the imposition of exchange controls or other circumstances beyond our control (including the dissolution of the European Monetary Union) or if the euro is no longer being used by the then member states of the European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking community, then all payments will be

	made in U.S. dollars until the euro is again available to us or so used. See Description of the Notes Issuance in Euro.
Payment of Additional Amounts	We will, subject to certain exceptions and limitations, pay to the beneficial owners of the notes who are not United States persons such additional amounts as will result in the receipt by such owners of such amounts, after withholding or deduction for any present or future tax, assessment or other governmental charge imposed by the United States (or a taxing authority therein), as would have been received had no such withholding or deduction been required.
Optional Redemption	Prior to , (the maturity date of the notes), we may redeem the notes, in whole at any time or in part from time to time, at our option, at a redemption price equal to the greater of (1) 100% of the principal amount of the notes to be redeemed and (2) the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of the payments of interest accrued but unpaid as of the date of redemption) discounted at the date of redemption on an annual basis (ACTUAL/ACTUAL (ICMA)), at the applicable Comparable Government Bond Rate (as defined herein) plus basis points; plus, in each case, accrued and unpaid interest, if any, to, but excluding, the date of redemption. See Description of the Notes Optional Redemption.
Redemption for Tax Reasons	We may redeem all, but not less than all, of the notes in the event of certain changes in the tax laws or treaties of the United States (or any taxing authority therein), which would require us to pay additional amounts as described under Description of the Notes Payment of Additional Amounts. This redemption would be made on at least 30 days but not more than 60 days notice and at a redemption price equal to 100% of the principal amount of the notes, plus any accrued and unpaid interest on the notes to, but not including, the date fixed for redemption. See Description of the Notes Redemption for Tax Reasons.
Repurchase of Notes Upon a Change of Control Repurchase Event	Upon the occurrence of a Change of Control Repurchase Event (as defined herein), we will, in certain circumstances, make an offer to purchase the notes at a price equal to 101% of their principal amount plus any accrued and unpaid interest, if any, to, but excluding, the date of repurchase. See Description of the Notes Repurchase upon Change of Control Repurchase Event.
Use of Proceeds	We intend to use the net proceeds of this offering:

to repay all of the $200 million aggregate principal amount outstanding under our Term Loan Facility (as defined below) and to repay approximately $ million aggregate

	principal amount outstanding under our Revolving Facility (as defined below), in each case which borrowings were incurred to pay a portion of the purchase price of our acquisition or EUROIMMUN (as defined below), which closed on December 19, 2017; and
	for general corporate purposes.
	See Use of Proceeds.
Form and Denomination	The notes will be issued in the form of one or more fully registered global securities, without coupons, in denominations of 100,000 in principal amount and integral multiples of 1,000 in excess thereof. These global securities will be deposited with a common depositary on behalf of Clearstream Banking, société anonyme (*Clearstream*), and Euroclear Bank S.A./N.V. (*Euroclear*) or its nominee. Beneficial interests in the global securities will be shown on, and transfers will be effected only through, records maintained by Clearstream and Euroclear. Except in the limited circumstances described under Description of the Notes Certificated Notes, notes will not be issued in certificated form.
Additional Notes	We may from time to time, without giving notice to or seeking the consent of the holders of the notes, issue notes having the same terms and conditions (except for the issue date, offering price and, if applicable, the first interest payment date) as the notes being offered hereby. Additional notes issued in this manner will form a single series with the outstanding notes; provided that if the additional notes are not fungible with the notes offered hereby for U.S. federal income tax purposes, the additional notes will have a separate CUSIP, ISIN, Common Code or other identifying number.
Listing	We intend to apply to list the notes on the New York Stock Exchange. The listing application will be subject to approval by the New York Stock Exchange. If such listing is obtained, we have no obligation to maintain such listing and we may delist the notes at any time.
Trustee	U.S. Bank National Association.
Paying Agent	Elavon Financial Services DAC, UK Branch.
Risk Factors	An investment in the notes involves risk. You should carefully consider the information set forth in the section of this prospectus supplement entitled Risk Factors

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	beginning on page S-13, as well as other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, before deciding whether to invest in the notes.
Conflicts of Interest	Because of the manner in which the proceeds will be used, more than five percent of the net proceeds of the offering may be paid to members or affiliates of members of the Financial Industry Regulatory Authority, Inc. participating in the offering, which creates a conflict of interest under FINRA Rule 5121. As a result, the offering will be conducted in accordance with FINRA Rule 5121. In accordance with that rule, no qualified independent underwriter is required because the notes will be investment grade rated.
Governing Law	State of New York.

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RISK FACTORS

Investing in the notes involves various risks, including the risks described below. You should carefully consider the following risks and the other information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus before investing in the notes. In addition to the risks described below, our business is subject to risks that affect many other companies, such as competition, technological obsolescence, labor relations, general economic conditions, geopolitical events and international operations. Additional risks not currently known to us or that we currently believe are immaterial also may impair our business, financial condition, results of operations and cash flows.

Risks Relating to the Notes

We will have a substantial amount of outstanding debt, which could impact our ability to obtain future financing and affect our business.

We have outstanding debt and other financial obligations. As of December 31, 2017, we had approximately $2.0 billion in outstanding consolidated indebtedness and after giving pro forma effect to this offering, we would have had approximately $ billion of debt on a consolidated basis.

Our debt level and related debt service obligations could have negative consequences, including:

- making it more difficult for us to satisfy our obligations under the notes,
- requiring us to dedicate significant cash flow from operations to the payment of principal and interest on our debt, which would reduce the funds we have available for other purposes, such as acquisitions and stock repurchases,
- reducing our flexibility in planning for or reacting to changes in our business and market conditions, and
- exposing us to interest rate risk since a portion of our debt obligations are at variable rates.

We may incur significantly more debt in the future. If we add new debt, the risks described above could increase.

We conduct substantially all of our operations through subsidiaries.

PerkinElmer, Inc. is a holding company that conducts substantially all of its operations through its subsidiaries. We are dependent on distributions of funds from our subsidiaries to meet out debt service and other obligations, including payment of principal and interest on the notes. Our subsidiaries may not generate sufficient cash from operations to enable us to make payments on our indebtedness, including the notes. The ability of our subsidiaries to make distributions to us may be restricted by, among other things, applicable state corporate laws, other laws and regulations and contractual restrictions. If we are unable to obtain funds from our subsidiaries as a result of restrictions under our other debt instruments, state law or otherwise, we may not be able to pay interest or principal on the notes when due, or to redeem the notes, and we cannot assure you that we will be able to obtain the necessary funds from other sources.

The notes are our unsecured obligations and will be structurally subordinated to the debt and other liabilities of our existing and future subsidiaries.

The notes will be unsecured obligations of PerkinElmer, Inc. and will not be guaranteed by any of our subsidiaries. As a result, the notes will be effectively subordinated to any secured debt of ours to the extent of the value of the assets securing such debt. The notes will also be effectively subordinated to all liabilities of our subsidiaries, including trade payables. Our right to participate in any distribution of the assets of a subsidiary when it winds up its business is subject to the prior claims of the creditors of the subsidiary. This means that your rights as a holder of our notes will also be subject to the prior claims of these creditors if a subsidiary liquidates or reorganizes or otherwise winds up its business. At December 31, 2017, we had approximately $2.0 billion in principal amount of debt outstanding on a consolidated basis (excluding trade payables, intercompany liabilities and income tax-related liabilities), of which approximately $15.3 million was secured debt and approximately $96.1 million was debt of our subsidiaries.

There may not be a liquid market for the notes.

The notes constitute a new issue of securities with no established trading market. Although an application will be made to have the notes listed on the New York Stock Exchange, we cannot assure you that the notes will become or remain listed. Upon such listing, we will use commercially reasonable best efforts to maintain such listing and satisfy the requirements for such continued listing as long as the notes are outstanding; however, we may not obtain or be able to maintain such listing on the New York Stock Exchange. If we do not obtain or maintain such listing; we are required only to use commercially reasonable efforts to obtain and maintain admission to listing on such other stock exchange as we may, with the consent of the underwriters, decide. Failure of the notes to be listed on, or the delisting of the notes from, the New York Stock Exchange may have a material adverse effect on a holder s ability to sell the notes. We have been informed by the underwriters that they intend to make a market in the notes after the offering is completed. However, the underwriters are not obligated to do so and may discontinue their market-making activities at any time without notice. In addition, the liquidity of the trading market in the notes, and the market price quoted for the notes, may be adversely affected by prevailing interest rates, the market for similar securities, our operating performance, financial condition, general economic conditions and other factors. As a result, there can be no assurance that an active trading market will develop for the notes. To the extent an active trading market does not develop, you may not be able to resell your notes at their fair market value or at all.

The notes will not restrict our ability to incur additional debt, to repurchase our securities or to take other actions that could negatively impact our ability to pay our obligations under the notes.

Neither the notes nor the indenture governing the notes (the *indenture*) will restrict our ability or the ability of our subsidiaries to incur additional debt, repurchase securities, recapitalize, pay dividends or make distributions to shareholders or require us to maintain interest coverage or other financial ratios.

Although the indenture will contain limited covenants that would restrict our ability and the ability of certain of our subsidiaries to create, incur or assume secured indebtedness or to enter into sale and leaseback transactions, these restrictions only apply to the extent that the indebtedness created, incurred or assumed is secured by a lien on Principal Property (as defined below) or to the extent that the property subject to the sale and leaseback transaction is a Principal Property. In order to constitute a Principal Property for purposes of these covenants, a property must be located in the United States and have a book value in excess of the greater of (a) $50 million and (b) 1% of our most recently calculated consolidated net tangible assets. Because we had no consolidated net tangible assets as of December 31, 2017, a property would only constitute a Principal Property if it had a book value in excess of $50 million. As of the date of this prospectus supplement, neither we nor any of our subsidiaries owns any Principal Property as defined. As a result, as of the date of this prospectus supplement, the notes would not restrict us or our subsidiaries from creating, incurring or assuming an unlimited amount of indebtedness secured by a lien on all of our respective assets without equally and ratably securing the notes, and any such secured indebtedness would effectively rank senior to the notes to the extent of the value of the assets providing the security

Other than as described under the caption Description of the Notes Repurchase upon Change of Control Repurchase Event below, the provisions of the indenture will not afford holders of debt securities issued thereunder, including the notes, protection in the event of a sudden or significant decline in our credit quality or in the event of a takeover, recapitalization or highly leveraged or similar transaction involving us or any of our affiliates that may adversely affect such holders. In addition, our ability to recapitalize, incur additional debt and

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take a number of other actions that will not be limited by the terms of the notes or the indenture could have the effect of diminishing our ability to make payments on the notes when due.

Restrictions in our credit facilities and debt instruments may limit our activities.

Our Revolving Facility, Term Loan Facility, 2021 Notes and 2026 Notes contain restrictive covenants that limit our ability to engage in activities that could otherwise benefit our company. These existing debt instruments include restrictions on our ability and the ability of our subsidiaries to:

- pay dividends on, redeem or repurchase our capital stock,
- sell assets,
- incur obligations that restrict our subsidiaries ability to make dividend or other payments to us,
- guarantee or secure indebtedness,
- enter into transactions with affiliates, and
- consolidate, merge or transfer all or substantially all of our assets and the assets of our subsidiaries on a consolidated basis.

We are also required to meet specified financial ratios under the terms of our existing debt instruments. Our ability to comply with these financial restrictions and covenants is dependent on our future performance, which is subject to prevailing economic conditions and other factors, including factors that are beyond our control, such as foreign exchange rates, interest rates, changes in technology and changes in the level of competition. In addition, if we are unable to maintain our investment grade credit rating, our borrowing costs would increase and we would be subject to different and potentially more restrictive financial covenants under some of our existing debt instruments. For additional information about the Revolving Facility, Term Loan Facility, 2021 Notes and 2026 Notes, please see the Description of Certain Indebtedness.

Any future indebtedness that we incur may include similar or more restrictive covenants. Our failure to comply with any of the restrictions in our Revolving Facility, Term Loan Facility, 2021 Notes, 2026 Notes or any future indebtedness may result in an event of default under these debt instruments, which could permit acceleration of the debt under these debt instruments, and require us to prepay that debt before its scheduled due date under certain circumstances. Under certain circumstances, acceleration of indebtedness with an aggregate principal amount of more than $50 million will constitute an event of default under the notes. See Description of the Notes Certain Covenants.

We may not be able to repurchase all of the notes upon a change of control, which would result in a default under the notes.

Upon the occurrence of a Change of Control Repurchase Event (as defined herein), unless we have redeemed, defeased or satisfied and discharged the notes, each holder of notes will have the right to require us to repurchase all or any part of such holder s notes at a price in cash equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of repurchase. If we experience a Change of Control Repurchase Event, there can be no assurance that we would have sufficient financial resources available to satisfy our obligations to repurchase the notes. In addition, our ability to repurchase the notes for cash may be limited by law or by the terms of other agreements relating to our indebtedness outstanding at that time. Our failure to repurchase the notes as required under the indenture would result in a default under the indenture, which could have material adverse consequences for us and for holders of the notes. See Description of the Notes Repurchase upon Change of Control Repurchase Event.

Holders of the notes will receive payments solely in euro except under the limited circumstances provided herein. Holders of the notes may be subject to the effects of foreign currency exchange rate fluctuations, as well as possible exchange controls, relating to the euro.

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All payments of principal of, and premium, if any, and interest on the notes and any redemption price for, or additional amounts with respect to, the notes will be made in euro except under the limited circumstances provided herein. See Description of the Notes Issuance in Euro. We, the underwriters, the trustee and the paying agent with respect to the notes will not be obligated to convert, or to assist any registered owner or beneficial owner of such notes in converting, payments of interest, principal, any redemption price or any additional amount in euro made with respect to such notes into U.S. dollars or any other currency.

An investment in any security denominated in, and all payments with respect to which are to be made or received in, a currency other than the currency of the country in which an investor in the notes resides or the currency in which an investor conducts its business or activities (the *investor s home currency*), entails significant risks not associated with a similar investment in a security denominated in the investor s home currency. In the case of the notes offered hereby, these risks may include the possibility of:

- significant changes in rates of exchange between the euro and the investor s home currency; and
- the imposition or modification of foreign exchange controls with respect to the euro or the investor s home currency.

We have no control over a number of factors affecting the notes and foreign exchange rates, including economic, financial and political events that are important in determining the existence, magnitude and longevity of these risks and their effects. Changes in foreign currency exchange rates between two currencies result from the interaction over time of many factors directly or indirectly affecting economic and political conditions in the countries issuing such currencies, and economic and political developments globally and in other relevant countries. Foreign currency exchange rates may be affected by, among other factors, existing and expected rates of inflation, existing and expected interest rate levels, the balance of payments between countries, and the extent of governmental surpluses or deficits in various countries. All of these factors are, in turn, sensitive to the monetary, fiscal and trade policies pursued by the governments of various countries important to international trade and finance. Moreover, the recent global economic volatility and the actions taken or to be taken by various national governments in response to the volatility could significantly affect the exchange rates between the euro and the investor s home currency.

The exchange rates of an investor s home currency for the euro and the fluctuations in those exchange rates that have occurred in the past are not necessarily indicative of the exchange rates or the fluctuations therein that may occur in the future. Depreciation of the euro against the investor s home currency would result in a decrease in the investor s home currency equivalent yield on a note, in the investor s home currency equivalent of the principal payable at the maturity of that note and generally in the investor s home currency equivalent market value of that note. Appreciation of the euro in relation to the investor s home currency would have the opposite effects. The European Union or one or more of its member states may, in the future, impose exchange controls and modify any exchange controls imposed, which controls could affect exchange rates, as well as the availability of euro at the time of payment of principal of, interest on, or any redemption payment or additional amounts with respect to, the notes.

Furthermore, the notes will be governed by New York law. Under New York law, a New York state court rendering a judgment on the notes would be required to render the judgment in euro. However, the judgment would be converted into U.S. dollars at the exchange rate prevailing on the date of entry of the judgment. Consequently, in a lawsuit for payment on the notes, investors would bear currency exchange risk until a New York state court judgment is entered, which could be a long time. In courts outside of New York, investors may not be able to obtain a judgment in a currency other than U.S. dollars. For example, a judgment for money in an action based on the notes in many other

U.S. federal or state courts ordinarily would be enforced in the United States only in U.S. dollars. The date used to determine the rate of conversion of euro into U.S. dollars will depend upon various factors, including which court renders the judgment.

This description of foreign exchange risks does not describe all the risks of an investment in securities, including, in particular, the notes, that are denominated or payable in a currency other than an investor s home currency.

You should consult your own financial, legal and tax advisors as to the risks involved in an investment in the notes.

Trading in the clearing system is subject to minimum denomination requirements.

The terms of the notes provide that notes will be issued with a minimum denomination of 100,000 and multiples of 1,000 in excess thereof. It is possible that the clearing systems may process trades that could result in amounts being held in denominations smaller than the minimum denominations. If definitive notes are required to be issued in relation to such notes in accordance with the provisions of the relevant global notes, a holder who does not have the minimum denomination or a multiple of 1,000 in excess thereof in its account with the relevant clearing system at the relevant time may not receive all of its entitlement in the form of definitive notes unless and until such time as its holding satisfies the minimum denomination requirement.

The European Commission has proposed a financial transactions tax in certain member states of the European Union which, if adopted, could apply in certain circumstances to secondary market trades of the notes both within and outside of those participating member states.

The European Commission has published a proposal for a directive for a common financial transactions tax (*FTT*), in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the *Member States*). The proposed FTT has very broad scope and could, if implemented in the form proposed by the European Commission, apply to certain dealings in the notes (including secondary market transactions) in certain circumstances.

Under the European Commission proposal, the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the financial instruments caught by the proposal where at least one party is a financial institution and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, established in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

The FTT proposal remains subject to negotiation among the participating Member States. It may therefore be materially altered prior to any implementation (if at all), the timing of which remains unclear, and the extent to which it may ultimately apply (if at all) to dealings in the notes is uncertain. Additional Member States may decide to participate and/or certain of the participating Member States may decide to withdraw. In December 2015, Estonia declared its withdrawal of support for the FTT.

The United Kingdom s vote in favor of withdrawing from the European Union could adversely impact our results of operation and will have an uncertain impact on the market for the notes

Nearly 3% of our net sales in 2017 came from the U.K. Following the referendum vote in the United Kingdom in June 2016 in favor of leaving the European Union (commonly referred to as Brexit), on March 29, 2017, the country formally notified the European Union of its intention to withdraw. It appears likely that this withdrawal will involve a process of lengthy negotiations between the United Kingdom and European Union member states to determine the future terms of the United Kingdom s relationship with the European Union. This could lead to a period of considerable uncertainty and volatility, particularly in relation to United Kingdom financial and banking markets. Weakening of economic conditions or economic uncertainties tend to harm our business, and if such conditions emerge in the United Kingdom or in the rest of Europe, it may have a material adverse effect on our operations and sales.

Any significant weakening of the British pound sterling to the U.S. dollar will have an adverse impact on our European revenues due to the importance of our sales in the United Kingdom. Currency exchange rates in the pound sterling and the euro with respect to each other and the U.S. dollar have already been adversely affected by Brexit and that may continue to be the case. In addition, depending on the terms of Brexit, the United Kingdom could lose the benefits of global trade agreements negotiated by the European Union on behalf of its members, which may result in increased trade barriers which could make our doing business in Europe more difficult.

The timing of the U.K. s departure from the European Union and the impact of its departure on international capital markets, including the demand for the notes and its effect on exchange rates, is uncertain and there can be no assurance that the market for the notes will not be affected.

Ratings of the notes could be lowered in the future.

We expect that the notes will be rated investment grade by one or more nationally recognized statistical rating organizations. A rating is not a recommendation to purchase, hold or sell the notes, since a rating does not predict the market price of a particular security or its suitability for a particular investor. A rating organization may lower our rating or decide not to rate our securities in its sole discretion. The rating of the notes will be based primarily on the rating organization s assessment of the likelihood of timely payment of interest when due on the notes and the ultimate payment of principal of the notes on the final maturity date. The reduction, suspension or withdrawal of the ratings of the notes will not, in and of itself, constitute an event of default under the indenture.

The notes will initially be held in book-entry form and therefore investors must rely on the procedures of Euroclear and Clearstream to exercise any rights and remedies.

The notes will initially be issued in the form of global notes registered to Euroclear or Clearstream or their common depository or nominee for so long as Euroclear or Clearstream or their common depositary or nominee is the registered holder of the notes issued in the form of one or more global notes. Euroclear, Clearstream or such common depositary or nominee, as the case may be, will be considered the sole owner or holder of the notes represented by the global notes for all purposes under the indenture and the notes. Payments of principal, interest and premium and additional amounts, if any, in respect of the global notes will be made to Euroclear, Clearstream, such common depositary or such nominee, as the case may be, as registered holder thereof. After payment to the Euroclear, Clearstream, such common depository or such nominee, we will have no responsibility or liability for the payment of interest, principal or other amounts to the owners of book-entry interests. Accordingly, if investors own a book-entry interest, they must rely on the procedures of Euroclear and Clearstream and, if investors are not participants in Euroclear and Clearstream, they must rely on the procedures of the participant through which they own their interest, to receive such payments or to exercise any other rights and obligations of a holder of notes under the indenture.

Unlike the holders of the notes themselves, owners of book-entry interests will not have the direct right to act upon our solicitations for consents, requests for waivers or other actions from holders of the notes. Instead, if an investor owns a book-entry interest, it will be permitted to act directly only to the extent it has received appropriate proxies to do so from Euroclear and Clearstream. The procedures implemented for the granting of such proxies may not be sufficient to enable such investor to vote on a timely basis.

Similarly, upon the occurrence of an event of default under the indenture, unless and until definitive or certificated registered notes are issued in respect of all book-entry interests, if investors own book-entry interests, they will be restricted to acting through Euroclear and Clearstream. The procedures to be implemented through Euroclear and Clearstream may not be adequate to ensure the timely exercise of rights under the notes. See Description of the Notes Book-Entry Delivery and Settlement in this prospectus supplement.

Risks Relating to Our Business

If the markets into which we sell our products decline or do not grow as anticipated due to a decline in general economic conditions, or there are uncertainties surrounding the approval of government or industrial funding proposals, or there are unfavorable changes in government regulations, we may see an adverse effect on the results of our business operations.

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Our customers include pharmaceutical and biotechnology companies, laboratories, academic and research institutions, public health authorities, private healthcare organizations, doctors and government agencies. Our quarterly revenue and results of operations are highly dependent on the volume and timing of orders received during the quarter. In addition, our revenues and earnings forecasts for future quarters are often based on the expected trends in our markets. However, the markets we serve do not always experience the trends that we may expect. Negative fluctuations in our customers markets, the inability of our customers to secure credit or funding, restrictions in capital expenditures, general economic conditions, cuts in government funding or unfavorable changes in government regulations would likely result in a reduction in demand for our products and services. In addition, government funding is subject to economic conditions and the political process, which is inherently fluid and unpredictable. Our revenues may be adversely affected if our customers delay or reduce purchases as a result of uncertainties surrounding the approval of government or industrial funding proposals. Such declines could harm our consolidated financial position, results of operations, cash flows and trading price of our common stock, and could limit our ability to sustain profitability.

Our growth is subject to global economic and political conditions, and operational disruptions at our facilities.

Our business is affected by global economic and political conditions as well as the state of the financial markets, particularly as the United States and other countries balance concerns around debt, inflation, growth and budget allocations in their policy initiatives. There can be no assurance that global economic conditions and financial markets will not worsen and that we will not experience any adverse effects that may be material to our consolidated cash flows, results of operations, financial position or our ability to access capital, such as the adverse effects resulting from a prolonged shutdown in government operations both in the United States and internationally. Our business is also affected by local economic environments, including inflation, recession, financial liquidity and currency volatility or devaluation. Political changes, some of which may be disruptive, could interfere with our supply chain, our customers and all of our activities in a particular location.

While we take precautions to prevent production or service interruptions at our global facilities, a major earthquake, fire, flood, power loss or other catastrophic event that results in the destruction or delay of any of our critical business operations could result in our incurring significant liability to customers or other third parties, cause significant reputational damage or have a material adverse effect on our business, operating results or financial condition.

Certain of these risks can be hedged to a limited degree using financial instruments, or other measures, and some of these risks are insurable, but any such mitigation efforts are costly and may not always be fully successful. Our ability to engage in such mitigation efforts has decreased or become even more costly as a result of recent market developments.

If we do not introduce new products in a timely manner, we may lose market share and be unable to achieve revenue growth targets.

We sell many of our products in industries characterized by rapid technological change, frequent new product and service introductions, and evolving customer needs and industry standards. Many of the businesses competing with us in these industries have significant financial and other resources to invest in new technologies, substantial intellectual property portfolios, substantial experience in new product development, regulatory expertise, manufacturing capabilities, and established distribution channels to deliver products to customers. Our products could become technologically obsolete over time, or we may invest in technology that does not lead to revenue growth or continue to sell products for which the demand from our customers is declining, in which case we may lose market share or not achieve our revenue growth targets. The success of our new product offerings will depend upon several factors, including our ability to:

accurately anticipate customer needs,

innovate and develop new reliable technologies and applications,

- successfully commercialize new technologies in a timely manner,
- price our products competitively, and manufacture and deliver our products in sufficient volumes and on time, and
- differentiate our offerings from our competitors offerings.

Many of our products are used by our customers to develop, test and manufacture their products. We must anticipate industry trends and consistently develop new products to meet our customers expectations. In developing new products, we may be required to make significant investments before we can determine the commercial viability of the new product. If we fail to accurately foresee our customers needs and future activities, we may invest heavily in research and development of products that do not lead to significant revenue. We may also suffer a loss in market share and potential revenue if we are unable to commercialize our technology in a timely and efficient manner.

In addition, some of our licensed technology is subject to contractual restrictions, which may limit our ability to develop or commercialize products for some applications.

We may not be able to successfully execute acquisitions or divestitures, license technologies, integrate acquired businesses or licensed technologies into our existing businesses, or make acquired businesses or licensed technologies profitable.

We have in the past supplemented, and may in the future supplement, our internal growth by acquiring businesses and licensing technologies that complement or augment our existing product lines, such as our acquisitions of EUROIMMUN Medizinische Labordiagnostika AG (*EUROIMMUN*) and Tulip Diagnostics Private Limited during fiscal year 2017. However, we may be unable to identify or complete promising acquisitions or license transactions for many reasons, such as:

- competition among buyers and licensees,
- the high valuations of businesses and technologies,
- the need for regulatory and other approval, and
- our inability to raise capital to fund these acquisitions.

Some of the businesses we acquire may be unprofitable or marginally profitable, or may increase the variability of our revenue recognition. If, for example, we are unable to successfully commercialize products and services related to significant in-process research and development that we have capitalized, we may have to impair the value of such assets. Accordingly, the earnings or losses of acquired businesses may dilute our earnings. For these acquired businesses to achieve acceptable levels of profitability, we would have to improve their management, operations, products and market penetration. We may not be successful in this regard and may encounter other difficulties in integrating acquired businesses into our existing operations, such as incompatible management, information or other systems, cultural differences, loss of key personnel, unforeseen regulatory requirements, previously undisclosed liabilities or difficulties in predicting financial results. Additionally, if we are not successful in selling businesses we seek to divest, the activity of such businesses may dilute our earnings and we may not be able to achieve the expected benefits of such divestitures. As a result, our financial results may differ from our forecasts or the expectations of the investment community in a given quarter or over the long term.

To finance our acquisitions, we may have to raise additional funds, either through public or private financings. We may be unable to obtain such funds or may be able to do so only on terms unacceptable to us. We may also incur expenses related to completing acquisitions or licensing technologies, or in evaluating potential acquisitions or technologies, which may adversely impact our profitability.

We may not be successful in adequately protecting our intellectual property.

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Patent and trade secret protection is important to us because developing new products, processes and technologies gives us a competitive advantage, although it is time-consuming and expensive. We own many United States and foreign patents and intend to apply for additional patents. Patent applications we file, however, may not result in issued patents or, if they do, the claims allowed in the patents may be narrower than what is needed to protect fully our products, processes and technologies. The expiration of our previously issued patents may cause us to lose a competitive advantage in certain of the products and services we provide. Similarly, applications to register our trademarks may not be granted in all countries in which they are filed. For our intellectual property that is protected by keeping it secret, such as trade secrets and know-how, we may not use adequate measures to protect this intellectual property.

Third parties may also challenge the validity of our issued patents, may circumvent or design around our patents and patent applications, or may claim that our products, processes or technologies infringe their patents. In addition, third parties may assert that our product names infringe their trademarks. We may incur significant expense in legal proceedings to protect our intellectual property against infringement by third parties or to defend against claims of infringement by third parties. Claims by third parties in pending or future lawsuits could result in awards of substantial damages against us or court orders that could effectively prevent us from manufacturing, using, importing or selling our products in the United States or other countries.

If we are unable to renew our licenses or otherwise lose our licensed rights, we may have to stop selling products or we may lose competitive advantage.

We may not be able to renew our existing licenses, or licenses we may obtain in the future, on terms acceptable to us, or at all. If we lose the rights to a patented or other proprietary technology, we may need to stop selling products incorporating that technology and possibly other products, redesign our products or lose a competitive advantage. Potential competitors could in-license technologies that we fail to license and potentially erode our market share.

Our licenses typically subject us to various economic and commercialization obligations. If we fail to comply with these obligations, we could lose important rights under a license, such as the right to exclusivity in a market, or incur losses for failing to comply with our contractual obligations. In some cases, we could lose all rights under the license. In addition, rights granted under the license could be lost for reasons out of our control. For example, the licensor could lose patent protection for a number of reasons, including invalidity of the licensed patent, or a third-party could obtain a patent that curtails our freedom to operate under one or more licenses.

If we do not compete effectively, our business will be harmed.

We encounter aggressive competition from numerous competitors in many areas of our business. We may not be able to compete effectively with all of these competitors. To remain competitive, we must develop new products and periodically enhance our existing products. We anticipate that we may also have to adjust the prices of many of our products to stay competitive. In addition, new competitors, technologies or market trends may emerge to threaten or reduce the value of entire product lines.

Our quarterly operating results could be subject to significant fluctuation, and we may not be able to adjust our operations to effectively address changes we do not anticipate, which could increase the volatility of our stock price and potentially cause losses to our shareholders.

Given the nature of the markets in which we participate, we cannot reliably predict future revenue and profitability. Changes in competitive, market and economic conditions may require us to adjust our operations, and we may not be able to make those adjustments or make them quickly enough to adapt to changing conditions. A high proportion of our costs are fixed, due in part to our research and development and

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manufacturing costs. As a result, small declines in sales could disproportionately affect our operating results in a quarter. Factors that may affect our quarterly operating results include:

- demand for and market acceptance of our products,
- competitive pressures resulting in lower selling prices,
- changes in the level of economic activity in regions in which we do business,
- changes in general economic conditions or government funding,
- settlements of income tax audits,
- expenses incurred in connection with claims related to environmental conditions at locations where we conduct or formerly conducted operations,
- contract termination and litigation costs,
- differing tax laws and changes in those laws, or changes in the countries in which we are subject to taxation,
- changes in our effective tax rate,
- changes in industries, such as pharmaceutical and biomedical,
- changes in the portions of our revenue represented by our various products and customers,
- our ability to introduce new products,
- our competitors announcement or introduction of new products, services or technological innovations,
- costs of raw materials, energy or supplies,

- changes in healthcare or other reimbursement rates paid by government agencies and other third parties for certain of our products and services,
- our ability to realize the benefit of ongoing productivity initiatives,
- changes in the volume or timing of product orders,
- fluctuation in the expense related to the mark-to-market adjustment on postretirement benefit plans,
- changes in our assumptions underlying future funding of pension obligations,
- changes in assumptions used to determine contingent consideration in acquisitions, and
- changes in foreign currency exchange rates.

A significant disruption in third-party package delivery and import/export services, or significant increases in prices for those services, could interfere with our ability to ship products, increase our costs and lower our profitability.

We ship a significant portion of our products to our customers through independent package delivery and import/export companies, including UPS and Federal Express in the United States; TNT, UPS and DHL in Europe; and UPS in Asia. We also ship our products through other carriers, including national trucking firms, overnight carrier services and the United States Postal Service. If one or more of the package delivery or import/export providers experiences a significant disruption in services or institutes a significant price increase, we may have to seek alternative providers and the delivery of our products could be prevented or delayed. Such events could cause us to incur increased shipping costs that could not be passed on to our customers, negatively impacting our profitability and our relationships with certain of our customers.

Disruptions in the supply of raw materials, certain key components and other goods from our limited or single source suppliers could have an adverse effect on the results of our business operations, and could damage our relationships with customers.

The production of our products requires a wide variety of raw materials, key components and other goods that are generally available from alternate sources of supply. However, certain critical raw materials, key components and other goods required for the production and sale of some of our principal products are available from limited or single sources of supply. We generally have multi-year contracts with no minimum purchase requirements with these suppliers, but those contracts may not fully protect us from a failure by certain suppliers to supply critical materials or from the delays inherent in being required to change suppliers and, in some cases, validate new raw materials. Such raw materials, key components and other goods can usually be obtained from alternative sources with the potential for an increase in price, decline in quality or delay in delivery. A prolonged inability to obtain certain raw materials, key components or other goods is possible and could have an adverse effect on our business operations, and could damage our relationships with customers.

We are subject to the rules of the SEC requiring disclosure as to whether certain materials known as conflict minerals (tantalum, tin, gold, tungsten and their derivatives) that may be contained in our products are mined from the Democratic Republic of the Congo and adjoining countries. As a result of these rules, we may incur additional costs in complying with the disclosure requirements and in satisfying those customers who require that the components used in our products be certified as conflict-free, and the potential lack of availability of these materials at competitive prices could increase our production costs.

The manufacture and sale of products and services may expose us to product and other liability claims for which we could have substantial liability.

We face an inherent business risk of exposure to product and other liability claims if our products, services or product candidates are alleged or found to have caused injury, damage or loss. We may be unable to obtain insurance with adequate levels of coverage for potential liability on acceptable terms or claims of this nature may be excluded from coverage under the terms of any insurance policy that we obtain. If we are unable to obtain such insurance or the amounts of any claims successfully brought against us substantially exceed our coverage, then our business could be adversely impacted.

If we fail to maintain satisfactory compliance with the regulations of the United States Food and Drug Administration and other governmental agencies in the United States and abroad, we may be forced to recall products and cease their manufacture and distribution, and we could be subject to civil, criminal or monetary penalties.

Our operations are subject to regulation by different state and federal government agencies in the United States and other countries, as well as to the standards established by international standards bodies. If we fail to comply with those regulations or standards, we could be subject to fines, penalties, criminal prosecution or other sanctions. Some of our products are subject to regulation by the United States Food and Drug Administration and similar foreign and domestic agencies. These regulations govern a wide variety of product activities, from design and development to labeling, manufacturing, promotion, sales and distribution. If we fail to comply with those regulations or standards, we may have to recall products, cease their manufacture and distribution, and may be subject to fines or criminal prosecution.

We are also subject to a variety of laws, regulations and standards that govern, among other things, the importation and exportation of products, the handling, transportation and manufacture of toxic or hazardous substances, and our business practices in the United States and abroad such as anti-bribery, anti-corruption and competition laws. This requires that we devote substantial resources to maintaining our compliance with those laws, regulations and standards. A failure to do so could result in the imposition of civil, criminal or monetary penalties having a material adverse effect on our operations.

Changes in governmental regulations may reduce demand for our products or increase our expenses.

We compete in markets in which we or our customers must comply with federal, state, local and foreign regulations, such as environmental, health and safety, and food and drug regulations. We develop, configure and market our products to meet customer needs created by these regulations. Any significant change in these regulations could reduce demand for our products or increase our costs of producing these products.

The healthcare industry is highly regulated and if we fail to comply with its extensive system of laws and regulations, we could suffer fines and penalties or be required to make significant changes to our operations which could have a significant adverse effect on the results of our business operations.

The healthcare industry, including the genetic screening market, is subject to extensive and frequently changing international and United States federal, state and local laws and regulations. In addition, legislative provisions relating to healthcare fraud and abuse, patient privacy violations and misconduct involving government insurance programs provide federal enforcement personnel with substantial powers and remedies to pursue suspected violations. We believe that our business will continue to be subject to increasing regulation as the federal government continues to strengthen its position on healthcare matters, the scope and effect of which we cannot predict. If we fail to comply with applicable laws and regulations, we could suffer civil and criminal damages, fines and penalties, exclusion from participation in governmental healthcare programs, and the loss of various licenses, certificates and authorizations necessary to operate our business, as well as incur liabilities from third-party claims, all of which could have a significant adverse effect on our business.

Economic, political and other risks associated with foreign operations could adversely affect our international sales and profitability.

Because we sell our products worldwide, our businesses are subject to risks associated with doing business internationally. Our sales originating outside the United States represented the majority of our total revenue in the fiscal year 2017. We anticipate that sales from international operations will continue to represent a substantial portion of our total revenue. In addition, many of our manufacturing facilities, employees and suppliers are located outside the United States. Accordingly, our future results of operations could be harmed by a variety of factors, including:

- changes in actual, or from projected, foreign currency exchange rates,
- changes in a country s or region s political or economic conditions, particularly in developing or emerging markets,
- longer payment cycles of foreign customers and timing of collections in foreign jurisdictions,
- embargoes, trade protection measures and import or export licensing requirements,
- policies in foreign countries benefiting domestic manufacturers or other policies detrimental to companies headquartered in the United States,
- differing tax laws and changes in those laws, or changes in the countries in which we are subject to tax,

adverse income tax audit settlements or loss of previously negotiated tax incentives,

differing business practices associated with foreign operations,

difficulty in transferring cash between international operations and the United States,

difficulty in staffing and managing widespread operations,

differing labor laws and changes in those laws,

differing protection of intellectual property and changes in that protection,

expanded enforcement of laws related to data protection and personal privacy,

increasing global enforcement of anti-bribery and anti-corruption laws, and

differing regulatory requirements and changes in those requirements.

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If we do not retain our key personnel, our ability to execute our business strategy will be limited.

Our success depends to a significant extent upon the continued service of our executive officers and key management and technical personnel, particularly our experienced engineers and scientists, and on our ability to continue to attract, retain, and motivate qualified personnel. The competition for these employees is intense. The loss of the services of key personnel could have a material adverse effect on our operating results. In addition, there could be a material adverse effect on us should the turnover rates for key personnel increase significantly or if we are unable to continue to attract qualified personnel. We do not maintain any key person life insurance policies on any of our officers or employees.

Our success also depends on our ability to execute leadership succession plans. The inability to successfully transition key management roles could have a material adverse effect on our operating results.

If we experience a significant disruption in, or breach in security of, our information technology systems or those of our customers, suppliers and other third parties, allowing inappropriate access to or inadvertent transfer of information, or if we fail to implement new systems, software and technologies successfully, our business could be adversely affected.

We rely on several centralized information technology systems throughout our company to develop, manufacture and provide products and services, keep financial records, process orders, manage inventory, process shipments to customers and operate other critical functions. Our information technology systems may be susceptible to damage, disruptions or shutdowns due to power outages, hardware failures, computer viruses, attacks by computer hackers, telecommunication failures, user errors, catastrophes or other unforeseen events. If we were to experience a prolonged system disruption in the information technology systems that involve our interactions with customers or suppliers, it could result in the loss of sales and customers and significant incremental costs, which could adversely affect our business. In addition, security breaches of our information technology systems or inadvertent transfer of information could result in the misappropriation or unauthorized disclosure of confidential information belonging to us or to our employees, partners, customers or suppliers, which could result in our suffering significant financial or reputational damage.

Our results of operations will be adversely affected if we fail to realize the full value of our intangible assets.

As of December 31, 2017, our total assets included $4.3 billion of net intangible assets. Net intangible assets consist principally of goodwill associated with acquisitions and costs associated with securing patent rights, trademark rights, customer relationships, core technology and technology licenses and in-process research and development, net of accumulated amortization. We test certain of these items specifically all of those that are considered non-amortizing at least annually for potential impairment by comparing the carrying value to the fair market value of the reporting unit to which they are assigned. All of our amortizing intangible assets are also evaluated for impairment should events occur that call into question the value of the intangible assets.

Adverse changes in our business, adverse changes in the assumptions used to determine the fair value of our reporting units, or the failure to grow our Discovery & Analytical Solutions and Diagnostics segments may result in impairment of our intangible assets, which could adversely affect our results of operations.

Our share price will fluctuate.

Over the last several years, stock markets in general and our common stock in particular have experienced significant price and volume volatility. Both the market price and the daily trading volume of our common stock may continue to be subject to significant fluctuations due not only to general stock market conditions but also to a change in sentiment in the market regarding our operations and business prospects. In addition to the risk factors discussed above, the price and volume volatility of our common stock may be affected by:

operating results that vary from our financial guidance or the expectations of securities analysts and investors,

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- the financial performance of the major end markets that we target,

- the operating and securities price performance of companies that investors consider to be comparable to us,

- announcements of strategic developments, acquisitions and other material events by us or our competitors, and

- changes in global financial markets and global economies and general market conditions, such as interest or foreign exchange rates, commodity and equity prices and the value of financial assets.

Dividends on our common stock could be reduced or eliminated in the future.

On October 27, 2017, we announced that our Board had declared a quarterly dividend of $0.07 per share for the fourth quarter of fiscal year 2017 that was paid in February 2018. On January 25, 2018, we announced that our Board had declared a quarterly dividend of $0.07 per share for the first quarter of fiscal year 2018 that will be payable in May 2018. In the future, our Board may determine to reduce or eliminate our common stock dividend in order to fund investments for growth, repurchase shares or conserve capital resources.

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RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for each of the periods indicated. You should read this table in conjunction with the consolidated financial statements and related notes in our 2017 Form 10-K, which are incorporated by reference in this prospectus supplement and the accompanying prospectus.

	December 31 2017	January 1, 2017	January 3, 2016	December 28, 2014	December 29, 2013
Ratio of earnings to fixed charges	6.7x	6.0x	5.6x	3.8x	3.2x

For purposes of determining the ratios above, earnings consist of income from continuing operations before income taxes and fixed charges. Fixed charges consist of interest expense, amortization of debt expenses and an appropriate interest factor on operating leases.

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USE OF PROCEEDS

We estimate that the net proceeds from the sale of the notes will be approximately million after deducting the underwriting discount and estimated offering expenses.

We intend to use the net proceeds of this offering to repay all of the $200 million principal amount outstanding under our Term Loan Facility plus accrued and unpaid interest and to repay approximately $ million principal amount outstanding under our Revolving Facility. In each case such borrowings were incurred to pay a portion of the purchase price of our acquisition of EUROIMMUN, which closed on December 19, 2017. The Term Loan Facility has a maturity date of December 18, 2018 and bears interest at a floating rate, which, as of December 31, 2017, was 2.66%. As of December 31, 2017, the Revolving Facility had outstanding borrowings of $625 million and has an initial maturity date of August 11, 2021. The Revolving Facility bears interest at a floating rate, which, as of December 31, 2017, was 2.66%. See Description of Certain Indebtedness.

To the extent that any net proceeds of this offering remain, we intend to use the remaining net proceeds for general corporate purposes, which may include, without limitation, repayment, redemption or refinancing of indebtedness, capital expenditures, funding of possible acquisitions, working capital, satisfaction of other obligations or repurchase of our outstanding common stock. We may temporarily invest the net proceeds of this offering in short-term, liquid investments until they are used for their stated purpose.

JP Morgan Chase Bank, N.A., an affiliate of J.P. Morgan Securities plc, who is an underwriter in this offering of the notes, is a lender under our Revolving Facility and Term Loan Facility. As described above, we intend to use the net proceeds from this offering of the notes to repay borrowings under our Term Loan Facility and to reduce borrowings under our Revolving Facility. Therefore, affiliates of the underwriters will receive a portion of the net proceeds from this offering of the notes. Please see the section entitled Underwriting (Conflicts of Interest) for more information.

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CAPITALIZATION

The following table presents our cash and cash equivalents and capitalization as of December 31, 2017 on an actual basis and on an adjusted basis to give effect to the sale of the notes offered hereby, after deducting the underwriting discount and estimated offering expenses.

You should read this table in conjunction with the information contained in our Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes in our 2017 Form 10-K, which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

The capitalization table below is not necessarily indicative of our future capitalization or financial condition.

	As of December 31, 2017	
	Actual	As Adjusted
	(In thousands)	
Cash and cash equivalents	$ 202,134	$ 202,134
5% Senior Unsecured Notes due 2021(1)	496,583	496,583
1.875% Senior Unsecured Notes due 2026(2)	591,739	591,739
% Senior Notes due offered hereby(3)		
Senior Unsecured Revolving Credit Facility(4)	621,661	
Senior Unsecured Term Loan Credit Facility	200,000	
Other debt facilities	60,215	60,215
Financing lease obligations	35,911	35,911
Total debt	2,006,109	
Less currently payable	217,306	217,306
Long term debt	1,788,803	
Total stockholders equity	2,503,188	2,503,188
Total capitalization	$ 4,509,297	

(1) This represents $500.0 million principal balance, net of $1.4 million of unamortized original issue discount and $2.0 million of unamortized debt issuance costs.

(2) This represents $600.7 million principal balance, net of $4.7 million of unamortized original issue discount and $4.3 million of unamortized debt issuance costs.

(3) Based on the euro/U.S. dollar exchange rate of 1.00 = $ as of , 2018, as published by Bloomberg, L.P.

(4) This represents $625.0 million principal balance, net of $3.3 million of unamortized debt issuance costs.

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EXCHANGE RATES

All payments of interest and principal, including payments made upon any redemption of the notes, will be made in euro.

Investors will be subject to foreign exchange risks as to payments of principal and interest that may have important economic and tax consequences to them. See Risk Factors.

The table below sets forth, for the periods and dates indicated, information concerning the noon buying rate in New York City for cable transfers as announced by the U.S. Federal Reserve Board for euro (expressed in U.S. dollars per 1.00). The rates in this table are provided for your reference only.

Period	High	Low	Period Average(1)	Period End
2015	1.2015	1.0524	1.1097	1.0859
2016	1.1516	1.0375	1.1072	1.0552
2017	1.2041	1.0416	1.1301	1.2022
2018 (through March 30, 2018)	1.2488	1.1922	1.2289	1.2320

(1) The average of the noon buying rates on each day of the relevant year or period.

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DESCRIPTION OF CERTAIN INDEBTEDNESS

Senior Unsecured Revolving Credit Facility

Our outstanding senior unsecured revolving credit facility (the *Revolving Facility*) provides for $1.0 billion of revolving loans and has an initial maturity of August 11, 2021. As of December 31, 2017, undrawn letters of credit in the aggregate amount of $11.4 million were treated as issued and outstanding when calculating the borrowing availability under the Revolving Facility. As of December 31, 2017, we had $363.6 million available for additional borrowing under the facility. We use the senior unsecured revolving credit facility for general corporate purposes, which may include working capital, refinancing existing indebtedness, capital expenditures, share repurchases, acquisitions and strategic alliances, including to finance a portion of the EUROIMMUN acquisition. The interest rates under the Revolving Facility are based on the Eurocurrency rate or the base rate at the time of borrowing, plus a margin. The base rate is the higher of (i) the rate of interest in effect for such day as publicly announced from time to time by JP Morgan Chase Bank, N.A. as its prime rate, (ii) the Federal Funds rate plus 50 basis points or (iii) an adjusted one-month LIBOR plus 1.00%. At December 31, 2017, borrowings under the Revolving Facility were accruing interest primarily based on the Eurocurrency rate. The Eurocurrency margin as of December 31, 2017 was 110 basis points. The weighted average Eurocurrency interest rate as of December 31, 2017 was 1.56%, resulting in a weighted average effective Eurocurrency rate, including the margin, of 2.66%, which was the interest applicable to the borrowings outstanding under the Eurocurrency rate as of December 31, 2017. As of December 31, 2017, the Revolving Facility had outstanding borrowings of $625.0 million, and $3.3 million of unamortized debt issuance costs. As of January 1, 2017, the Revolving Facility had no outstanding borrowings, and $4.3 million of unamortized debt issuance costs. The credit agreement for the Revolving Facility contains affirmative, negative and financial covenants and events of default. The financial covenants include a debt-to-capital ratio that remains applicable for so long as our debt is rated as investment grade. In the event that our debt is not rated as investment grade, the debt-to-capital ratio covenant is replaced with a maximum consolidated leverage ratio covenant and a minimum consolidated interest coverage ratio covenant.

Senior Unsecured Term Loan Credit Facility

We entered into a senior unsecured term loan credit facility (the *Term Loan Facility*) on August 11, 2017 that provides for $200.0 million of term loans and has a maturity of 364 days from the date of the initial draw. We utilized the senior unsecured term loan facility for the acquisition of EUROIMMUN. The interest rates under the Term Loan Facility are based on the Eurocurrency rate or the base rate at the time of the borrowing, plus a margin. The base rate is the higher of (i) the rate of interest in effect for such day as publicly announced from time to time by JP Morgan Chase Bank, N.A. as its prime rate, (ii) the Federal Funds rate plus 50 basis points or (iii) an adjusted one-month LIBOR plus 1.00%. At December 31, 2017, borrowings under the Term Loan Facility were accruing interest primarily based on the Eurocurrency rate. The Eurocurrency margin as of December 31, 2017 was 110 basis points. The weighted average Eurocurrency interest rate as of December 31, 2017 was 1.56%, resulting in a weighted average effective Eurocurrency rate, including the margin, of 2.66%, which was the interest applicable to the borrowings outstanding under the Eurocurrency rate as of December 31, 2017. As of December 31, 2017, the Term Loan Facility had outstanding borrowings of $200.0 million and has a maturity date of December 18, 2018. The credit agreement for the Term Loan Facility contains affirmative, negative and financial covenants and events of defaults which are substantially similar to those contained in the credit agreement for the Revolving Facility.

5% Senior Unsecured Notes due in 2021

On October 25, 2011, we issued $500.0 million aggregate principal amount of senior unsecured notes due in 2021 (the *2021 Notes*) in a registered public offering and received $496.9 million of net proceeds from the issuance. The 2021

Notes were issued at 99.372% of the principal amount, which resulted in a discount of $3.1 million. As of December 31, 2017, the 2021 Notes had an aggregate carrying value of $496.6 million, net of

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$1.4 million of unamortized original issue discount and $2.0 million of unamortized debt issuance costs. As of January 1, 2017, the 2021 Notes had an aggregate carrying value of $495.8 million, net of $1.7 million of unamortized original issue discount and $2.5 million of unamortized debt issuance costs. The 2021 Notes mature in November 2021 and bear interest at an annual rate of 5%. Interest on the 2021 Notes is payable semi-annually on May 15th and November 15th each year. Prior to August 15, 2021 (three months prior to their maturity date), we may redeem the 2021 Notes in whole or in part, at our option, at a redemption price equal to the greater of (i) 100% of the principal amount of the 2021 Notes to be redeemed, plus accrued and unpaid interest, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest in respect to the 2021 Notes being redeemed, discounted on a semi-annual basis, at the Treasury Rate plus 45 basis points, plus accrued and unpaid interest. At any time on or after August 15, 2021 (three months prior to their maturity date), we may redeem the 2021 Notes, at our option, at a redemption price equal to 100% of the principal amount of the 2021 Notes to be redeemed plus accrued and unpaid interest. Upon a change of control (as defined in the indenture governing the 2021 Notes) and a contemporaneous downgrade of the 2021 Notes below investment grade, we will, in certain circumstances, make an offer to purchase the 2021 Notes at a price equal to 101% of their principal amount plus any accrued and unpaid interest.

1.875% Senior Unsecured Notes due 2026

On July 19, 2016, the Company issued 500.0 million aggregate principal amount of senior unsecured notes due in 2026 (the *2026 Notes*) in a registered public offering and received approximately 492.3 million of net proceeds from the issuance. The 2026 Notes were issued at 99.118% of the principal amount, which resulted in a discount of 4.4 million. The 2026 Notes mature in July 2026 and bear interest at an annual rate of 1.875%. Interest on the 2026 Notes is payable annually on July 19th each year. The proceeds from the 2026 Notes were used to pay in full the outstanding balance of the Company s previous senior unsecured revolving credit facility. As of December 31, 2017, the 2026 Notes had an aggregate carrying value of $591.7 million, net of $4.7 million of unamortized original issue discount and $4.3 million of unamortized debt issuance costs. As of January 1, 2017, the 2026 Notes had an aggregate carrying value of $517.8 million, net of $4.5 million of unamortized original issue discount and $4.8 million of unamortized debt issuance costs.

Prior to April 19, 2026 (three months prior to their maturity date), the Company may redeem the 2026 Notes in whole at any time or in part from time to time, at its option, at a redemptio