BECTON DICKINSON & CO
Form S-4/A
April 09, 2015
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As filed with the Securities and Exchange Commission on April 9, 2015

Registration No. 333-203013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

to

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

BECTON, DICKINSON AND COMPANY

(Exact name of registrant as specified in its charter)

New Jersey	3841	22-0760120
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

1 Becton Drive

Franklin Lakes, New Jersey 07417

Telephone: (201) 847-6800

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Jeffrey S. Sherman

Senior Vice President and General Counsel

1 Becton Drive

Franklin Lakes, New Jersey 07417

Telephone: (201) 847-6800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Paul T. Schnell

Laura Kaufmann Belkhayat

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, New York 10036

(212) 735-3000

Approximate date of commencement of proposed sale to the public: Upon the consummation of the exchange offer described herein.

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

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the SEC, acting pursuant to said section 8(a), may determine.

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The information in this prospectus may change. We may not complete the exchange offers and issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer is not permitted.

SUBJECT TO COMPLETION, DATED APRIL 9, 2015

PROSPECTUS

Becton, Dickinson and Company

Offers to Exchange

All Outstanding Notes of the Series Specified Below

and Solicitation of Consents to Amend the Related Indentures

Early Consent Date: 5:00 p.m., New York City Time, April 8, 2015, unless extended

Expiration Date: 11:59 p.m., New York City Time, April 22, 2015, unless extended

We are offering to exchange any and all validly tendered and accepted notes of the following series issued by CareFusion Corporation (CareFusion) for notes to be issued by us as described in, and for the consideration summarized in, the table below.

Aggregate Principal Amount ($mm)	Series of Notes Issued by CareFusion to be Exchanged (Collectively, the CareFusion Notes)	CUSIP No.	Series of Notes to be Issued by Us (Collectively, the BD Notes)	Exchange Consideration (1)(2)		Early Participation Premium (1)(2)	Total Consideration (1)(2)(3)	
				BD Notes (principal amount)	Cash	BD Notes (principal amount)	BD Notes (principal amount)	Cash
$300		14170TAL5		$970	$2.50	$30	$1,000	$2.50

	1.450% Senior Notes due May 15, 2017		1.450% Notes due May 15, 2017					
$700	6.375% Senior Notes due August 1, 2019	14170TAB7	6.375% Notes due August 1, 2019	$970	$2.50	$30	$1,000	$2.50
$300	3.300% Senior Notes due March 1, 2023	14170TAG6 14170TAJ0 U14158AD8	3.300% Notes due March 1, 2023	$970	$2.50	$30	$1,000	$2.50
$400	3.875% Senior Notes due May 15, 2024	14170TAM3	3.875% Notes due May 15, 2024	$970	$2.50	$30	$1,000	$2.50
$300	4.875% Senior Notes due May 15, 2044	14170TAK7	4.875% Notes due May 15, 2044	$970	$2.50	$30	$1,000	$2.50

(1) Consideration per $1,000 principal amount of CareFusion Notes validly tendered, subject to any rounding as described herein.

(2) The term BD Notes in this column refers, in each case, to the series of BD Notes corresponding to the series of CareFusion Notes of like tenor and coupon.

(3) Includes the Early Participation Premium for CareFusion Notes validly tendered prior to the Early Consent Date described below and not validly withdrawn.

In exchange for each $1,000 principal amount of CareFusion Notes that is validly tendered prior to 5:00 p.m., New York City time, on April 8, 2015 (the Early Consent Date) and not validly withdrawn, holders will receive the total exchange consideration set out in the table above (the Total Consideration), which consists of $1,000 principal amount of BD Notes and a cash amount of $2.50. The Total Consideration includes the early participation premium set out in the table above (the Early Participation Premium), which consists of $30 principal amount of BD Notes. In exchange for each $1,000 principal amount of CareFusion Notes that is validly tendered after the Early Consent Date but prior to the Expiration Date (as defined below) and not validly withdrawn, holders will receive only the exchange consideration set out in the table above (the Exchange Consideration), which is equal to the Total Consideration less the Early Participation Premium and so consists of $970 principal amount of BD Notes and a cash

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amount of $2.50. Each new BD Note issued in exchange for a CareFusion Note will have an interest rate and maturity that is identical to the interest rate of the tendered CareFusion Note, as well as identical interest payment dates and redemption provisions and will accrue interest from and including the most recent interest payment date of the tendered CareFusion Note. The principal amount of each new BD Note will be rounded down, if necessary, to the nearest whole multiple of $1,000, and we will pay cash equal to the remaining portion, if any, of the exchange price of such CareFusion Note. **The exchange offers will expire immediately following 11:59 p.m., New York City time, on April 22, 2015, unless extended (the Expiration Date).** You may withdraw tendered CareFusion Notes at any time prior to the Expiration Date. As of the date of this prospectus, there was $2,000,000,000 aggregate principal amount of outstanding CareFusion Notes.

Concurrently with the exchange offers, we are also soliciting consents from each holder of the CareFusion Notes, on behalf of CareFusion and upon the terms and conditions set forth in this prospectus and the related letter of transmittal and consent, to certain proposed amendments (the proposed amendments) to each series of CareFusion Notes governed by, as applicable:

- the First Supplemental Indenture, dated as of July 21, 2009 (the First Supplemental Indenture), between CareFusion and Deutsche Bank Trust Company Americas, as trustee (the CareFusion Trustee), to the indenture, dated as of July 21, 2009, between CareFusion and the CareFusion Trustee (the CareFusion Base Indenture and, as supplemented by the First Supplemental Indenture, the 2009 CareFusion Indenture), with respect to the 6.375% Senior Notes due 2019;

- the Second Supplemental Indenture, dated as of March 11, 2013 (the Second Supplemental Indenture), between CareFusion and the CareFusion Trustee, to the CareFusion Base Indenture (as supplemented by the Second Supplemental Indenture, the 2013 CareFusion Indenture), with respect to the 3.300% Senior Notes due 2023; or

- the Third Supplemental Indenture, dated as of May 22, 2014 (the Third Supplemental Indenture), between CareFusion and the CareFusion Trustee, to the CareFusion Base Indenture (as supplemented by the Third Supplemental Indenture, the 2014 CareFusion Indenture), with respect to each of the 1.450% Senior Notes due 2017, the 3.875% Senior Notes due 2024 and the 4.875% Senior Notes due 2044.

The 2009 CareFusion Indenture, 2013 CareFusion Indenture and the 2014 CareFusion Indenture are referred to collectively as the CareFusion Indentures.

You may not consent to the proposed amendments to the relevant CareFusion Indenture without tendering your CareFusion Notes in the appropriate exchange offer and you may not tender your CareFusion Notes for exchange without consenting to the applicable proposed amendments. By tendering your CareFusion notes for exchange, you will be deemed to have validly delivered your consent to the proposed amendments to the applicable CareFusion Indenture under which those notes were issued with respect to that specific series, as further described under The Proposed Amendments. You may revoke your consent at any time prior to the Expiration Date by withdrawing the CareFusion Notes you have tendered.

The consummation of the exchange offers is subject to, and conditional upon, the satisfaction or waiver of the conditions discussed under The Exchange Offers and Consent Solicitations Conditions to the Exchange Offers and Consent Solicitations, including, among other things, the receipt of valid consents to the proposed

amendments from the holders of at least a majority of the outstanding aggregate principal amount of each series of CareFusion Notes (the Requisite Consents). We may, at our option and in our sole discretion, waive any such conditions.

We plan to issue the new BD Notes promptly on or about the second business day following the Expiration Date (the Settlement Date). The CareFusion Notes are not, and the BD Notes will not be, listed on any securities exchange.

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This investment involves risks. Prior to participating in any of the exchange offers and consenting to the proposed amendments, please see the section entitled Risk Factors beginning on page 16 of this prospectus for a discussion of the risks that you should consider in connection with your investment in the BD Notes.

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

None of BD, CareFusion, the exchange agent, the information agent, the CareFusion Trustee, the trustee under the indentures governing the BD Notes or the dealer managers makes any recommendation as to whether holders of CareFusion Notes should exchange their notes in the exchange offers or deliver consents to the proposed amendments to the CareFusion Indentures.

The dealer managers for the exchange offers and solicitation agents for consent solicitations are:

Goldman, Sachs & Co. **J.P. Morgan**

The date of this prospectus is April , 2015

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ABOUT THIS PROSPECTUS

As used in this prospectus, unless otherwise specified or unless the context otherwise requires, the terms BD, Company, we, us, and our refer to Becton, Dickinson and Company and its consolidated subsidiaries.

The information contained in this prospectus is not complete and may be changed. No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in or incorporated by reference into this prospectus. You must not rely on any unauthorized information or representations. This prospectus constitutes an offer to sell only the BD Notes offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained or incorporated by reference into this prospectus is current only as of the respective dates of such documents. We are not making an offer of any securities in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus, any prospectus supplement or any document incorporated by reference is accurate as of any date other than the date of the document in which such information is contained or such other date referred to in such document, regardless of the time of any sale or issuance of a security.

This prospectus is part of a registration statement that we have filed with the Securities and Exchange Commission (SEC or the Commission). You should read this prospectus and any prospectus supplement together with the registration statement, the exhibits thereto and the additional information described under the heading Where You Can Find More Information.

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This prospectus, any prospectus supplement or any document incorporated by reference may contain forward-looking statements. Forward-looking statements may be identified by the use of words such as plan, expect, believe, intend, will, anticipate, estimate and other words of similar meaning in conjunction with, among other things, discussions of future operations and financial performance, as well as our strategy for growth, product development, regulatory approvals, market position and expenditures. All statements that address operating performance or events or developments that we expect or anticipate will occur in the future including statements relating to volume growth, sales and earnings per share growth, cash flows or uses, and statements expressing views about future operating results are forward-looking statements.

Forward-looking statements are based on current expectations of future events. The forward-looking statements are, and will be, based on our management s current views and assumptions regarding future events and operating performance and speak only as of their dates. Investors should realize that if underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could vary materially from our expectations and projections. Investors are therefore cautioned not to place undue reliance on any forward-looking statements. Furthermore, we undertake no obligation to update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events and developments or otherwise, except as required by applicable law or regulations.

The following are some important factors that could cause the actual results of our company to differ from our current expectations.

- Weakness in the global economy and financial markets, and the potential adverse effect on the cost of operating our business, the demand for our products and services, the prices for our products and services due

to increases in pricing pressure, or our ability to produce our products, including the impact on developing countries.

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Deficit reduction efforts or other adverse changes in the availability of government funding for healthcare and research, particularly in the United States and Europe, that could further weaken demand for our products and result in additional pricing pressures, as well as create potential collection risks associated with such sales.

The consequences of the Patient Protection and Affordable Care Act in the United States, which implemented an excise tax on United States sales of certain medical devices, and which could result in reduced demand for our products, increased pricing pressures or otherwise adversely affect our business.

Future healthcare reform in the countries in which we do business may also involve changes in government pricing and reimbursement policies or other cost containment reforms.

Changes in domestic and foreign healthcare industry practices that result in a reduction in procedures using our products or increased pricing pressures, including the continued consolidation among healthcare providers and trends toward managed care and healthcare cost containment. For example, changes to guidelines providing for increased cervical cancer screening intervals has and may continue to negatively impact sales of our Women s Health and Cancer platform.

Changes in reimbursement practices of third-party payers.

Our ability to penetrate emerging markets, which depends on local economic and political conditions, and how well we are able to acquire or form strategic business alliances with local companies and make necessary infrastructure enhancements to production facilities and distribution networks. Our international operations also increase our compliance risks, including risks under the United States Foreign Corrupt Practices Act and other anti-corruption laws.

Political conditions in international markets, including civil unrest, terrorist activity, governmental changes, trade barriers, restrictions on the ability to transfer capital across borders and expropriation of assets by a government.

Security breaches of our computer and communications systems, including computer viruses, hacking and cyber-attacks, which could impair our ability to conduct business, or result in the loss of trade secrets or otherwise compromise sensitive information of the Company or of our customers, suppliers and other business partners.

Fluctuations in the cost and availability of oil-based resins and other raw materials, as well as certain components, the ability to maintain favorable supplier arrangements and relationships (particularly with respect to sole-source suppliers), and the potential adverse effects of any disruption in the availability of such items.

Regional, national and foreign economic factors, including inflation, deflation, fluctuations in interest rates and, in particular, foreign currency exchange rates, and the potential effect on our revenues, expenses, margins and credit ratings.

New or changing laws, regulations and agency determinations affecting our domestic and foreign operations, or changes in enforcement practices, including laws relating to trade, monetary and fiscal policies, taxation (including IRS rulings and tax reforms that could adversely impact multinational corporations), sales practices, environmental protection, price controls, licensing and regulatory requirements for new products and products in the postmarketing phase and healthcare fraud and abuse. In particular, the United States and other countries may impose new requirements regarding registration, labeling or prohibited materials that may require us to re-register products already on the market or otherwise impact our ability to market products. Environmental laws, particularly with respect to the emission of greenhouse gases, are also becoming more stringent throughout the world, which may increase our costs of operations or necessitate changes in our manufacturing plants or processes or those of our suppliers, or result in liability to us.

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Product efficacy or safety concerns regarding our products resulting in product recalls, regulatory action on the part of the United States Food and Drug Administration (FDA) (including CareFusion s amended consent decree with the FDA) or foreign counterparts, declining sales and product liability claims, particularly in light of the current regulatory environment, including increased enforcement activity by the FDA.

Competitive factors that could adversely affect our operations, including new product introductions (for example, new forms of drug delivery) by our current and future competitors, increased pricing pressure due to the impact of low-cost manufacturers as certain competitors have established manufacturing sites or have contracted with suppliers in low-cost manufacturing locations as a means to lower their costs, patents attained by competitors (particularly as patents on our products expire), and new entrants into our markets.

The effects of events that adversely impact our ability to manufacture products (particularly where production of a product line is concentrated in one or more plants) or our ability to source materials or components from suppliers (including sole-source suppliers) that are needed for such manufacturing, including pandemics, natural disasters or environmental factors.

Difficulties inherent in product development, including the potential inability to successfully continue technological innovation, complete clinical trials, obtain regulatory approvals in the United States and abroad, obtain intellectual property protection for our products, obtain coverage and adequate reimbursement for new products, or gain and maintain market approval of products, as well as the possibility of infringement claims by competitors with respect to patents or other intellectual property rights, all of which can preclude or delay commercialization of a product. Delays in obtaining necessary approvals or clearances from the FDA or other regulatory agencies or changes in the regulatory process may also delay product launches and increase development costs.

Fluctuations in the demand for products we sell to pharmaceutical companies that are used to manufacture, or are sold with, the products of such companies, as a result of funding constraints, consolidation or otherwise.

Fluctuations in university or United States and international governmental funding and policies for life sciences research.

Our ability to achieve the projected level or mix of product sales, as each of our earnings forecasts are based on projected volumes and sales of many product types, some of which are more profitable than others.

Our ability to complete the implementation of our ongoing upgrade of our enterprise resource planning system, as any delays or deficiencies in the design and implementation of our upgrade could adversely affect our business.

Pending and potential future litigation or other proceedings adverse to us, including antitrust claims, product liability claims, environmental claims and patent infringement claims, and the availability or collectability of

insurance relating to any such claims.

The effect of adverse media exposure or other publicity regarding our business or operations, including the effect on our reputation or demand for our products.

The effect of market fluctuations on the value of assets in our pension plans and on actuarial, interest rate and asset return assumptions, which could require us to make additional contributions to the plans or increase our pension plan expense.

The impact of business combinations, investments and alliances, including any volatility in earnings relating to acquired in-process research and development assets and our ability to successfully integrate any business we have acquired (including CareFusion) and may acquire in the future.

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Our ability to obtain the anticipated benefits of and cost savings from our acquisition of CareFusion and any restructuring programs, if any, that we may undertake.

Issuance of new or revised accounting standards by the Financial Accounting Standards Board or the SEC (including the SEC s recently adopted regulations relating to conflict minerals).

The foregoing list sets forth many, but not all, of the factors that could impact our ability to achieve results described in any forward-looking statements. Investors should understand that it is not possible to predict or identify all such factors and should not consider this list to be a complete statement of all potential risks and uncertainties.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the SEC). You may read and copy any document that we file at the Public Reference Room of the SEC at 100 F Street N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site at http://www.sec.gov, from which interested persons can electronically access our SEC filings, including the registration statement (of which this prospectus forms a part) and the exhibits and schedules thereto.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) (other than, in each case, documents or information deemed to have been furnished but not filed in accordance with SEC rules), on or after the date of this prospectus until the termination of the offering under this prospectus:

(a) Annual report on Form 10-K for the fiscal year ended September 30, 2014 (other than Item 7, Management s Discussion and Analysis of Financial Condition and Results of Operations and Item 8, Financial Statements and Supplementary Data thereto, which have been superseded by our Current Report on Form 8-K filed with the SEC on March 13, 2015);

(b) The portions of our Proxy Statement on Schedule 14A for our 2015 annual meeting of stockholders filed with the SEC on December 18, 2014 that are incorporated by reference into our Annual Report on Form 10-K for the fiscal year ended September 30, 2014;

(c) Quarterly report on Form 10-Q for the quarterly period ended December 31, 2014; and

(d) Current reports on Form 8-K filed with the SEC on October 6, 2014, November 14, 2014, November 25, 2014 (except for Item 7.01), December 2, 2014, December 4, 2014, December 9, 2014, December 15, 2014, December 19, 2014, December 22, 2014, January 5, 2015, January 6, 2015, January 28, 2015, March 13, 2015 and March 17, 2015.

You may request a copy of our filings, at no cost, by writing or telephoning the Office of the Corporate Secretary, Becton, Dickinson and Company, 1 Becton Drive, Franklin Lakes, New Jersey 07417-1880, telephone (201) 847-6800 or by going to our Internet website at www.bd.com. Our Internet website address is provided as an inactive textual reference only. The information provided on our Internet website, other than copies of the documents described above that have been filed with the SEC, is not part of this prospectus and, therefore, is not incorporated herein by reference.

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SUMMARY

This summary highlights some of the information in this prospectus. It may not contain all of the information that is important to you. To understand the exchange offers and consent solicitations fully, you should carefully read this prospectus and the documents we incorporate by reference. Please also read Where You Can Find More Information. We have included references to other portions of this prospectus to direct you to a more complete description of the topics presented in this summary. You should also read Risk Factors in this prospectus as well as Item 1A Risk Factors incorporated by reference into this prospectus from our most recent Annual Report on Form 10-K and subsequent quarterly reports on Form 10-Q, for more information about important risks that you should consider before making an investment decision in any of the exchange offers and consent solicitations.

Unless otherwise indicated or the context requires, pro forma financial information presented in this prospectus give effect to (i) the completion of the acquisition of CareFusion and the transactions related thereto and (ii) the consummation of the exchange offers with respect to all of the CareFusion Notes as of, and for, the periods indicated.

Our Company

We are a leading medical technology company that partners with customers and stakeholders to address many of the world s most pressing and evolving health needs. Our innovative solutions are focused on improving medication management and patient safety; supporting infection prevention practices; equipping surgical and interventional procedures; improving drug delivery; aiding anesthesiology and respiratory care; advancing cellular research and applications; enhancing the diagnosis of infectious diseases and cancers; and supporting the management of diabetes. We have nearly 45,000 associates in 50 countries who strive to fulfill our purpose of Helping all people live healthy lives by advancing the quality, accessibility, safety and affordability of healthcare around the world.

We were incorporated under the laws of the State of New Jersey in November 1906, as successor to a New York business started in 1897. Our executive offices are located at 1 Becton Drive, Franklin Lakes, New Jersey 07417-1880, and our telephone number is (201) 847-6800. Our Internet website is www.bd.com. The information provided on our Internet website is not a part of this prospectus and, therefore, is not incorporated herein by reference.

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Questions and Answers about the Exchange Offers and Consent Solicitations

Q: Why is BD making the exchange offers and consent solicitations?

A: BD is conducting the exchange offers to simplify its capital structure, to give existing holders of CareFusion Notes the option to obtain securities issued by the BD parent entity and to centralize its reporting obligations under the combined company s various debt instruments. BD is conducting the consent solicitations to eliminate substantially all of the restrictive covenants in the CareFusion Indentures, as well as to eliminate cross-default under CareFusion s other indebtedness as an event of default and to permit the public filings of BD to satisfy the reporting obligations under the CareFusion Indentures. Completion of the exchange offers and consent solicitations is expected to ease administration of the combined company s indebtedness.

Q: What will I receive if I tender my CareFusion Notes in the exchange offers and consent solicitations?

A: Subject to the conditions described in this prospectus, for each CareFusion Note that is validly tendered prior to 11:59 p.m., New York City time, on April 22, 2015 (the Expiration Date), and not validly withdrawn, you will be eligible to receive a BD Note of the applicable series (as designated in the table below), which will accrue interest at the same annual interest rate, have the same interest payment dates, same redemption terms and same maturity date as the CareFusion Note for which it was exchanged. Specifically, (i) in exchange for each $1,000 principal amount of CareFusion Notes that is validly tendered prior to 5:00 p.m., New York City time, on April 8, 2015 (the Early Consent Date), and not validly withdrawn, holders will receive the Total Consideration, which consists of $1,000 principal amount of BD Notes and a cash amount of $2.50, and includes the Early Participation Premium, which consists of $30 principal amount of BD Notes, and (ii) in exchange for each $1,000 principal amount of CareFusion Notes that is validly tendered *after* the Early Consent Date but prior to the Expiration Date, and not validly withdrawn, holders will receive only the Exchange Consideration, which consists of $970 principal amount of BD Notes and a cash amount of $2.50.

The BD Notes will be issued under and governed by the terms of the BD Indenture described under The Exchange Offers and Consent Solicitations. The BD Notes will be issued only in denominations of $1,000 and whole multiples of $1,000. See Description of New BD Notes General. If BD would be required to issue a BD Note in a denomination other than $1,000 or a whole multiple of $1,000, BD will, in lieu of such issuance:

issue a BD Note in a principal amount that has been rounded down to the nearest lesser whole multiple of $1,000; and

pay a cash amount equal to:

the difference between (i) the principal amount of the BD Notes to which the tendering holder would otherwise be entitled and (ii) the principal amount of the BD Note actually issued in accordance with this paragraph; plus

accrued and unpaid interest on the principal amount representing such difference to the Settlement Date.

Except as otherwise set forth above, instead of receiving a payment for accrued interest on CareFusion Notes that you exchange, the BD Notes you receive in exchange for those CareFusion Notes will accrue interest from (and including) the most recent interest payment date on those CareFusion Notes. No accrued but unpaid interest will be paid with respect to CareFusion Notes tendered for exchange.

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You may not consent to the proposed amendments to the relevant CareFusion Indenture without tendering your CareFusion Notes in the appropriate exchange offer and you may not tender your CareFusion Notes for exchange without consenting to the applicable proposed amendments. By tendering your CareFusion notes for exchange, you will be deemed to have validly delivered your consent to the proposed amendments to the applicable CareFusion Indenture under which those notes were issued with respect to that specific series, as further described under The Proposed Amendments. You may revoke your consent at any time prior to the Expiration Date by withdrawing the CareFusion Notes you have tendered.

Series of Notes Issued by CareFusion to be Exchanged (collectively, the CareFusion Notes)	Series of Notes to be Issued by BD (collectively, the BD Notes)
1.450% Senior Notes due May 15, 2017	1.450% Notes due May 15, 2017
6.375% Senior Notes due August 1, 2019	6.375% Notes due August 1, 2019
3.300% Senior Notes due March 1, 2023	3.300% Notes due March 1, 2023
3.875% Senior Notes due May 15, 2024	3.875% Notes due May 15, 2024
4.875% Senior Notes due May 15, 2044	4.875% Notes due May 15, 2044

Q: What are the proposed amendments?

A: The proposed amendments will (1) eliminate substantially all of the restrictive covenants in the CareFusion Indentures, (2) eliminate the cross-default under CareFusion s indebtedness as an event of default under the CareFusion Indentures and (3) permit BD s filing of its periodic reports under the Exchange Act to satisfy the reporting covenant (except as required by the Trust Indenture Act).

If the Requisite Consents with respect to all series of CareFusion Notes under the applicable CareFusion Indenture have been received prior to the Expiration Date, assuming all other conditions of the exchange offers and consent solicitations are satisfied or waived, as applicable, all of the sections or provisions listed below under the CareFusion Indenture for that series of CareFusion Notes will be deleted (or modified as indicated):

Section 3.5 of the CareFusion Base Indenture Certificate of the Issuer

Section 3.7 of the CareFusion Base Indenture Reports by the Issuer (modified to permit BD s public filings under the Exchange Act to satisfy this covenant)

Section 3.9 of the CareFusion Base Indenture Limitation on Liens

Section 3.10 of the CareFusion Base Indenture Limitation on Sale and Lease-Back

Section 4.1 of the First Supplemental Indenture, Second Supplemental Indenture and Third Supplemental Indenture Change of Control

Section 8.1 of the CareFusion Base Indenture Issuer May Consolidate, etc. on Certain Terms

In addition, clause (d) (cross-default of other indebtedness) of Section 4.1 (Events of Default) would be deleted.

Conforming Changes, etc. The proposed amendments would amend the CareFusion Indentures to make certain conforming or other changes to the CareFusion Indentures, including modification or deletion of certain definitions and cross-references.

The elimination or modification of the restrictive covenants contemplated by the proposed amendments would, among other things, permit CareFusion and its subsidiaries to take

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actions that could be adverse to the interests of the holders of the outstanding CareFusion Notes. See Description of the Differences Between the BD Notes and the CareFusion Notes, The Exchange Offers and Consent Solicitations, The Proposed Amendments and Description of New BD Notes.

Q: What are the consequences of not participating in the exchange offers and consent solicitations prior to the Early Consent Date?

A: Holders that fail to tender their CareFusion Notes (and thereby failed to deliver valid and unrevoked consents) prior to the Early Consent Date but who do so prior to the Expiration Date and do not validly withdraw their CareFusion Notes before the Expiration Date will receive the Exchange Consideration, which consists of $970 principal amount of BD Notes and a cash amount of $2.50, but not the Early Participation Premium, which would consist of an additional $30 principal amount of BD Notes.

Q: What are the consequences of not participating in the exchange offers and consent solicitations at all?

A: If you do not exchange your CareFusion Notes for BD Notes in the exchange offers, you will not receive the benefit of having the BD parent entity as the primary obligor of your notes. In addition, if the proposed amendments to the CareFusion Indentures have been adopted, the amendments will apply to all CareFusion Notes that are not acquired in the exchange offers, even though the holders of those CareFusion Notes did not consent to the proposed amendments. Thereafter, all such CareFusion Notes will be governed by the relevant CareFusion Indenture as amended by the proposed amendments, which will have less restrictive terms and afford reduced protections to the holders of those securities compared to those currently in the CareFusion Indentures or those applicable to the BD Notes. In particular, holders of the CareFusion Notes under the amended CareFusion Indentures will no longer receive annual, quarterly and other reports from CareFusion, and will no longer be entitled to the benefits of various covenants, one event of default provision and other provisions.

In addition, it is expected that certain credit ratings on the CareFusion Notes that remain outstanding will be withdrawn upon the completion of the exchange offers. The trading market for any remaining CareFusion Notes may also be more limited than it is at present, and the smaller outstanding principal amount may make the trading price of the CareFusion Notes that are not tendered and accepted more volatile. Consequently, the liquidity, market value and price volatility of CareFusion Notes that remain outstanding may be materially and adversely affected. Therefore, if your CareFusion Notes are not tendered and accepted in the applicable exchange offer, it may become more difficult for you to sell or transfer your unexchanged CareFusion Notes.

See Risk Factors Risks Related to the Exchange Offers and the Consent Solicitations The proposed amendments to the CareFusion Indentures will afford reduced protection to remaining holders of CareFusion Notes.

Q: How do the CareFusion Notes differ from the BD Notes to be issued in the exchange offers?

A:

The CareFusion Notes are the obligations solely of CareFusion and are governed by the relevant CareFusion Indenture. The BD Notes will be the obligations solely of BD and will be

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governed by the BD Indenture. The CareFusion Indentures and the BD Indenture are substantially similar, but differ in certain respects, including as follows:

The current provisions of the CareFusion Indentures that (1) require the repurchase of CareFusion Notes upon certain changes of control and (2) limit the ability of CareFusion and its subsidiaries to incur liens or engage in sale and leaseback transactions are different than the corresponding provisions of the BD Indenture.

The CareFusion Indentures provide a 90-day cure period for a default arising from CareFusion s failure to comply with the covenants and agreements in the CareFusion Indentures (other than those covenants and agreements with respect to the payment of principal, premium, if any, and interest), whereas the BD Indenture provides a 60-day cure period.

The CareFusion Indentures contain an event of default that is not contained in the BD Indenture that applies if CareFusion or any of its consolidated subsidiaries defaults in the payment of any principal on any other outstanding indebtedness in an aggregate principal amount in excess of $100.0 million or defaults on such indebtedness and the effect of such default is to cause such indebtedness to become due prior to its stated maturity.

Q: What is the ranking of the BD Notes?

A: The BD Notes will be senior unsecured obligations of BD, will rank equally in right of payment with all other existing and future senior indebtedness of BD and will be effectively subordinated in right of payment to all of our existing and future secured indebtedness (to the extent of the value of the collateral securing such indebtedness). At December 31, 2014, BD had approximately $10,140 million in indebtedness that would have been *pari passu* with the BD Notes and approximately $9,940 million of senior unsecured indebtedness.

The BD Notes offered will also be structurally subordinated to all obligations of our subsidiaries with respect to the assets of such subsidiaries (including CareFusion and its subsidiaries), other than any subsidiaries that may guarantee the BD Notes in the future. As of December 31, 2014, we and our consolidated subsidiaries had approximately $10,188 million principal amount of indebtedness and CareFusion had approximately $2,012 million principal amount of indebtedness (including $2,000 million proposed to be exchanged for the BD Notes). See Risk Factors Risks Related to the BD Notes The notes will be effectively junior to all of our existing and future secured debt, to the existing and future secured debt of our subsidiaries, including CareFusion, and to the existing and future obligations of our subsidiaries, including CareFusion and Description of New BD Notes Ranking.

Q: What consents are required to effect the proposed amendments to the CareFusion Indentures and consummate the exchange offers?

A:

Each CareFusion Indenture may be amended so that such amendments affect only a particular series of CareFusion Notes or so that such amendments affect all notes issued under that CareFusion Indenture. In order for the proposed amendments to a CareFusion Indenture to be adopted with respect to a series of CareFusion Notes, holders of not less than a majority in aggregate principal amount of the outstanding CareFusion Notes of the series affected by the proposed amendments must consent to them, and those consents must be received prior to the Expiration Date for the exchange offer as relates to such series.

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Q: What are the conditions to the exchange offer and consent solicitations?

A: The consummation of the exchange offers is subject to, and conditional upon, the satisfaction or waiver of the conditions discussed under The Exchange Offers and Consent Solicitations Conditions to the Exchange Offers and Consent Solicitations, including, among other things, the receipt of valid consents to the proposed amendments from the holders of at least a majority of the outstanding aggregate principal amount of each series of CareFusion Notes (the Requisite Consents). We may, at our option and in our sole discretion, waive any such conditions. For information about other conditions to our obligations to complete the exchange offers, see The Exchange Offers and Consent Solicitations Conditions to the Exchange Offers and Consent Solicitations.

Q: Will BD accept all tenders of CareFusion Notes?

A: Subject to the satisfaction or waiver of the conditions to the exchange offers, we will accept for exchange any and all CareFusion Notes that (i) have been validly tendered in the exchange offers before the Expiration Date and (ii) have not been validly withdrawn before the Expiration Date.

Q: When will BD issue new BD Notes and pay the cash consideration?

A: Assuming the conditions to the exchange offers are satisfied or waived, BD will issue new BD Notes in book-entry form and pay the cash consideration promptly on or about the second business day following the Expiration Date (the Settlement Date).

Q: When will the proposed amendments to the CareFusion Indentures become effective?

A: If we receive the Requisite Consents with respect to all series of CareFusion Notes before the Expiration Date, the proposed amendments to the CareFusion Indentures with respect to each series will become effective on the Settlement Date.

Q: When will the exchange offers expire?

A: Each exchange offer will expire immediately following 11:59 p.m., New York City time, on April 22, 2015, unless we, in our sole discretion, extend the exchange offer, in which case the Expiration Date will be the latest date and time to which the exchange offer is extended. See The Exchange Offers and Consent Solicitations Expiration Date; Extensions; Amendments.

Q: Can I withdraw after I tender my CareFusion Notes and deliver my consent?

A: Tenders of CareFusion Notes may be validly withdrawn (and the related consents to the proposed amendments may be revoked) at any time prior to the Expiration Date.

Following the Expiration Date, tenders of CareFusion Notes may not be validly withdrawn unless BD is otherwise required by law to permit withdrawal. In the event of termination of an exchange offer, the CareFusion Notes tendered pursuant to such exchange offer will be promptly returned to the tendering holders. See The Exchange Offers and Consent Solicitations Procedures for Consenting and Tendering Withdrawal of Tenders and Revocation of Corresponding Consents.

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Q: How do I exchange my CareFusion Notes if I am a beneficial owner of CareFusion Notes held in certificated form by a custodian bank, depositary, broker, trust company or other nominee? Will the record holder exchange my CareFusion Notes for me?

A: Currently, all of the CareFusion Notes are held in book-entry form and can only be tendered through the applicable procedures of The Depository Trust Company. However, if any CareFusion Notes are subsequently issued in certificated form and are held of record by a custodian bank, depositary, broker, trust company or other nominee and you wish to tender the securities in the exchange offers, you should contact that institution promptly and instruct the institution to tender on your behalf. The record holder will tender your notes on your behalf, but only if you instruct the record holder to do so. See The Exchange Offers and Consent Solicitations Procedures for Consenting and Tendering CareFusion Notes Held through a Nominee.

Q: Will the BD Notes be eligible for listing on an exchange?

A: The BD Notes will not be listed on any securities exchange. There can be no assurance as to the development or liquidity of any market for the BD Notes. See Risk Factors Risks Related to the BD Notes You may not be able to sell your notes if active trading markets for the notes do not develop.

Q: To whom should I direct any questions?

A: Questions concerning the terms of the exchange offers or the consent solicitations should be directed to the dealer managers:

Goldman, Sachs & Co.	**J.P. Morgan Securities LLC**
200 West Street	383 Madison Avenue
New York, New York 10282	New York. New York 10179
Attention: Liability Management Group	Attention: Liability Management Group
Toll-Free: (800) 828-3182	Collect: (212) 834-4811
Collect: (212) 357-0215	Toll-Free: (866) 834-4666

Questions concerning tender procedures and requests for additional copies of this prospectus should be directed to the information agent:

D.F. King & Co., Inc.

48 Wall Street, 22nd Floor

New York, New York 10005

Attn: Krystal Scrudato

Bank and Brokers Call Collect: (212) 269-5550

All Others, Please Call Toll-Free: (866) 416-0576

Email: cfn@dfking.com

Amendments and Supplements

We may be required to amend or supplement this prospectus at any time to add, update or change the information contained in this prospectus. You should read this prospectus and any amendment or supplement hereto, together with the documents incorporated by reference herein and the additional information described under Where You Can Find More Information.

Risk Factors

An investment in the BD Notes involves risks that a potential investor should carefully evaluate prior to making such an investment. See Risk Factors beginning on page 16.

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The Exchange Offers and Consent Solicitations

Exchange Offers	BD is hereby offering to exchange, upon the terms and conditions set forth in this prospectus and the related letter of transmittal and consent, any and all of each series of outstanding CareFusion Notes listed on the front cover of this prospectus for newly issued series of BD Notes with identical interest rates, interest payment dates, redemption terms and an identical maturity as the corresponding series of CareFusion Notes. See The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations.
Consent Solicitations	BD is soliciting consents to the proposed amendments of the CareFusion Indentures from holders of the CareFusion Notes, on behalf of CareFusion and upon the terms and conditions set forth in this prospectus and the related letter of transmittal and consent. You may not tender your CareFusion Notes for exchange without delivering a consent to the proposed amendments to the CareFusion Indenture under which the respective series of CareFusion Notes was issued. See The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations.
The Proposed Amendments	The proposed amendments, if effected, will, among other things, (1) eliminate substantially all of the restrictive covenants in the CareFusion Indentures, (2) eliminate the cross-default under CareFusion s indebtedness as an event of default under the CareFusion Indentures and (3) permit BD s filing of its periodic reports under the Exchange Act to satisfy the reporting covenant (except as required by the Trust Indenture Act). The proposed amendments are the same for each of the CareFusion Indentures. See The Proposed Amendments.
Requisite Consents	For the proposed amendments to be adopted with respect to a series of CareFusion Notes, the consents of the holders of at least a majority of the then outstanding aggregate principal amount of CareFusion Notes of that series must be obtained before the Expiration Date. See The Exchange Offers and Consent Solicitations Terms of the Exchange Offers and Consent Solicitations.
Procedures for Participating in the Exchange Offers and Consent Solicitations	If you wish to participate in an exchange offer and consent solicitation, you must cause the book-entry transfer of your CareFusion Notes to the exchange agent s account at The Depository

Trust Company (DTC), and the exchange agent must receive a confirmation of book-entry transfer and either:

a completed letter of transmittal and consent; or

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	an agent s message transmitted pursuant to DTC s Automated Tender Offer Program, by which each tendering holder will agree to be bound by the letter of transmittal and consent.
	See The Exchange Offers and Consent Solicitations Procedures for Consenting and Tendering.
Total Consideration; Early Participation Premium on Early Consent Date	In exchange for each $1,000 principal amount of CareFusion Notes that is validly tendered prior to the Early Consent Date and not validly withdrawn, holders will receive the Total Consideration, which consists of $1,000 principal amount of BD Notes and a cash amount of $2.50. In exchange for each $1,000 principal amount of CareFusion Notes that is validly tendered *after* the Early Consent Date but prior to the Expiration Date and not validly withdrawn, holders will receive only the Exchange Consideration, which equals the Total Consideration less the Early Participation Premium of $30 principal amount of BD Notes, and so consists of $970 principal amount of BD Notes and a cash amount of $2.50.
Expiration Date	Each of the exchange offers and consent solicitations will expire at 11:59 p.m., New York City time, on April 22, 2015, or a later date and time to which BD extends it with respect to one or more series of CareFusion Notes.
Withdrawal and Revocation	Tenders of CareFusion Notes may be validly withdrawn (and related consents to the proposed amendments may be revoked) at any time prior to the Expiration Date.
	Following the Expiration Date, tenders of CareFusion Notes may not be validly withdrawn unless BD is otherwise required by law to permit withdrawal. In the event of termination of an exchange offer, the CareFusion Notes tendered pursuant to that exchange offer will be promptly returned to the tendering holders. See The Exchange Offers and Consent Solicitations Withdrawal of Tenders and Revocation of Corresponding Consents.
Conditions	The consummation of the exchange offers is subject to, and conditional upon, the satisfaction or waiver of the conditions discussed under The Exchange Offers and Consent Solicitations Conditions to the Exchange Offers and Consent Solicitations, including, among other things, the receipt of valid consents to the proposed amendments from the holders of at least a

majority of the outstanding aggregate principal amount of each series of CareFusion Notes (the Requisite Consents). We may, at our option and in our sole discretion, waive any such conditions. For information about other conditions to our obligations to

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	complete the exchange offers, see The Exchange Offers and Consent Solicitations Conditions to the Exchange Offers and Consent Solicitations.
Acceptance of CareFusion Notes and Consents and Delivery of BD Notes	You may not consent to the proposed amendments to the relevant CareFusion Indenture without tendering your CareFusion Notes in the appropriate exchange offer and you may not tender your CareFusion Notes for exchange without consenting to the applicable proposed amendments. Subject to the satisfaction or waiver of the conditions to the exchange offers and consent solicitations, BD will accept for exchange any and all CareFusion Notes that are validly tendered prior to the Expiration Date and not validly withdrawn; likewise, because the act of validly tendering CareFusion Notes will also constitute valid delivery of consents to the proposed amendments to the CareFusion Indenture with respect to the series of CareFusion Notes so tendered, BD will also accept all consents that are validly delivered prior to the Expiration Date and not validly revoked. All CareFusion Notes exchanged will be cancelled. The BD Notes issued pursuant to the exchange offers will be issued and delivered through the facilities of the DTC promptly on the Settlement Date. We will return to you any CareFusion Notes that are not accepted for exchange for any reason without expense to you promptly after the Expiration Date. See The Exchange Offers and Consent Solicitations Acceptance of CareFusion Notes for Exchange; BD Notes; Effectiveness of Proposed Amendments.
U.S. Federal Income Tax Considerations	Holders should consider certain U.S. federal income tax consequences of the exchange offers and consent solicitations; please consult your tax advisor about the tax consequences to you of the exchange. See Certain U.S. Federal Income Tax Consequences.
Consequences of Not Exchanging CareFusion Notes for BD Notes	If you do not exchange your CareFusion Notes for BD Notes in the exchange offers, you will not receive the benefit of having the BD parent entity as the primary obligor of your notes. In addition, if the proposed amendments to the CareFusion Indentures have been adopted, the amendments will apply to all CareFusion Notes that are not acquired in the exchange offers, even though the holders of those CareFusion Notes did not consent to the proposed amendments. Thereafter, all such CareFusion Notes will be governed by the relevant CareFusion Indenture as amended by the proposed amendments, which will have

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	less restrictive terms and afford reduced protections to the holders of those securities compared to those currently in the CareFusion Indentures or those applicable to the BD Notes. In particular, holders of the CareFusion Notes under the amended CareFusion Indentures will no longer receive annual, quarterly and other reports from CareFusion, and will no longer be entitled to the benefits of various covenants, one event of default provision and other provisions in the CareFusion Indentures. In addition, it is expected that certain credit ratings on the CareFusion Notes that remain outstanding will be withdrawn upon the completion of the exchange offers. The trading market for any remaining CareFusion Notes may also be more limited than it is at present, and the smaller outstanding principal amount may make the trading price of the CareFusion Notes that are not tendered and accepted more volatile. Consequently, the liquidity, market value and price volatility of CareFusion Notes that remain outstanding may be materially and adversely affected. Therefore, if your CareFusion Notes are not tendered and accepted in the applicable exchange offer, it may become more difficult for you to sell or transfer your unexchanged CareFusion Notes. See Risk Factors Risks Related to the Exchange Offers and the Consent Solicitations The proposed amendments to the CareFusion Indentures will afford reduced protection to remaining holders of CareFusion Notes.
Use of Proceeds	We will not receive any cash proceeds from the exchange offers.
Exchange Agent, Information Agent and Dealer Managers	D.F. King & Co, Inc. is serving as exchange agent and information agent for the exchange offers and consent solicitations. Goldman, Sachs & Co. and J.P. Morgan Securities LLC are serving as the dealer managers. The addresses and the facsimile and telephone numbers of these parties appear on the back cover of this prospectus. We have other business relationships with the exchange agent and the dealer managers, as described in The Exchange Offers and Consent Solicitations Exchange Agent and Dealer Managers.

No Guaranteed Delivery Procedures	No guaranteed delivery procedures are being offered in connection with the exchange offers and consent solicitations. You must tender your CareFusion Notes and deliver your consent by the Expiration Date in order to participate in the exchange offers.

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No Recommendation

None of BD, CareFusion, the dealer managers, the information agent, the exchange agent or the trustees under the CareFusion Indentures or the BD Indenture makes any recommendation in connection with the exchange offers or consent solicitations as to whether any CareFusion noteholder should tender or refrain from tendering all or any portion of the principal amount of that holder s CareFusion Notes (and in so doing, consent to the adoption of the proposed amendments to the CareFusion Indentures), and no one has been authorized by any of them to make such a recommendation.

Risk Factors

For risks related to the exchange offers and consent solicitations, please read the section entitled Risk Factors beginning on page 16 of this prospectus.

Further Information

Questions concerning the terms of the exchange offers or the consent solicitations should be directed to the dealer managers:

Goldman, Sachs & Co.

200 West Street

New York, New York 10282

Attention: Liability Management Group

Toll-Free: (800) 828-3182

Collect: (212) 357-0215

J.P. Morgan Securities LLC

383 Madison Avenue

New York. New York 10179

Attention: Liability Management Group

Collect: (212) 834-4811

Toll-Free: (866) 834-4666

Questions concerning tender procedures and requests for additional copies of this prospectus should be directed to the information agent:

D.F. King & Co., Inc.

48 Wall Street, 22nd Floor

New York, New York 10005

Attn: Krystal Scrudato

Bank and Brokers Call Collect: (212) 269-5550

All Others, Please Call Toll-Free: (866) 416-0576

Email: cfn@dfking.com

We may be required to amend or supplement this prospectus at any time to add, update or change the information contained in this prospectus. You should read this prospectus and any amendment or supplement hereto, together with the documents incorporated by reference herein and the additional information described under Where You Can Find More Information.

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The New BD Notes

Issuer	Becton, Dickinson and Company, a New Jersey corporation.
Notes Offered	We are offering up to $2,000,000,000 aggregate principal amount of BD Notes of the following series: (1) $300,000,000 aggregate principal amount of 1.450% Notes due May 15, 2017, (2) $700,000,000 aggregate principal amount of 6.375% Notes due August 1, 2019, (3) $300,000,000 aggregate principal amount of 3.300% Notes due March 1, 2023, (4) $400,000,000 aggregate principal amount of 3.875% Notes due May 15, 2024 and (5) $300,000,000 aggregate principal amount of 4.875% Notes due May 15, 2044.
Interest Rates; Interest Payment Dates; Maturity Dates	Each new series of BD Notes will have the same interest rates, maturity dates, redemption terms and interest payment dates as the corresponding series of CareFusion Notes for which they are being offered in exchange. Each BD Note will bear interest from the most recent interest payment date on which interest has been paid on the corresponding CareFusion Note. Holders of CareFusion Notes that are accepted for exchange will be deemed to have waived the right to receive any payment from CareFusion in respect of interest accrued from the date of the last interest payment date in respect of their CareFusion Notes until the date of the issuance of the BD Notes. Consequently, holders of BD Notes will receive the same interest payments that they would have received had they not exchanged their CareFusion Notes in the applicable exchange offer. No accrued but unpaid interest will be paid with respect to any CareFusion Notes validly

tendered and not validly withdrawn prior to the Expiration Date.

Interest Rates and Maturity Dates	Semi-Annual Interest Payment Dates	First Interest Payment Date
1.450% Notes due May 15, 2017	May 15 and November 15	May 15, 2015
6.375% Notes due August 1, 2019	February 1 and August 1	August 1, 2015
3.300% Notes due March 1, 2023	March 1 and September 1	September 1, 2015
3.875% Notes due May 15, 2024	May 15 and November 15	May 15, 2015
4.875% Notes due May 15, 2044	May 15 and November 15	May 15, 2015

Use of Proceeds

We will not receive any cash proceeds from the issuance of the BD Notes in connection with the exchange offers. In

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	exchange for issuing the BD Notes and paying the cash consideration, we will receive CareFusion Notes that will be cancelled and not reissued. See Use of Proceeds.
Ranking	The BD Notes will be our senior unsecured obligations, will rank equally with all of our other senior unsecured indebtedness and will be effectively subordinated in right of payment to all of our existing and future secured indebtedness (to the extent of the value of the collateral securing such indebtedness). The BD Notes will also be structurally subordinated to all existing and future unsecured and secured liabilities and preferred equity of our subsidiaries (including CareFusion), including guarantees provided by our subsidiaries, other than subsidiaries that may guarantee the BD Notes in the future.
Optional Redemption	We may redeem any series of the BD Notes before their stated maturity in whole, or in part, from time to time, at a redemption price that includes accrued and unpaid interest and a make-whole premium (as applicable). For a more complete description of the redemption provisions of the BD Notes, see Description of New BD Notes Optional Redemption.
Change of Control Triggering Event Offer	If a change of control triggering event occurs, the holders of the BD Notes will have the right to require us to repurchase the BD Notes, in whole or in part, at a purchase price of 101% of the principal amount thereof plus accrued and unpaid interest to the date of repurchase. For a more complete description of the change of control provisions of the BD Notes, see Description of New BD Notes Offer to Redeem Upon Change of Control Triggering Event.
Covenants	We will issue the BD Notes under our indenture, dated as of March 1, 1997, with The Bank of New York Mellon Trust Company, N.A., as trustee. The indenture covenants include a limitation on liens and a restriction on sale and leasebacks, changes of control and consolidation, merger and sale of assets. Each covenant is subject to a number of important exceptions, limitations and qualifications that are described under Description of New BD Notes Certain Covenants.
No Trading Market	Each series of BD Notes constitutes a new issue of securities, for which there is no existing trading market. In addition, we do not intend to apply to list any of the BD Notes on any securities exchange or for quotation on any automated quotation system. We

cannot provide you with any assurance regarding whether trading markets for any series of the BD Notes will develop, the ability of holders of the BD Notes to sell their notes or the prices at which

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	holders may be able to sell their notes. If no active trading markets develop, you may be unable to resell the BD Notes at any price or at their fair market value or at all.
Risk Factors	For risks related to an investment in the BD Notes, please read the section entitled Risk Factors beginning on page 16 of this prospectus.

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RISK FACTORS

An investment in our notes involves a number of risks. You should carefully consider all the information set forth in this prospectus and incorporated by reference herein before deciding to invest in the notes. In particular, we urge you to consider carefully the factors set forth below and under Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended September 30, 2014 which is incorporated by reference herein.

Risks Related to the BD Notes

The BD Notes will be effectively junior to all of our existing and future secured debt, to the existing and future secured debt of our subsidiaries, including CareFusion, and to the existing and future obligations of our subsidiaries, including CareFusion.

The BD Notes will rank senior in right of payment to our existing and future indebtedness that is expressly subordinated in right of payment to the BD Notes; equal in right of payment to our existing and future liabilities that are not so subordinated; effectively junior to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all existing and future indebtedness incurred by our subsidiaries (including the CareFusion Notes not tendered in conjunction with the exchange offers). In the event of our bankruptcy, liquidation, reorganization or other winding up, our assets that secure debt ranking senior or equal in right of payment to the BD Notes will be available to pay obligations on the BD Notes only after the secured debt has been repaid in full from these assets. There may not be sufficient assets remaining to pay amounts due on any or all of the BD Notes then outstanding. The indenture governing the BD Notes does not prohibit us from incurring additional senior debt or secured debt, nor does it prohibit any of our subsidiaries from incurring additional liabilities.

As of December 31, 2014, after giving pro forma effect to our acquisition of CareFusion and the transactions related thereto and completion of the exchange offers;

- assuming all of the CareFusion Notes are validly tendered for exchange for BD Notes prior to the Early Consent Date and accepted, we would have had outstanding, on a consolidated basis, $13,654 million of total debt, $14 million of which would constitute debt of the subsidiaries of our consolidated company; or

- assuming only 50.1% of the CareFusion Notes are validly tendered for exchange for BD Notes prior to the Early Consent Date and accepted, we would have had outstanding, on a consolidated basis, $13,654 million of total debt, $1,012 million of which would constitute debt of the subsidiaries of our consolidated company.

The BD Notes are obligations of BD only and our operations are conducted through, and a substantial portion of our consolidated assets is held by, our subsidiaries.

The BD Notes are obligations of Becton, Dickinson and Company. A substantial portion of our consolidated assets is held by our subsidiaries. Accordingly, our ability to service our debt, including the BD Notes, depends on the results of operations of our subsidiaries and upon the ability of those subsidiaries to provide us with cash, whether in the form of dividends, loans or otherwise, to pay amounts due on our obligations, including the BD Notes. Our subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to make payments on the BD Notes or to make any funds available for that purpose. In addition, dividends, loans or other distributions to us from such subsidiaries may be subject to contractual and other restrictions and are subject to other business considerations.

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Servicing our debt requires a significant amount of cash, and we may not have sufficient cash flow from our business to pay our substantial debt.

Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness, including the BD Notes offered for exchange hereby, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not continue to generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our indebtedness will depend on the capital markets and our financial condition at that time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations.

Despite our current debt levels, we may still incur substantially more debt or take other actions which would intensify the risks discussed above.

Despite our current debt levels, we and our subsidiaries may be able to incur substantial additional debt in the future, subject to the restrictions contained in our debt agreements, some of which may be secured debt. We will not be restricted under the terms of the indenture governing the BD Notes from incurring additional debt, securing existing or future debt, recapitalizing our debt or taking a number of other actions that are not limited by the terms of the indenture that could have the effect of diminishing our ability to make payments on the BD Notes when due.

Our credit ratings may not reflect all risks of your investment in the BD Notes.

The credit ratings assigned to the BD Notes are limited in scope, and do not address all material risks relating to an investment in the BD Notes, but rather reflect only the view of each rating agency at the time the rating is issued. There can be no assurance that those credit ratings will remain in effect for any given period of time or that a rating will not be lowered, suspended or withdrawn entirely by one or more rating agencies if, in that rating agency s judgment, circumstances so warrant.

Agency credit ratings are not a recommendation to buy, sell or hold any security. Each agency s rating should be evaluated independently of any other agency s rating. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, could affect the market value of the BD Notes and increase our corporate borrowing costs.

There are limited covenants in the BD Indenture.

Neither we nor any of our subsidiaries is restricted from incurring additional debt or other liabilities, including additional senior debt, under the BD Indenture. If we incur additional debt or liabilities, our ability to pay our obligations on the BD Notes could be adversely affected. We expect that we will from time to time incur additional debt and other liabilities. In addition, we are not restricted under the BD Indenture from granting security interests over our assets, except to the extent described under Description of New BD Notes Certain Covenants Restrictions on Secured Debt in this prospectus, or from paying dividends, making investments or issuing or repurchasing our securities.

In addition, there are no financial covenants in the BD Indenture. You are not protected under the BD Indenture in the event of a highly leveraged transaction, reorganization, restructuring, merger or similar transaction that may adversely affect you.

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You may not be able to sell your BD Notes if active trading markets for the BD Notes do not develop.

Each series of BD Notes constitutes a new issue of securities, for which there is no existing trading market. In addition, we do not intend to apply to list any of the BD Notes on any securities exchange or for quotation on any automated quotation system. We cannot provide you with any assurance regarding whether trading markets for any series of the BD Notes will develop, the ability of holders of the BD Notes to sell their BD Notes or the prices at which holders may be able to sell their BD Notes. If no active trading markets develop, you may be unable to resell the BD Notes at any price or at their fair market value or at all.

The price at which you will be able to sell your BD Notes prior to maturity will depend on a number of factors and may be substantially less than the value of the CareFusion Notes you exchange.

We believe that the value of the BD Notes in any secondary market will be affected by the supply of, and demand for, the BD Notes, interest rates and a number of other factors. Some of these factors are interrelated in complex ways. As a result, the effect of any one factor may be offset or magnified by the effect of another factor. The following paragraphs describe what we expect to be the impact on the market value of the BD Notes of a change in a specific factor, assuming all other conditions remain constant.

United States Interest Rates. We expect that the market value of the BD Notes will be affected by changes in United States interest rates. In general, if United States interest rates increase, the market value of the BD Notes may decrease. We cannot predict the future level of market interest rates.

Our Credit Rating, Financial Condition and Results of Operations. We expect that each series of BD Notes will be rated by one or more nationally recognized statistical rating organizations. Any rating agency that rates the BD Notes may lower its rating or decide not to rate the BD Notes in its sole discretion. Actual or anticipated changes in our credit ratings, financial condition or results of operations may affect the market value of the BD Notes. In general, if our credit rating is downgraded, the market value of the BD Notes may decrease. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning rating agency. No person is obligated to maintain any rating on the BD Notes, and we therefore cannot assure you that the ratings assigned to the BD Notes will not be lowered or withdrawn by the assigning rating agency at any time thereafter.

Furthermore, the credit ratings assigned to the BD Notes may not reflect the potential impact of all risks related to trading markets, if any, for, or trading value of, your BD Notes. In addition, real or anticipated changes in our credit ratings will generally affect any trading market, if any, for, or trading value of, your BD Notes. Accordingly, you should consult your own financial and legal advisors as to the risks entailed by an investment in the BD Notes and the suitability of investing in the BD Notes in light of your particular circumstances.

We may not be able to repurchase all of the BD Notes upon a Change of Control Triggering Event.

As described under Description of New BD Notes Offer to Redeem Upon Change of Control Triggering Event, we will be required to offer to repurchase the BD Notes upon the occurrence of a Change of Control Triggering Event. We may not have sufficient funds to repurchase the BD Notes in cash at that time or have the ability to arrange financing on acceptable terms.

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Redemption may adversely affect your return on the BD Notes.

We have the right to redeem some or all of the BD Notes prior to maturity, as described under Description of New BD Notes Optional Redemption. We may redeem the BD Notes at times when prevailing interest rates may be relatively low. Accordingly, you may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the BD Notes.

Risks Related to the Exchange Offers and the Consent Solicitations

The proposed amendments to the CareFusion Indentures will afford reduced protection to remaining holders of CareFusion Notes.

If the proposed amendments to the CareFusion Indentures with respect to a series of a CareFusion Notes is adopted, the covenants and some other terms of that series of CareFusion Notes will be materially less restrictive and will afford significantly reduced protection to holders of that series compared to the covenants and other provisions currently contained in the CareFusion Indenture governing that series of CareFusion Notes.

The proposed amendments to the CareFusion Indentures would, among other things:

- eliminate the covenant requiring CareFusion to deliver to the Trustee a compliance certificate after the end of each fiscal year and an officers certificate giving notice of an event of default (except as required by the Trust Indenture Act of 1939, as amended (the Trust Indenture Act));
- permit BD s filing of its periodic reports under the Exchange Act to satisfy the reporting covenant (except as required by the Trust Indenture Act;
- eliminate the covenant prohibiting CareFusion and its subsidiaries from incurring certain liens securing indebtedness;
- eliminate the covenant prohibiting CareFusion and its subsidiaries from entering into certain sale and leaseback transactions;
- eliminate the covenant requiring the issuer to offer to repurchase the CareFusion Notes upon certain specified changes of control and investment rating downgrades;
- eliminate the event of default resulting from the cross-default with CareFusion s other indebtedness; and
- eliminate certain requirements that must be met for CareFusion to consolidate, merge or sell all or substantially all of its assets.

If the proposed amendments are adopted with respect to a series of CareFusion Notes, each non-exchanging holder of that series will be bound by the proposed amendments even if that holder did not consent to the proposed amendments. These amendments will permit us to take certain actions previously prohibited that could increase the credit risk with respect to CareFusion, and might adversely affect the liquidity, market price and price volatility of the CareFusion Notes or otherwise be adverse to the interests of the holders of the CareFusion Notes. See The Proposed Amendments.

The liquidity of the CareFusion Notes that are not exchanged will be reduced.

The trading market for unexchanged CareFusion Notes will become more limited and could cease to exist due to the reduction in the amount of the CareFusion Notes outstanding upon consummation of the exchange offers. A more limited trading market might adversely affect the

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liquidity, market price and price volatility of these securities. If a market for unexchanged CareFusion Notes exists or develops, those securities may trade at a discount to the price at which the securities would trade if the amount outstanding were not reduced, depending on prevailing interest rates, the market for similar securities and other factors. However, there can be no assurance that an active market in the unexchanged CareFusion Notes will exist, develop or be maintained or as to the prices at which the unexchanged CareFusion Notes may be traded. In addition, it is expected that certain credit ratings on the unexchanged CareFusion Notes will be withdrawn after the completion of the exchange offers, which could further materially adversely affect the market price for each series of unexchanged CareFusion Notes.

The exchange offers and consent solicitations may be cancelled or delayed.

The consummation of the exchange offers is subject to, and conditional upon, among other things, the receipt of valid consents to the proposed amendments from the holders of at least a majority of the outstanding aggregate principal amount of each series of CareFusion Notes. Even if each of the exchange offers and consent solicitations is completed, the exchange offers and consent solicitations may not be completed on the schedule described in this prospectus. Accordingly, holders participating in the exchange offers and consent solicitations may have to wait longer than expected to receive their BD Notes and the cash consideration during which time those holders of CareFusion Notes will not be able to effect transfers of their CareFusion Notes tendered for exchange.

You may not receive new BD Notes in the exchange offers if the procedures for the exchange offers are not followed.

We will issue the BD Notes in exchange for your CareFusion Notes only if you tender your CareFusion Notes and deliver a properly completed and duly executed letter of transmittal and consent or the electronic transmittal through DTC s ATOP and other required documents before expiration of the exchange offers. You should allow sufficient time to ensure timely delivery of the necessary documents. None of BD, CareFusion, the exchange agent, the information agent, the dealer managers or any other person is under any duty to give notification of defects or irregularities with respect to the tenders of CareFusion Notes for exchange.

The consideration to be received in the exchange offers does not reflect any valuation of the CareFusion Notes or the BD Notes and is subject to market volatility.

We have made no determination that the consideration to be received in the exchange offers represents a fair valuation of either the CareFusion Notes or the BD Notes. We have not obtained a fairness opinion from any financial advisor about the fairness to us or to you of the consideration to be received by holders of CareFusion Notes. Accordingly, none of BD, CareFusion, the dealer managers, the exchange agent or any other person is making any recommendation as to whether or not you should tender CareFusion Notes for exchange in the exchange offers or deliver a consent pursuant to the consent solicitations.

Risks Related to our Business

Global economic conditions could continue to adversely affect our operations.

In recent years, we have been faced with very challenging global economic conditions, particularly in the U.S. and Western Europe. Deterioration in the global economic environment may result in decreased demand for our products and services, increased competition, downward pressure on the prices for our products, longer sales cycles, and slower adoption of new technologies. A

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weakening of macroeconomic conditions may also adversely affect our suppliers, which could result in interruptions in supply in the future. We have also experienced delays in collecting receivables in certain countries in Western Europe, and we may experience similar delays in these and other countries or regions experiencing liquidity problems. While we have not experienced a slowing of growth in emerging markets as other companies in our industry have reported, there can be no assurance that a deterioration of economic conditions in these markets will not adversely affect our future results.

We are subject to foreign currency exchange risk.

About 60% of our fiscal year 2014 revenues were derived from international operations, and we anticipate that a significant portion of our sales will continue to come from outside the U.S. in the future. The revenues we report with respect to our operations outside the United States may be adversely affected by fluctuations in foreign currency exchange rates. A discussion of the financial impact of exchange rate fluctuations and the ways and extent to which we may attempt to address any impact is contained in the section entitled Management s Discussion of Financial Condition and Results of Operations in our current Report on Form 8-K, filed with the SEC on March 13, 2015. Any hedging activities we engage in may only offset a portion of the adverse financial impact resulting from unfavorable changes in foreign currency exchange rates. We cannot predict with any certainty changes in foreign currency exchange rates or the degree to which we can address these risks.

Changes in reimbursement practices of third-party payers could affect the demand for our products and the prices at which they are sold.

Our sales depend, in part, on the extent to which healthcare providers and facilities are reimbursed by government authorities, private insurers and other third-party payers for the costs of our products. The coverage policies and reimbursement levels of third-party payers, which can vary among public and private sources and by country, may affect which products customers purchase and the prices they are willing to pay for those products in a particular jurisdiction. Reimbursement rates can also affect the acceptance rate of new technologies and products. Legislative or administrative reforms to reimbursement systems in the United States or abroad, or changes in reimbursement rates by private payers, could significantly reduce reimbursement for procedures using our products or result in denial of reimbursement for those products, which would adversely affect customer demand or the price customers are willing to pay for such products.

Federal healthcare reform may adversely affect our results of operations.

The Patient Protection and Affordable Care Act (the PPACA) was enacted in March 2010. Under the PPACA, beginning in 2013, medical device manufacturers, such as BD, pay a 2.3% excise tax on U.S. sales of certain medical devices. We cannot predict with any certainty what other impact the PPACA may have on our business. The PPACA, among other things, reduces Medicare and Medicaid payments to hospitals, clinical laboratories and pharmaceutical companies, and could otherwise reduce the volume of medical procedures. These factors, in turn, could result in reduced demand for our products and increased downward pricing pressure. It is also possible that the PPACA will result in lower reimbursement rates for our products. Other provisions in the law may significantly change the practice of health care and could adversely affect aspects of our business. While the PPACA is intended to expand health insurance coverage to uninsured persons in the United States, the overall increase in access to healthcare has not had any discernable impact on sales of our products.

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Efforts to reduce the U.S. federal deficit could adversely affect our results of operations.

The Budget Control Act of 2011 implements automatic spending cuts (known as sequestration) designed to reduce government spending by over $1 trillion over a ten year period, beginning in 2013, and will remain in effect in the absence of further legislative action. Half of the automatic reductions will come from non-defense discretionary spending and domestic entitlement programs, including reductions in payments to Medicare providers. Government research funding has also been reduced as a result of sequestration. Such reductions in government healthcare spending or research funding could result in reduced demand for our products or additional pricing pressure. Further, there is ongoing uncertainty regarding the federal budget and federal spending levels, including the possible impacts of a failure to increase the debt ceiling. Any U.S. government default on its debt could have broad macroeconomic effects that could, among other things, raise our borrowing costs. Any future shutdown of the federal government or failure to enact annual appropriations could also have a material adverse impact on our business.

Consolidation in the healthcare industry could adversely affect our future revenues and operating income.

The medical technology industry has experienced a significant amount of consolidation. As a result of this consolidation, competition to provide goods and services to customers has increased. In addition, group purchasing organizations and integrated health delivery networks have served to concentrate purchasing decisions for some customers, which has also placed pricing pressure on medical device suppliers. Further consolidation in the industry could exert additional pressure on the prices of our products.

Cost volatility could adversely affect our operations.

Our results of operations could be negatively impacted by volatility in the cost of raw materials, components, freight and energy. In particular, we purchase supplies of resins, which are oil-based components used in the manufacture of certain products. Any significant increases in resin costs could adversely impact future operating results. Increases in the price of oil can also increase our costs for packaging and transportation. New laws or regulations adopted in response to climate change could also increase energy costs and the costs of certain raw materials and components. We may not be able to offset increases in these costs through other cost reductions.

Breaches of our information technology systems could have a material adverse effect on our operations.

We rely on information technology systems to process, transmit, and store electronic information in our day-to-day operations. Our information technology systems have been subjected to computer viruses or other malicious codes, unauthorized access, and cyber- or phishing-attacks, and we expect to be subject to similar attacks in the future. We also store certain information with third parties that could be subject to these types of attacks. These attacks could result in our intellectual property and other confidential information being lost or stolen, disruption of our operations, and other negative consequences, such as increased costs for security measures or remediation costs, and diversion of management attention. While we will continue to implement additional protective measures to reduce the risk of and detect future cyber incidents, cyber-attacks are becoming more sophisticated and frequent, and the techniques used in such attacks change rapidly. There can be no assurances that our protective measures will prevent future attacks that could have a significant impact on our business.

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Our future growth is dependent in part upon the development of new products, and there can be no assurance that such products will be developed.

A significant element of our strategy is to increase revenue growth by focusing on products that deliver greater benefits to patients, healthcare workers and researchers. The development of these products requires significant investment in research and development, clinical trials and regulatory approvals. The results of our product development efforts may be affected by a number of factors, including our ability to anticipate customer needs, innovate and develop new products, complete clinical trials, obtain regulatory approvals and reimbursement in the United States and abroad, manufacture products in a cost-effective manner, obtain appropriate intellectual property protection for our products, and gain and maintain market approval of our products. In addition, patents attained by others can preclude or delay our commercialization of a product. There can be no assurance that any products now in development or that we may seek to develop in the future will achieve technological feasibility, obtain regulatory approval or gain market acceptance.

We cannot guarantee that any of our strategic acquisitions, investments or alliances will be successful.

As part of our strategy to increase revenue growth, we seek to supplement our internal growth through strategic acquisitions, investments and alliances. Such transactions are inherently risky. The success of any acquisition, investment or alliance may be affected by a number of factors, including our ability to properly assess and value the potential business opportunity or to successfully integrate any business we may acquire into our existing business. There can be no assurance that any past or future transaction will be successful.

For additional information regarding risks relating to our integration of CareFusion, see the risk factors below under the heading Risks Relating to Our Acquisition of CareFusion.

The medical technology industry is very competitive.

The medical technology industry is subject to rapid technological change. In addition, we face changing customer preferences and requirements, including increased customer demand for more environmentally-friendly products. We face significant competition across our product lines and in each market in which our products are sold on the basis of product features, clinical outcomes, price, services and other factors. We face this competition from a wide range of companies. These include large medical device companies with multiple product lines, some of which may have greater financial and marketing resources than we do, and firms that are more specialized than we are with respect to particular markets or product lines. Other firms engaged in the distribution of medical technology products have become manufacturers of medical devices and instruments as well. In some instances, competitors, including pharmaceutical companies, also offer, or are attempting to develop, alternative therapies for disease states that may be delivered without a medical device. The development of new or improved products, processes or technologies by other companies (such as needle-free injection technology) may render our products or proposed products obsolete or less competitive. The entry into the market of manufacturers located in China and other low-cost manufacturing locations has also created pricing pressure, particularly in developing markets. Some competitors have also established manufacturing sites or have contracted with suppliers located in these countries as a means to lower their costs.

The international operations of our business may subject us to certain business risks.

The majority of our fiscal year 2014 sales came from our operations outside the United States, and we intend to continue to pursue growth opportunities in foreign markets, especially in emerging

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markets. Our foreign operations subject us to certain risks, including the effects of fluctuations in foreign currency exchange (discussed above), the effects of local economic conditions, foreign regulatory requirements or changes in such requirements, local product preferences and product requirements, difficulty in establishing, staffing and managing foreign operations, differing labor regulations, changes in tax laws, potential political instability, trade barriers, weakening or loss of the protection of intellectual property rights in some countries, trade protection and restrictions on the transfer of capital across borders. The success of our operations outside the United States depends, in part, on our ability to acquire or form and maintain alliances with local companies and make necessary infrastructure enhancements to, among other things, our production facilities and sales and distribution networks.

In addition, our international operations are governed by the Foreign Corrupt Practices Act and similar anti-corruption laws. Global enforcement of anti-corruption laws has increased substantially in recent years, with more enforcement proceedings by U.S. and foreign governmental agencies and the imposition of significant fines and penalties. While we have implemented policies and procedures to enhance compliance with these laws, our international operations create the risk that there may be unauthorized payments or offers of payments by employees, consultants, sales agents or distributors. Any alleged or actual violations of these laws may subject us to government scrutiny, severe criminal or civil sanctions and other liabilities, and negatively affect our reputation.

Under the U.S. tax code, we may also be subject to additional taxation to the extent we repatriate earnings from our foreign operations to the U.S. In the event we require more capital in the United States than is generated by our U.S. operations to fund acquisitions or other activities and elect to repatriate earnings from foreign jurisdictions, our effective tax rate may be higher as a result.

Reductions in customers research budgets or government funding may adversely affect our BD Biosciences business.

Our BD Biosciences business sells products to researchers at pharmaceutical and biotechnology companies, academic institutions, government laboratories and private foundations. Research and development spending of our customers can fluctuate based on spending priorities and general economic conditions. A number of these customers are also dependent for their funding upon grants from U.S. government agencies, such as the U.S. National Institutes of Health (NIH) and agencies in other countries. The level of government funding of research and development is unpredictable. There have been instances where NIH grants have been frozen or otherwise unavailable for extended periods. The availability of governmental research funding may also continue to be adversely affected by economic conditions and, as described above, governmental spending reductions. Any reduction or delay in governmental funding could cause our customers to delay or forego purchases of our products.

A reduction or interruption in the supply of certain raw materials and components would adversely affect our manufacturing operations and related product sales.

We purchase many different types of raw materials and components. Certain raw materials (primarily related to the BD Biosciences business) and components are not available from multiple sources. In addition, for quality assurance, cost-effectiveness and other reasons, we elect to purchase certain raw materials and components from sole suppliers. The supply of these materials can be disrupted for a number of reasons, including economic conditions as described above. While we work with suppliers to ensure continuity of supply, no assurance can be given that these efforts will be successful. In addition, due to regulatory requirements relating to the qualification of suppliers, we may not be able to establish additional or replacement sources on a timely basis or without excessive cost. The termination, reduction or interruption in supply of these sole-sourced raw materials and components could adversely impact our ability to manufacture and sell certain of our products.

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Interruption of our manufacturing operations could adversely affect our future revenues and operating income.

We have manufacturing sites all over the world. In some instances, the manufacturing of certain of our product lines is concentrated in one or more of our plants. Weather, natural disasters (including pandemics), terrorism, political change, failure to follow specific internal protocols and procedures, equipment malfunction, environmental factors or damage to one or more of our facilities could adversely affect our ability to manufacture our products, resulting in lost revenues and damage to our relationships with customers.

We are subject to lawsuits.

We are or have been a defendant in a number of lawsuits, including purported class action lawsuits for, among other things, alleged antitrust violations and suits alleging patent infringement, and could be subject to additional lawsuits in the future.

Given the uncertain nature of litigation generally, we are not able in all cases to estimate the amount or range of loss that could result from an unfavorable outcome of the litigation to which we are a party. In view of these uncertainties, we could incur charges in excess of any currently established accruals and, to the extent available, excess liability insurance. Any such future charges, individually or in the aggregate, could have a material adverse effect on our results of operations and cash flows.

We are subject to extensive regulation.

Our operations are global and are affected by various state, federal and international healthcare, environmental, antitrust, anti-corruption, fraud and abuse (including anti-kickback and false claims laws) and employment laws. Violations of these laws can result in criminal or civil sanctions, including substantial fines and, in some cases, exclusion from participation in health care programs such as Medicare and Medicaid. We are also subject to extensive regulation by the FDA pursuant to the Federal Food, Drug and Cosmetic Act, by comparable agencies in foreign countries, and by other regulatory agencies and governing bodies. Most of our products must receive clearance or approval from the FDA or counterpart regulatory agencies in other countries before they can be marketed or sold. The process for obtaining marketing approval or clearance may take a significant period of time and require the expenditure of substantial resources, and these have been increasing due to increased requirements from the FDA for supporting data for submissions. The process may also require changes to our products or result in limitations on the indicated uses of the products. Governmental agencies may also impose new requirements regarding registration, labeling or prohibited materials that may require us to modify or re-register products already on the market or otherwise impact our ability to market our products in those countries. Once clearance or approval has been obtained for a product, there is an obligation to ensure that all applicable FDA and other regulatory requirements continue to be met.

Following the introduction of a product, these agencies also periodically review our manufacturing processes and product performance. Our failure to comply with the applicable good manufacturing practices, adverse event reporting, clinical trial and other requirements of these agencies could delay or prevent the production, marketing or sale of our products and result in fines, delays or suspensions of regulatory clearances, closure of manufacturing sites, seizures or recalls of products and damage to our reputation. Recent changes in enforcement practice by the FDA and other agencies have resulted in increased enforcement activity, which increases the compliance risk for us and other companies in our industry.

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Product defects could adversely affect the results of our operations.

The design, manufacture and marketing of medical devices involve certain inherent risks. Manufacturing or design defects, unapproved use of our products, or inadequate disclosure of risks relating to the use of our products can lead to injury or other adverse events. These events could lead to recalls or safety alerts relating to our products (either voluntary or required by the FDA or similar governmental authorities in other countries), and could result, in certain cases, in the removal of a product from the market. A recall could result in significant costs, as well as negative publicity and damage to our reputation that could reduce demand for our products. Personal injuries relating to the use of our products can also result in significant product liability claims being brought against us. In some circumstances, such adverse events could also cause delays in regulatory approval of new products.

We may experience difficulties fully implementing our enterprise resource planning system.

We have been engaged in a project to upgrade our enterprise resource planning (ERP) system. Our ERP system is critical to our ability to accurately maintain books and records, record transactions, provide important information to our management and prepare our financial statements. The implementation of the new ERP system has required, and will continue to require, the investment of significant financial and human resources. In addition, we may not be able to successfully complete the full implementation of the ERP system without experiencing difficulties. Any disruptions, delays or deficiencies in the design and implementation of the new ERP system could adversely affect our ability to process orders, ship products, provide services and customer support, send invoices and track payments, fulfill contractual obligations or otherwise operate our business.

Our operations are dependent in part on patents and other intellectual property assets.

Many of our businesses rely on patent, trademark and other intellectual property assets. These intellectual property assets, in the aggregate, are of material importance to our business. We can lose the protection afforded by these intellectual property assets through patent expirations, legal challenges or governmental action. Patents attained by competitors, particularly as patents on our products expire, may also adversely affect our competitive position. In addition, competitors may claim that our products infringe upon their intellectual property, which could result in significant legal fees damage awards, royalties and injunctions against future sales of our products. The loss of a significant portion of our portfolio of intellectual property assets may have an adverse effect on our earnings, financial condition or cash flows.

Natural disasters, war and other events could adversely affect our future revenues and operating income.

Natural disasters (including pandemics), war, terrorism, labor disruptions and international conflicts, and actions taken by the United States and other governments or by our customers or suppliers in response to such events, could cause significant economic disruption and political and social instability in the United States and in areas outside of the United States in which we operate. These events could result in decreased demand for our products, adversely affect our manufacturing and distribution capabilities, or increase the costs for or cause interruptions in the supply of materials from our suppliers.

We need to attract and retain key employees to be competitive.

Our ability to compete effectively depends upon our ability to attract and retain executives and other key employees, including people in technical, marketing, sales and research positions.

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Competition for experienced employees, particularly for persons with specialized skills, can be intense. Our ability to recruit such talent will depend on a number of factors, including compensation and benefits, work location and work environment. If we cannot effectively recruit and retain qualified executives and employees, our business could be adversely affected.

Risks Relating To Our Acquisition Of CareFusion

The integration process with CareFusion may be more difficult, costly or time consuming than expected and the anticipated benefits and cost savings of the merger may not be realized.

The success of our acquisition of CareFusion, including anticipated benefits and cost savings, will depend, in part, on our ability to successfully combine and integrate our business with the business of CareFusion. It is possible that the integration process could result in the loss of key employees, higher than expected costs, diversion of management attention and resources, the disruption of ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely affect the combined company s ability to maintain relationships with customers, vendors and employees or to achieve the anticipated benefits and cost savings of the merger. As part of the integration process, we intend to move assets within our combined company to create efficiencies and may seek to opportunistically divest certain assets of the combined company, any of which may change the profile of the combined company, and any of which may not be possible on favorable terms, or at all. If we experience difficulties with the integration process, the anticipated benefits of the merger may not be realized fully or at all, or may take longer to realize than expected. These integration matters could have an adverse effect on the combined company for an undetermined period going forward. In addition, the actual cost savings of the merger could be less than anticipated.

In connection with the merger, we incurred significant additional indebtedness and certain of CareFusion s indebtedness remained outstanding, which could adversely affect us, including by decreasing our business flexibility.

The total debt of BD as of December 31, 2014 was approximately $10.1 billion. Our pro forma indebtedness as of December 31, 2014, after giving effect to the merger with CareFusion and the incurrence and extinguishment of indebtedness in connection therewith and completion of the exchange offers, would have been approximately $13.6 billion. We have substantially increased indebtedness following completion of the merger in comparison to that of BD on a recent historical basis, which has increased our interest expense and could have the effect, among other things, of reducing our flexibility to respond to changing business and economic conditions. The amount of cash required to pay interest on our increased indebtedness following the merger, and thus the demands on our cash resources, is greater than the amount of cash flows required to service our indebtedness prior to the merger. Our increased levels of indebtedness following could also reduce funds available for working capital, capital expenditures, acquisitions and other general corporate purposes and may create competitive disadvantages for BD relative to other companies with lower debt levels. If we do not achieve the expected benefits and cost savings from the merger, or if the financial performance of the combined company does not meet current expectations, then our ability to service this indebtedness may be adversely impacted.

Certain of the indebtedness incurred in connection with the merger bears interest at variable interest rates. If interest rates increase, variable rate debt will create higher debt service requirements, which could adversely affect our cash flows.

In addition, our credit ratings affect the cost and availability of future borrowings and, accordingly, our cost of capital. Our ratings reflect each rating organization s opinion of our financial strength,

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operating performance and ability to meet our debt obligations. Our ratings were downgraded in connection with the acquisition of CareFusion, and there can be no assurance that we will achieve a particular rating or maintain a particular rating in the future.

Moreover, we may be required to raise substantial additional financing to fund working capital, capital expenditures, acquisitions or other general corporate requirements. Our ability to arrange additional financing or refinancing will depend on, among other factors, our financial position and performance, as well as prevailing market conditions and other factors beyond our control. There can be no assurance that we will be able to obtain additional financing or refinancing on terms acceptable to us or at all.

The agreements that govern the indebtedness incurred or that remained outstanding in connection with the merger contain various covenants that impose restrictions on us and certain of our subsidiaries that may affect our ability to operate our businesses.

The agreements that govern the indebtedness incurred or that remained outstanding in connection with the merger contain various affirmative and negative covenants that may, subject to certain significant exceptions, restrict the ability of us and certain of our subsidiaries (including CareFusion) to, among other things, have liens on their property, transact business with affiliates and/or merge or consolidate with any other person or sell or convey certain of our assets to any one person. In addition, some of the agreements that govern our indebtedness contain financial covenants that will require us to maintain certain financial ratios. The ability of us and our subsidiaries to comply with these provisions may be affected by events beyond our control. Failure to comply with these covenants could result in an event of default, which, if not cured or waived, could accelerate our repayment obligations.

The unaudited pro forma condensed combined financial information included in this prospectus is preliminary and the actual financial condition and results of operations after the CareFusion Acquisition may differ materially.

The unaudited pro forma condensed combined financial information in this prospectus is presented for illustrative purposes only and is not necessarily indicative of what our actual financial condition or results of operations would have been had the CareFusion Acquisition been completed on the dates indicated. The unaudited pro forma condensed combined financial information reflects adjustments, which are based upon assumptions, preliminary estimates and accounting reclassifications, to record the CareFusion identifiable assets acquired and liabilities assumed at fair value and the resulting goodwill recognized. Accordingly, the final acquisition accounting adjustments may differ materially from the pro forma adjustments reflected in this prospectus.

Uncertainties associated with our integration efforts may cause a loss of management personnel and other key employees, which could adversely affect the future business and operations of the combined company.

The successful integration of CareFusion into our company will depend in part upon our ability to retain key management personnel and other key employees of CareFusion and BD. Current and prospective employees of CareFusion and BD may experience uncertainty about their future roles with the combined company during the integration process, which may materially adversely affect the ability of each of CareFusion and us to attract and retain key personnel. Accordingly, no assurance can be given that the combined company will be able to retain key management personnel and other key employees of CareFusion and BD.

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Risks Related To The CareFusion Business

CareFusion may be unable to effectively enhance its existing products or introduce and market new products or may fail to keep pace with advances in technology.

The healthcare industry is characterized by evolving technologies and industry standards, frequent new product introductions, significant competition and dynamic customer requirements that may render existing products obsolete or less competitive. As a result, CareFusion s position in the industry could erode rapidly due to unforeseen changes in the features and functions of competing products, as well as the pricing models for such products. The success of its business depends on its ability to enhance its existing products and to develop and introduce new products and adapt to these changing technologies and customer requirements. The success of new product development depends on many factors, including its ability to anticipate and satisfy customer needs, obtain regulatory approvals and clearances on a timely basis, develop and manufacture products in a cost-effective and timely manner, maintain advantageous positions with respect to intellectual property and differentiate its products from those of its competitors. To compete successfully in the marketplace, CareFusion must make substantial investments in new product development whether internally or externally through licensing, acquisitions or joint development agreements. CareFusion s failure to enhance its existing products or introduce new and innovative products in a timely manner could have an adverse effect on the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

Even if CareFusion is able to develop, manufacture and obtain regulatory approvals and clearances for its new products, the success of those products would depend upon market acceptance. Levels of market acceptance for its new products could be affected by several factors, including:

- the availability of alternative products from its competitors;
- the price and reliability of its products relative to that of its competitors;
- the timing of its market entry; and
- its ability to market and distribute its products effectively.

CareFusion is subject to complex and costly regulation.

CareFusion s products are subject to regulation by the FDA and other national, supranational, federal and state governmental authorities. It can be costly and time-consuming to obtain regulatory clearance and/or approval to market a medical device or other product. Clearance and/or approval might not be granted for a new or modified device or other product on a timely basis, if at all. Regulations are subject to change as a result of legislative, administrative or judicial action, which may further increase its costs or reduce sales. Unless an exception applies, the FDA requires that the manufacturer of a new medical device or a new indication for use of, or other significant change in, an existing medical device obtain either 510(k) pre-market clearance or pre-market approval before those products can be marketed or sold in the United States. Modifications or enhancements to a product that could significantly affect its safety or effectiveness, or that would constitute a major change in the intended use of the device, technology, materials, labeling, packaging, or manufacturing process may also require a new 510(k) clearance. The FDA has

indicated that it intends to continue to enhance its pre-market requirements for medical devices. Although the future impact of these initiatives cannot be predicted with certainty, it appears that the time and cost to get many of CareFusion s medical devices to market could increase significantly.

In addition, CareFusion is subject to regulations that govern manufacturing practices, product labeling and advertising, and adverse-event reporting that apply after CareFusion has obtained

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clearance or approval to sell a product. CareFusion s failure to maintain clearances or approvals for existing products, to obtain clearance or approval for new or modified products, or to adhere to regulations for manufacturing, labeling, advertising or adverse event reporting could adversely affect the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion. Further, if CareFusion determines a product manufactured or marketed by CareFusion does not meet its specifications, published standards or regulatory requirements, CareFusion may seek to correct the product or withdraw the product from the market, which could have an adverse effect on CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion. Many of CareFusion s facilities and procedures, and those of its suppliers are subject to ongoing oversight, including periodic inspection by governmental authorities. Compliance with production, safety, quality control and quality assurance regulations can be costly and time-consuming. In September 2013, the FDA also issued a final rule regarding the Unique Device Identification (UDI) System that will be phased in over seven years. The UDI System will require manufacturers to mark certain medical devices distributed in the United States with unique identifiers. While the FDA expects that the UDI System will help track products during recalls and improve patient safety, it will require CareFusion to make changes to its manufacturing and labeling, which could increase its costs.

The sales and marketing of medical devices is under increased scrutiny by the FDA and other enforcement bodies. If CareFusion s sales and marketing activities fail to comply with FDA regulations or guidelines, or other applicable laws, CareFusion may be subject to warnings or enforcement actions from the FDA or other enforcement bodies. A number of companies in the healthcare industry have been the subject of enforcement actions related to their sales and marketing practices, including their relationships with doctors and off-label promotion of products. In 2011 and 2012, CareFusion received federal administrative subpoenas from the Department of Justice and the Office of Inspector General (OIG) of the Department of Health and Human Services requesting documents and other materials primarily related to its sales and marketing practices for its ChloraPrep skin preparation product and information regarding its relationships with healthcare professionals. In April 2013, CareFusion announced that it had reached an agreement in principle to resolve the government s allegations. In connection with these matters, CareFusion also entered into a non-prosecution agreement and agreed to continue to cooperate with the government. During the fiscal year ended June 30, 2013, CareFusion recorded a $41 million charge to establish a reserve for the amount of the expected payment. In January 2014, CareFusion entered into a final settlement agreement with the government, and CareFusion paid the settlement. If CareFusion were to become the subject of an enforcement action, including any action resulting from the investigation by the Department of Justice or OIG, it could result in negative publicity, penalties, fines, the exclusion of its products from reimbursement under federally-funded programs and/or prohibitions on the ability to sell its products, which could have an adverse effect on the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

While we will institute a compliance program for the combined company based on current best practices, we cannot assure you that, immediately following the consummation of the acquisition of CareFusion, CareFusion will be in full compliance with all potentially applicable regulations. The evolving and complex nature of regulatory requirements, the broad authority and discretion of the FDA and other national, supranational, federal and state government authorities and the high level of regulatory oversight creates a continuing possibility that we may be adversely affected by regulatory actions.

Cost-containment efforts of CareFusion s customers, purchasing groups, third-party payers and governmental organizations could adversely affect CareFusion s sales and profitability.

Many existing and potential customers for CareFusion s products within the United States are members of group purchasing organizations (GPOs) and integrated delivery networks (IDNs) in an

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effort to reduce costs. GPOs and IDNs negotiate pricing arrangements with healthcare product manufacturers and distributors and offer the negotiated prices to affiliated hospitals and other members. Due to the highly competitive nature of the GPO and IDN contracting processes, CareFusion may not be able to obtain or maintain contract positions with major GPOs and IDNs across its product portfolio. Furthermore, the increasing leverage of organized buying groups may reduce market prices for its products, thereby reducing the profitability of the CareFusion business we acquire.

While having a contract with a GPO or IDN can facilitate sales to members of that GPO or IDN, it is no assurance that the sales volume of those products will be maintained. The members of such groups may choose to purchase from CareFusion s competitors due to the price or quality offered by these competitors, which could result in a decline in the sales and profitability of the CareFusion business we acquire.

In addition, CareFusion s capital equipment products typically represent a sizeable initial capital expenditure for healthcare organizations. Changes in the budgets of these organizations, the timing of spending under these budgets and conflicting spending priorities, including changes resulting from adverse economic conditions, can have a significant effect on the demand for its capital equipment products and related services. In addition, the implementation of healthcare reform in the United States, which may reduce or eliminate the amount that healthcare organizations may be reimbursed for its capital equipment products and related services, could further impact demand. Any such decreases in expenditures by these healthcare organizations and decreases in demand for its capital equipment products and related services could have an adverse effect on the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

Distributors of CareFusion s products may begin to negotiate terms of sale more aggressively in an effort to increase their profitability. Failure to negotiate distribution arrangements having advantageous pricing or other terms of sale could adversely affect its results of operations and financial condition. In addition, if CareFusion fails to implement distribution arrangements successfully, that could cause CareFusion to lose market share to its competitors.

Outside the United States, CareFusion has experienced downward pricing pressure due to the concentration of purchasing power in centralized governmental healthcare authorities and increased efforts by these authorities to lower healthcare costs. CareFusion s failure to offer acceptable prices to these customers could adversely affect the sales and profitability of CareFusion and/or our combined company in these markets and the benefits we expect to achieve as a result of the acquisition of CareFusion.

Challenging economic conditions have and may continue to adversely affect CareFusion s business, results of operations and financial condition.

CareFusion continues to face the effects of challenging economic conditions, which have impacted the economy and the economic outlook of the United States, Europe and other parts of the world. These challenging economic conditions, along with depressed levels of consumer and commercial spending, have caused, and may continue to cause its customers to reduce, modify, delay or cancel plans to purchase its products and have caused and may continue to cause vendors to reduce their output or change terms of sales. CareFusion has observed certain hospitals delaying as well as prioritizing capital purchasing decisions, which has had, and is expected to continue to have, an adverse impact on the financial results of the CareFusion business we acquire into the foreseeable future.

In addition, CareFusion s customers in and outside of the United States, including foreign governmental entities or other entities that rely on government healthcare systems or government

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funding, may be unable to pay their obligations on a timely basis or to make payment in full. If its customers cash flow or operating and financial performance deteriorate or fail to improve, or if they are unable to make scheduled payments or obtain credit, they may not be able to pay, or may delay payment of, accounts receivable owed to CareFusion. These conditions may also adversely affect certain of its suppliers, which could cause a disruption in its ability to produce its products.

CareFusion also extends credit through an equipment leasing program for a substantial portion of sales to its dispensing product customers. This program, and any similar programs that CareFusion may establish for sales of its other capital equipment, expose CareFusion to certain risks. CareFusion is subject to the risk that if these customers fail to pay or delay payment for the products they purchase from CareFusion, it could result in longer payment cycles, increased collection costs, defaults exceeding its expectations and an adverse impact on the cost or availability of financing. These risks related to its equipment leasing program may be exacerbated by a variety of factors, including adverse economic conditions, decreases in demand for its capital equipment products and negative trends in the businesses of its leasing customers.

Any inability of current and/or potential customers to pay CareFusion for its products or any demands by vendors for different payment terms may adversely affect the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

CareFusion may be unable to protect its intellectual property rights or may infringe on the intellectual property rights of others.

CareFusion relies on a combination of patents, trademarks, copyrights, trade secrets and nondisclosure agreements to protect its proprietary intellectual property. CareFusion s efforts to protect its intellectual property and proprietary rights may not be sufficient. CareFusion cannot be sure that its pending patent applications will result in the issuance of patents to CareFusion, that patents issued to or licensed by CareFusion in the past or in the future will not be challenged or circumvented by competitors or that these patents will remain valid or sufficiently broad to preclude its competitors from introducing technologies similar to those covered by its patents and patent applications. In addition, its ability to enforce and protect its intellectual property rights may be limited in certain countries outside the United States, which could make it easier for competitors to capture market position in such countries by utilizing technologies that are similar to those developed or licensed by CareFusion.

Competitors also may harm its sales by designing products that mirror the capabilities of its products or technology without infringing its intellectual property rights. If CareFusion does not obtain sufficient protection for its intellectual property, or if CareFusion is unable to effectively enforce its intellectual property rights, its competitiveness could be impaired, which would limit the growth and future revenue of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

CareFusion operates in an industry characterized by extensive patent litigation. Patent litigation is costly to defend and can result in significant damage awards, including treble damages under certain circumstances, and injunctions that could prevent the manufacture and sale of affected products or force CareFusion to make significant royalty payments in order to continue selling the affected products. At any given time, CareFusion is involved as either a plaintiff or a defendant in a number of patent infringement actions, the outcomes of which may not be known for prolonged periods of time. CareFusion expects that it may face additional claims of patent infringement in the future. A successful claim of patent or other intellectual property infringement against CareFusion could adversely affect the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

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Defects or failures associated with CareFusion s products and/or its quality system could lead to the filing of adverse event reports, product recalls or safety alerts with associated negative publicity and could subject CareFusion to regulatory actions.

Manufacturing flaws, component failures, design defects, off-label uses or inadequate disclosure of product-related information could result in an unsafe condition or the injury or death of a patient. These problems could lead to a recall of, or issuance of a safety alert relating to CareFusion s products and result in significant costs and negative publicity. Due to the strong name recognition of its brands, an adverse event involving one of CareFusion s products could result in reduced market acceptance and demand for all products within that brand, and could harm its reputation and its ability to market its products in the future. In some circumstances, adverse events arising from or associated with the design, manufacture or marketing of CareFusion s products could result in the suspension or delay of regulatory reviews of its applications for new product approvals or clearances. CareFusion may also voluntarily undertake a recall of its products, temporarily shut down production lines, or place products on a shipping hold based on internal safety and quality monitoring and testing data.

CareFusion s future operating results will depend on its ability to sustain an effective quality control system and effectively train and manage its employee base with respect to its quality system. CareFusion s quality system plays an essential role in determining and meeting customer requirements, preventing defects and improving its products and services. While CareFusion has a network of quality systems throughout its business lines and facilities, quality and safety issues may occur with respect to any of its products. A quality or safety issue may result in a public warning letter from the FDA, or potentially a consent decree. In June 2014, CareFusion received a warning letter from the FDA related to its facility in Vernon Hills, Illinois, which CareFusion is working to address. CareFusion is also operating under an amended consent decree with the FDA, as discussed in the next risk factor. In addition, CareFusion may be subject to product recalls or seizures, monetary sanctions, injunctions to halt manufacturing and distribution of products, civil or criminal sanctions, refusal of a government to grant clearances or approvals or delays in granting such clearances or approvals, import detentions of products made outside the United States, restrictions on operations or withdrawal or suspension of existing approvals. Any of the foregoing events could disrupt its business and have an adverse effect on the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

CareFusion is currently operating under an amended consent decree with the FDA and its failure to comply with the requirements of the amended consent decree may have an adverse effect on its business.

CareFusion is operating under an amended consent decree with the FDA related to its infusion pump business in the United States. CareFusion entered into a consent decree with the FDA in February 2007 related to its Alaris SE pumps, and in February 2009, CareFusion and the FDA amended the consent decree to include all infusion pumps manufactured by or for its subsidiary that manufactures and sells infusion pumps in the United States. In accordance with the amended consent decree, and in addition to the requirements of the original consent decree, CareFusion implemented a corrective action plan to bring the Alaris System and all other infusion pumps in use in the United States market into compliance, had its infusion pump facilities inspected by an independent expert and had its recall procedures and all ongoing recalls involving its infusion pumps inspected by an independent recall expert. In July 2010, the FDA notified CareFusion that it could proceed to the audit inspection phase of the amended consent decree, which included the requirement to retain an independent expert to conduct periodic audits of its infusion pump facilities over a four-year period. While CareFusion is no longer subject to these periodic audits, the FDA maintains the ability to conduct inspections of its infusion pump facilities. The costs associated with any such inspections and any actions that CareFusion may need to take as a result could be significant.

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CareFusion has no reserves associated with compliance with the amended consent decree. As such, CareFusion may be obligated to pay more costs in the future because, among other things, the FDA may determine that CareFusion is not fully compliant with the amended consent decree and therefore impose penalties under the amended consent decree, and/or CareFusion may be subject to future proceedings and litigation relating to the matters addressed in the amended consent decree. Moreover, the matters addressed in the amended consent decree could lead to negative publicity that could have an adverse impact on its business. The amended consent decree authorizes the FDA, in the event of any violations in the future, to order CareFusion to cease manufacturing and distributing, recall products and take other actions. CareFusion may also be required to pay monetary damages if it fails to comply with any provision of the amended consent decree. Any of the foregoing matters could disrupt its business and have an adverse effect on the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

CareFusion may incur product liability losses and other litigation liability.

CareFusion is, and may be in the future, subject to product liability claims and lawsuits, including potential class actions, alleging that its products have resulted or could result in an unsafe condition or injury. Any product liability claim brought against CareFusion, with or without merit, could be costly to defend and could result in settlement payments and adjustments not covered by or in excess of insurance. In addition, CareFusion may not be able to obtain insurance on terms acceptable to CareFusion or at all because insurance varies in cost and can be difficult to obtain. CareFusion s failure to successfully defend against product liability claims or maintain adequate insurance coverage could have an adverse effect on the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

CareFusion is involved in a number of legal proceedings. Legal proceedings are inherently unpredictable, and the outcome can result in excessive verdicts and/or injunctive relief that may affect how CareFusion operates its business, or CareFusion may enter into settlements of claims for monetary damages that exceed its insurance coverage, if any. In addition, the results of future legislative activity or future court decisions, any of which could lead to an increase in regulatory investigations or its exposure to litigation cannot be predicted. Any such proceedings or investigations, regardless of the merits, may result in substantial costs, the diversion of management s attention from other business concerns and additional restrictions on CareFusion s sales or the use of its products, which could disrupt its business and have an adverse effect on the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

CareFusion relies on the performance of its information technology systems, the failure of which could have an adverse effect on its business and performance.

CareFusion s business requires the continued operation of sophisticated information technology systems and network infrastructure. These systems are vulnerable to interruption by fire, power loss, system malfunction, computer viruses, cyber-attacks and other events, which are beyond its control. Systems interruptions could reduce CareFusion s ability to manufacture and provide service for its products, and could have an adverse effect on the operations and financial performance of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion. The level of protection and disaster-recovery capability varies from site to site, and there can be no guarantee that any such plans, to the extent they are in place, will be totally effective. In addition, security breaches of its information technology systems could result in the misappropriation or

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unauthorized disclosure of confidential information belonging to CareFusion, its employees, partners, customers, or its suppliers, which may result in significant costs and government sanctions. In particular, if CareFusion is unable to adequately safeguard individually identifiable health information, CareFusion may be subject to additional liability under domestic and international laws respecting the privacy and security of health information which may reduce the benefits we expect to achieve as a result of the acquisition of CareFusion.

CareFusion also is pursuing initiatives to transform its information technology systems and processes. Many of its business lines use disparate systems and processes, including those required to support critical functions related to its operations, sales, and financial close and reporting. CareFusion is implementing new systems to better streamline and integrate critical functions, which CareFusion expects to result in improved efficiency and, over time, reduced costs. While CareFusion believes these initiatives provide significant opportunity for CareFusion, they do expose CareFusion to inherent risks. CareFusion may suffer data loss or delays or other disruptions to its business, which could have an adverse effect on its results of operations and financial condition. If CareFusion fails to successfully implement new information technology systems and processes, CareFusion may fail to realize cost savings anticipated to be derived from these initiatives which may reduce the benefits we expect to achieve as a result of the acquisition of CareFusion.

An interruption in CareFusion s ability to manufacture its products, an inability to obtain key components or raw materials or an increase in the cost of key components or raw materials may adversely affect its business.

Many of CareFusion s key products are manufactured at single locations, with limited alternate facilities. If CareFusion experiences damage to one or more of its facilities, or its manufacturing capabilities are otherwise limited or stopped due to quality, regulatory or other reasons, it may not be possible to timely manufacture the relevant products at previous levels or at all. In addition, if the capabilities of its suppliers and component manufacturers are limited or stopped, due to quality, regulatory or other reasons, it could negatively impact its ability to manufacture its products and could expose CareFusion to regulatory actions. Further, for reasons of quality assurance or cost effectiveness, CareFusion purchases certain components and raw materials from sole suppliers. CareFusion may not be able to quickly establish additional or replacement sources for certain components or materials. A reduction or interruption in manufacturing, or an inability to secure alternative sources of raw materials or components that are acceptable to CareFusion, could have an adverse effect on the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

Due to the highly competitive nature of the healthcare industry and the cost containment efforts of its customers and third-party payers, CareFusion may be unable to pass along cost increases for key components or raw materials through higher prices to its customers. If the cost of key components or raw materials increases and CareFusion is unable fully to recover these increased costs through price increases or offset these increases through other cost reductions, CareFusion and/or our combined company could experience lower margins and profitability.

New regulations related to conflict minerals may increase CareFusion s costs and adversely affect its business.

CareFusion is subject to the SEC s newly adopted regulations, which require CareFusion to determine whether its products contain certain specified minerals, referred to under the regulations as conflict minerals, and, if so, to perform an extensive inquiry into its supply chain, in an effort to determine whether or not such conflict minerals originate from the Democratic Republic of Congo (DRC), or an adjoining country. CareFusion has determined that certain of its products contain such

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specified minerals and CareFusion has developed a process to identify where such minerals originated. As of the date of its conflict minerals report for the 2013 calendar year, CareFusion was unable to determine whether or not such minerals originate from the DRC or an adjoining country. CareFusion filed its Conflict Minerals Disclosure report on June 2, 2014. CareFusion expects to incur additional costs to comply with these disclosure requirements, including costs related to determining the sources of the specified minerals used in its products, in addition to the cost of any changes to products, processes, or sources of supply as a consequence of such verification activities, which may adversely affect the CareFusion business we acquire. In addition, the number of suppliers who provide conflict-free minerals may be limited, which may make it difficult to satisfy those customers who require that all of the components of CareFusion s products be certified as conflict-free, and could place it at a competitive disadvantage if it is unable to do so.

CareFusion may engage in strategic transactions, including acquisitions, investments, or joint development agreements that may have an adverse effect on its business.

CareFusion may pursue transactions, including acquisitions of complementary businesses, technology licensing arrangements and joint development agreements to expand its product offerings and geographic presence as part of its business strategy, which could be material to its financial condition and results of operations. CareFusion may not complete transactions in a timely manner, on a cost-effective basis, or at all, and CareFusion may not realize the expected benefits of any acquisition, license arrangement or joint development agreement. Other companies may compete with CareFusion for these strategic opportunities. CareFusion also could experience negative effects on its results of operations and financial condition from acquisition-related charges, amortization of intangible assets and asset impairment charges, and other issues that could arise in connection with, or as a result of, the acquisition of an acquired company or business, including issues related to internal control over financial reporting, regulatory or compliance issues and potential adverse short-term effects on results of operations through increased costs or otherwise. These effects, individually or in the aggregate, could cause a deterioration of its credit profile and/or ratings and result in reduced availability of credit to CareFusion or in increased borrowing costs and interest expense.

CareFusion could experience difficulties, expenditures, or other risks in integrating an acquired company, business, or technology, including, among others:

diversion of management resources and focus from ongoing business matters;

retention of key employees following an acquisition;

demands on its operational resources and financial and internal control systems;

integration of an acquired company s corporate and administrative functions and personnel;

liabilities of the acquired company, including litigation or other claims; and

consolidation of research and development operations.

In addition, CareFusion may face additional risks related to foreign acquisitions, including risks related to cultural and language differences and particular economic, currency, political, and regulatory risks associated with specific countries. If an acquired business fails to operate as anticipated or cannot be successfully integrated with its existing business, the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion could be adversely affected.

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CareFusion may engage in the divestiture of some of its non-core product lines which may have an adverse effect on its business.

CareFusion s business strategy involves assessing its portfolio of products with a view of divesting non-core product lines that do not align with its objectives. Any divestitures prior to or following completion of the acquisition of CareFusion may result in a dilutive impact to its future earnings, as well as significant write-offs, including those related to goodwill and other intangible assets, which could have a material adverse effect on its results of operations and financial condition. Divestitures could involve additional risks, including difficulties in the separation of operations, services, products and personnel, the diversion of management s attention from other business concerns, the disruption of its business and the potential loss of key employees. CareFusion may not be successful in managing these or any other significant risks that CareFusion encounter in divesting a product line which may affect the CareFusion business we acquire.

CareFusion may face significant uncertainty in the industry due to government healthcare reform.

Political, economic and regulatory influences are subjecting the healthcare industry to fundamental changes. In March 2010, comprehensive healthcare reform legislation was signed into law in the United States through the passage of the Patient Protection and Affordable Health Care Act and the Health Care and Education Reconciliation Act (PPACA). Among other initiatives, the legislation implemented a 2.3% annual excise tax on the sales of certain medical devices in the United States, effective January 2013. As this excise tax is recorded as a selling, general and administrative expense, it has and will continue to have, an adverse effect on CareFusion s operating expenses and results of operations. In fiscal year 2014, CareFusion paid approximately $23 million related to the medical device tax. CareFusion currently expects the impact of the tax to be approximately $25 million in fiscal year 2015 and annually thereafter. In addition, the PPACA significantly alters Medicare and Medicaid reimbursements for medical services and medical devices, which could result in downward pricing pressure and decreased demand for CareFusion s products. As additional provisions of healthcare reform are implemented, CareFusion anticipates that Congress, regulatory agencies and certain state legislatures will continue to review and assess alternative healthcare delivery systems and payment methods with the objective of ultimately reducing healthcare costs and expanding access. CareFusion cannot predict with certainty what healthcare initiatives, if any, will be implemented at the state level, or what ultimate effect federal healthcare reform or any future legislation or regulation may have on its customers purchasing decisions regarding its products and services. However, the implementation of new legislation and regulation may lower reimbursements for its products, reduce medical procedure volumes and adversely affect the business, possibly materially, of CareFusion and/ or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

CareFusion is subject to risks associated with doing business outside of the United States.

CareFusion s operations outside of the United States are subject to risks that are inherent in conducting business under non-United States laws, regulations and customs. Sales to customers outside of the United States made up approximately 23% of its revenue in the fiscal year ended June 30, 2014, and CareFusion expects that non-United States sales will contribute to future growth as CareFusion continues to focus on expanding its operations in markets outside the United States. The risks associated with CareFusion s operations outside the United States include:

- healthcare reform legislation;

changes in medical reimbursement policies and programs;

changes in non-United States government programs;

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multiple non-United States regulatory requirements that are subject to change and that could restrict its ability to manufacture and sell its products;

possible failure to comply with anti-bribery laws such as the FCPA and similar anti-bribery laws in other jurisdictions;

different local medical practices, product preferences and product requirements;

possible failure to comply with trade protection and restriction measures and import or export licensing requirements;

difficulty in establishing, staffing and managing non-United States operations;

different labor regulations or work stoppages or strikes;

changes in environmental, health and safety laws;

potentially negative consequences from changes in or interpretations of tax laws, including changes regarding taxation of income earned outside the United States;

political instability and actual or anticipated military or political conflicts;

economic instability, including the European financial crisis or other economic instability in other parts of the world and the impact on interest rates, inflation and the credit worthiness of its customers;

uncertainties regarding judicial systems and procedures;

minimal or diminished protection of intellectual property in some countries; and

regulatory changes that may place its products at a disadvantage.

These risks, individually or in the aggregate, could have an adverse effect on the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion. For example, CareFusion is subject to compliance with The Foreign Corrupt Practices Act of 1977, as amended, and similar anti-bribery laws, which generally prohibit companies and their intermediaries from making improper payments to foreign government officials for the purpose of obtaining or retaining business. While its employees and agents are required to comply with these laws, CareFusion cannot be sure that its internal policies

and procedures will always protect CareFusion from violations of these laws, despite its commitment to legal compliance and corporate ethics. The occurrence or allegation of these types of risks may adversely affect the business, performance, prospects, value, financial condition, and results of operations of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

CareFusion is also exposed to a variety of market risks, including the effects of changes in foreign currency exchange rates. If the United States dollar strengthens in relation to the currencies of other countries such as the Euro, where CareFusion sells its products, its United States dollar reported revenue and income will decrease. Additionally, CareFusion incurs significant costs in foreign currencies and a fluctuation in those currencies value can negatively impact manufacturing and selling costs. Changes in the relative values of currencies occur regularly and, in some instances, could have an adverse effect on the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

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CareFusion is subject to healthcare fraud and abuse regulations that could result in significant liability, require CareFusion to change its business practices and restrict its operations in the future.

CareFusion is subject to various United States federal, state and local laws targeting fraud and abuse in the healthcare industry, including anti-kickback and false claims laws. Violations of these laws are punishable by criminal or civil sanctions, including substantial fines, imprisonment and exclusion from participation in healthcare programs such as Medicare and Medicaid. These laws and regulations are wide ranging and subject to changing interpretation and application, which could restrict CareFusion s sales or marketing practices. Furthermore, since many of CareFusion s customers rely on reimbursement from Medicare, Medicaid and other governmental programs to cover a substantial portion of their expenditures, its exclusion from such programs as a result of a violation of these laws could have an adverse effect on the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

Tax legislation initiatives or challenges to CareFusion s tax positions could adversely affect its results of operations and financial condition.

CareFusion is a large multinational corporation with operations in the United States and international jurisdictions. As such, CareFusion is subject to the tax laws and regulations of the United States federal, state and local governments and of many international jurisdictions. From time to time, various legislative initiatives may be proposed that could adversely affect its tax positions. CareFusion cannot be sure that its effective tax rate or tax payments will not be adversely affected by these initiatives. In addition, United States federal, state and local, as well as international, tax laws and regulations are extremely complex and subject to varying interpretations. There can be no assurance that CareFusion s tax positions will not be challenged by relevant tax authorities or that CareFusion would be successful in any such challenge.

CareFusion s reserves against disputed tax obligations may ultimately prove to be insufficient.

CareFusion and Cardinal Health are currently before the Internal Revenue Service (IRS) Appeals office for fiscal years 2006 and 2007, CareFusion intends to appeal various Notices of Proposed Adjustment for fiscal years 2008 through 2010, and CareFusion is currently subject to IRS audits for fiscal years 2011 through 2013. The IRS audits for periods prior to CareFusion s spinoff from Cardinal Health on August 31, 2009, are part of Cardinal Health s tax audit of its federal consolidated returns. The IRS audits for fiscal years 2011 through 2013, relate to federal consolidated returns filed by CareFusion following the spinoff. The tax matters agreement that CareFusion entered into with Cardinal Health in connection with the spinoff generally provides that the control of audit proceedings and payment of any additional liability related to its business is its responsibility.

During the quarter ended December 31, 2010, CareFusion received an IRS Revenue Agent s Report for fiscal years 2006 and 2007 that included Notices of Proposed Adjustment related to transfer pricing arrangements between foreign and domestic subsidiaries. Also, during the quarter ended March 31, 2014, CareFusion received Notices of Proposed Adjustment for fiscal years 2008 and 2009 for additional taxes related to certain foreign earnings. CareFusion and Cardinal Health disagree with the IRS regarding its application of the United States Treasury regulations to the arrangements under review and the valuations underlying such adjustments and intend to vigorously contest them. In addition, during the quarter ended December 31, 2014, CareFusion received an IRS Revenue Agent s Report for fiscal year 2010 that included a Notice of Proposed Adjustment for additional taxes related to certain foreign earnings. CareFusion expects to appeal this Notice of Proposed Adjustment.

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CareFusion has regularly reviewed its tax reserves and made adjustments to its reserves when appropriate. Accounting for tax reserves involves complex and subjective estimates by management, which can change over time based on new information or changing events or circumstances, including events or circumstances outside of its control. Although CareFusion believes that it has provided appropriate tax reserves for any potential tax exposures, CareFusion may not be fully reserved and it is possible that CareFusion may be obligated to pay amounts in excess of its reserves. Any future change in estimate or obligation could adversely affect the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

If there is a determination that the separation of CareFusion from Cardinal Health is taxable for United States federal income tax purposes because the facts, assumptions, representations or undertakings underlying the IRS ruling or tax opinions are incorrect or for any other reason, then CareFusion could incur significant liabilities.

In connection with CareFusion s separation from Cardinal Health, Cardinal Health received a private letter ruling from the IRS substantially to the effect that, among other things, the contribution and the distribution qualified as a transaction that is tax-free for United States federal income tax purposes under Sections 355(a) and 368(a)(1)(D) of the Internal Revenue Code. In addition, Cardinal Health received opinions of Weil, Gotshal & Manges LLP and Wachtell, Lipton, Rosen & Katz, co-counsel to Cardinal Health, to the effect that the contribution and the distribution qualified as a transaction that is described in Sections 355(a) and 368(a)(1)(D) of the Code. The ruling and opinions relied on certain facts, assumptions, representations and undertakings from Cardinal Health and CareFusion regarding the past and future conduct of the companies respective businesses and other matters. Notwithstanding the private letter ruling and opinions of tax counsel, the IRS could determine on audit that the separation is taxable if it determines that any of these facts, assumptions, representations or undertakings are not correct or have been violated or if it disagrees with the conclusions in the opinions that are not covered by the private letter ruling, or for other reasons, including as a result of certain significant changes in the stock ownership of Cardinal Health or CareFusion after the separation. If the separation is determined to be taxable for United States federal income tax purposes, CareFusion could incur significant liabilities which could reduce the benefits we expect to achieve as a result of the acquisition of CareFusion.

CareFusion s success depends on its ability to recruit and retain key personnel.

The success of CareFusion and/or our combined company will depend on the continued contributions of key research and development, sales, marketing and operations personnel. Experienced personnel in CareFusion s industry are in high demand and competition for their talents is intense. If CareFusion is unable to recruit and retain key personnel, the business of CareFusion and/or our combined company may be harmed. Achieving this objective may be difficult due to many factors, including the intense competition for such highly skilled personnel, fluctuations in global economic and industry conditions, competitors hiring practices, and the effectiveness of compensation programs. If CareFusion is unable to attract, retain and motivate such personnel in sufficient numbers and on a timely basis, it may experience difficulty in implementing its business strategy, which could have an adverse effect on the results of operations and financial condition of CareFusion and/or our combined company and the benefits we expect to achieve as a result of the acquisition of CareFusion.

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RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our historical ratio of earnings to fixed charges for the periods indicated, together with a pro forma ratio of earnings to fixed charges for the three months ended December 31, 2014 and the year ended September 30, 2014, giving effect to the acquisition of CareFusion and the transactions related thereto and completion of the exchange offers, assuming all of the CareFusion Notes are validly tendered for exchange for BD Notes prior to the Early Consent Date and accepted, as if they had occurred on October 1, 2013. This information should be read in conjunction with the consolidated financial statements and the accompanying notes incorporated by reference in this prospectus and the unaudited pro forma condensed combined financial information included in this prospectus.

	Pro Forma Three Months Ended December 31, 2014	Three Months Ended December 31, 2014	Pro Forma Year Ended September 30, 2014	Year Ended September 30, 2014	2013	2012	2011	2010
	(in millions except for the Ratio of Earnings to Fixed Charges)							
Earnings:								
Income from Continuing Operations Before Income Taxes	$ 245	$ 285	$ 1,412	$ 1,522	$ 1,165	$ 1,472	$ 1,618	$ 1,567
Interest Capitalized, Net(1)	(2)	(2)	(11)	(10)	(11)	(17)	(19)	(17)
Fixed Charges	129	54	532	191	194	191	145	109
Earnings as Adjusted	$ 372	$ 337	$ 1,933	$ 1,703	$ 1,348	$ 1,646	$ 1,744	$ 1,659
Fixed Charges:								
Interest Cost	$ 117(3)	$ 48(3)	$ 476	$ 167	$ 171	$ 169	$ 122	$ 88
Interest Allocable to Rental Expenses(2)	10	6	40	24	23	22	23	21
Amortization of Debt Expense	2		16					
Fixed Charges	$ 129	$ 54	$ 532	$ 191	$ 194	$ 191	$ 145	$ 109
Ratio of Earnings to Fixed Charges	2.9	6.2	3.6	8.9	6.9	8.6	12.0	15.2

(1) Includes amortization of capitalized interest less interest capitalized for the period.
(2) Portion of rent expense representing interest.
(3) Excludes approximately $35 million in commitment fees incurred in connection with a bridge loan facility during the three months ended December 31, 2014, that was entered into in connection with the acquisition of CareFusion.

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UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The preliminary unaudited pro forma condensed combined financial information and notes thereto set forth below give effect to the acquisition (the CareFusion Acquisition) of CareFusion Corporation (CareFusion) and related financing transactions (collectively, the Transactions) as if they had occurred as of the end of each period presented, with respect to the balance sheet, and as of October 1, 2013, for the statement of income. Certain financial information of CareFusion as presented in its consolidated financial statements has been reclassified to conform to the historical presentation of BD s consolidated financial statements for purposes of preparation of the unaudited pro forma condensed combined financial information. The unaudited pro forma condensed combined financial information shows the impact of the CareFusion Acquisition on the combined balance sheet and the combined income statement under the acquisition method of accounting with BD treated as the acquirer. Under this method of accounting, identifiable tangible and intangible assets acquired and liabilities assumed are recorded by BD at their estimated fair values as of the date the CareFusion Acquisition is completed. Any excess of the purchase price over the fair value of identified assets acquired and liabilities assumed is recognized as goodwill. The purchase price allocation adjustments are estimates and may be further refined as additional information becomes available following completion of the CareFusion Acquisition.

The unaudited pro forma condensed combined financial information has been prepared by management in accordance with the regulations of the SEC and is not necessarily indicative of the condensed consolidated financial position or results of operations that would have been realized had the CareFusion Acquisition occurred as of the dates indicated above, nor is it meant to be indicative of any anticipated condensed consolidated financial position or future results of operations that the combined company will experience after the CareFusion Acquisition. As required, the unaudited pro forma condensed combined financial information includes adjustments which give effect to events that are directly attributable to the CareFusion Acquisition and are factually supportable; as such, any planned adjustments affecting the balance sheet, income statement, or shares of common stock outstanding subsequent to the CareFusion Acquisition completion date are not included. The accompanying unaudited pro forma condensed combined income statement also does not include any expected cost savings or restructuring actions which may be achievable subsequent to the CareFusion Acquisition or the impact of any non-recurring activity and one-time transaction related costs.

The acquisition closed on March 17, 2015. The value of the consideration transferred for accounting purposes is based on the closing share price of BD s stock on the last trading day prior to the closing date of the transaction.

The unaudited pro forma condensed combined financial information is derived from and should be read in conjunction with (i) the audited consolidated financial statements (and notes thereto) of BD for the years ended September 30, 2014, 2013 and 2012 (which are available in BD s Annual report on Form 10-K for the fiscal year ended September 30, 2014, as revised by Exhibit 99.2 to BD s Current Report on Form 8-K, filed with the SEC on March 13, 2015) and the unaudited condensed consolidated financial statements (and notes thereto) of BD for the three month period ended December 31, 2014 (which are available in BD s Quarterly Report on Form 10-Q for the three month period ended December 31, 2014) and (ii) the audited consolidated financial statements (and notes thereto) of CareFusion for the years ended June 30, 2014, 2013 and 2012 and the unaudited condensed consolidated financial statements (and notes thereto) of CareFusion for the three month period ended September 30, 2014 (which are both available as Exhibit 99.1 to BD s Current Report on Form 8-K, filed with the SEC on December 4, 2014) and the unaudited condensed consolidated financial statements (and notes thereto) of CareFusion for the six month period ended December 31, 2014 (which are available as Exhibit 99.2 to BD s Current Report on Form 8-K, filed with the SEC on March 17, 2015).

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BECTON, DICKINSON, AND COMPANY

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET

AS OF DECEMBER 31, 2014

(In millions)	Historical BD	Historical CareFusion	Reclassifications[1]	Acquisition Adjustments[2]	Financing Adjustments[3]	Note References	Pro Forma Combined
Assets:							
Current Assets:							
Cash and cash equivalents	$ 8,540	$ 1,846	$	$ (10,308)	$ 1,490	5a, 5b	$ 1,568
Short-term investments	244						244
Trade receivables, net	1,031	517					1,548
Current Portion of Net Investment in Sales-Type Leases		228					228
Inventories:							
Materials	227	170		60		5g	457
Work in process	272	26		9		5g	307
Finished products	1,013	307		107		5g	1,427
Prepaid expenses, deferred taxes and other	784	181					965
Total Current Assets	12,111	3,275		(10,132)	1,490		6,744
Property, Plant and Equipment, Net	3,565	435	(101)	128		4, 5g	4,027
Goodwill	1,140	3,312		3,533		5e, 5k	7,985
Core and Developed Technology, Net	496		184	2,056		4, 5e, 5f	2,736
Other Intangible Assets, Net	324	972	(203)	3,276		4, 5e, 5f	4,369
Capitalized Software, Net	361		64	(64)		4	361
Investments in unconsolidated entities		104	(104)			4	
Net investment in sales-type leases, less current portion		1,009					1,009
Other Assets	506	91	160	49	2	4, 5i, 5j	808
Total Assets	$ 18,503	$ 9,198	$	$ (1,154)	$ 1,492		$ 28,039

Liabilities and Shareholders Equity

Current Liabilities:						
Short-term debt	$ 202	$ 4	$	$ 1,500	5a	$ 1,706
Payables and accrued expenses	1,878	689		(45)	5i	2,522
Total Current Liabilities	2,081	693		(45)	1,500	4,228
Long-Term Debt	9,940	1,988		145	5h	12,073
Long-Term Employee Benefit Obligations	983					983
Deferred Income Taxes and Other	432	1,010		1,955	5j	3,397
Total liabilities	13,436	3,691		2,055	1,500	20,682
Shareholders Equity:						
Common stock	333	2		14	5c, 5d	349
Capital in excess of par value	2,254	5,111		(2,581)	5b, 5c, 5d	4,784
Retained earnings	12,224	1,714		(1,962)	(8) 5d	11,968
Deferred compensation	20					20
Common shares in treasury at cost	(8,623)	(1,185)		1,185	5d	(8,623)
Accumulated other comprehensive (loss) income	(1,139)	(135)		135	5d	(1,139)
Total Shareholders Equity:	5,068	5,507		(3,209)	(8)	7,358
Total Liabilities and Shareholders Equity	$ 18,503	$ 9,198	$	$ (1,154)	$ 1,492	$ 28,039

Amounts may not add due to rounding.

(1) CareFusion s balance sheet as of December 31, 2014.

(2) See Note 2, 3, and 4 to the Unaudited Pro Forma Condensed Combined Financial Statements for a description of the presentation reclassifications included in this column.

(3) See Note 5 to the Unaudited Pro Forma Condensed Combined Financial Statements.

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BECTON, DICKINSON, AND COMPANY

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME

FOR THE THREE MONTHS ENDED DECEMBER 31, 2014

(In millions, except per share data)	Historical BD	Historical CareFusion	Reclassifications[1]	Acquisition Adjustments[2]	Financing Adjustments[3]	Note References	Pro Forma Combined
Revenues	$ 2,051	$ 922	$	$	$		$ 2,973
Cost of products sold	1,006	465	2	93		4, 6a	1,566
Selling and administrative expense	544	265	8	7		4, 6a	823
Research and development expense	129	49					178
Restructuring and acquisition integration charges		19	(19)			4	
Acquisition-related costs	23		9	(21)		4, 6d	11
Share of net (earnings) loss of equity method investee		(2)	2			4	
Total Operating Costs and Expenses	1,702	796	2	78			2,578
Operating income	349	126	(2)	(78)			395
Interest expense	(76)		(26)	(4)	(45)	4, 6b	(151)
Interest income	10		1			4	11
Other (expense) income, net	2	(28)	27			4	1
Income Before Income Tax	285	98		(82)	(45)		256
Income tax provision	50	22		(29)	(16)	6c	27
Net income	$ 236	$ 76	$	$ (53)	$ (29)		$ 229
Per share amounts							
Basic	$ 1.22	$ 0.37					$ 1.10
Diluted	$ 1.20	$ 0.37					$ 1.07
Weighted average number of shares outstanding:							
Basic	192.8			15.9			208.7
Diluted	197.0			17.0			214.0

Amounts may not add due to rounding.

(1) CareFusion s statement of income for the three months ended September 30, 2014.
(2) See Note 4 to the Unaudited Pro Forma Condensed Combined Financial Statements.
(3) See Note 6 to the Unaudited Pro Forma Condensed Combined Financial Statements.

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BECTON, DICKINSON, AND COMPANY

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2014

(In millions, except per share data)	Historical BD	Historical CareFusion	Reclassifications[1]	Acquisition Adjustments[2]	Financing Adjustments[3]	Note References	Pro Forma Combined
Revenues	$ 8,446	$ 3,842	$	$	$		$ 12,288
Cost of products sold	4,145	1,934	14	372		4, 6a	6,465
Selling and administrative expense	2,145	1,061	29	28		4, 6a	3,263
Research and development expense	550	190					740
Restructuring and acquisition integration charges		43	(43)			4	
Gain on sale of assets		(4)	4			4	
Share of net (earnings) loss of equity method investee		(3)	3			4	
Total operating costs and expenses	6,840	3,221	7	400			10,468
Operating income	1,606	621	(7)	(400)			1,819
Interest expense	(135)		(89)	(17)	(213)	4, 6b	(454)
Interest income	46		3			4	49
Other (expense) income, net	5	(89)	93			4	9
Income From continuing operations before income taxes	1,522	532		(417)	(213)		1,423
Income tax provision	337	115		(146)	(75)	6c	231
Income from continuing operations	$ 1,185	$ 417	$	$ (271)	$ (138)		$ 1,192
Income from continuing operations per common share:							
Basic	$ 6.13	$ 1.99					$ 5.70
Diluted	$ 5.99	$ 1.96					$ 5.55

Weighted average number of shares outstanding:			
Basic	**193.3**	**15.9**	**209.2**
Diluted	**197.7**	**17.0**	**214.7**

(1) CareFusion s statement of income for the fiscal year ended June 30, 2014.
(2) See Note 4 to the Unaudited Pro Forma Condensed Combined Financial Statements.
(3) See Note 6 to the Unaudited Pro Forma Condensed Combined Financial Statements.

Note 1 Description of CareFusion Acquisition

On October 5, 2014, BD announced a definitive agreement under which BD would acquire CareFusion for $58 per share in cash and stock to create a global leader in medication management and patient safety solutions. The acquisition closed on March 17, 2015.

Pursuant to the agreement, BD acquired 100 percent of CareFusion at a purchase consideration of approximately $12.6 billion consisting of:

$10.0 billion in cash consideration; BD paid this consideration with $6.2 billion of senior unsecured notes issued in December 2014 and with available cash on hand as well as $500 million of commercial paper and $1 billion of term loan financing;

$2.3 billion of BD common stock issued to CareFusion stockholders and share award holders; and

$277 million of BD stock options and awards issued to holders of CareFusion options and awards.

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Under the terms of the transaction, CareFusion shareholders received $49.00 in cash and 0.0777 of a share of BD for each share of CareFusion. The value of the consideration transferred for accounting purposes is based on the closing share price of BD s stock on the last trading day prior to the closing date of the transaction, or $142.29.

Note 2 Basis of Pro Forma Presentation

The unaudited pro forma condensed combined financial information shows the impact of the CareFusion Acquisition on the combined balance sheet and the combined statements of income under the acquisition method of accounting with BD treated as the acquirer. The acquisition method of accounting, provided by ASC 805 *Business Combinations*, uses the fair value concepts defined in ASC 820 *Fair Value Measurement*. Under this method of accounting, the assets and liabilities of CareFusion are recorded by BD at the date of the CareFusion Acquisition at estimated fair values, where fair value is defined in ASC 820 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values of CareFusion s identifiable tangible and intangible assets acquired and liabilities assumed are based on fair value estimates as if the businesses had actually been combined as of December 31, 2014. Any excess of the purchase price over the fair value of identified assets acquired and liabilities assumed will be recognized as goodwill. Fair value measurements may require extensive use of significant estimates and management s judgment, and it is possible the application of reasonable judgment could produce varying results based on a range of alternative estimates using the same facts and circumstances. Since the CareFusion Acquisition has just been consummated, our access to information to make such estimates is limited. As such, certain market based assumptions were used when data was not available; however, management believes the fair values recognized for the assets to be acquired and liabilities to be assumed are based on reasonable estimates and assumptions. Subsequent to the CareFusion Acquisition completion date, there may be further refinements of the business combination adjustments as additional information becomes available. Increases or decreases in the fair value of certain balance sheet amounts and other items of CareFusion as compared to the information presented here may change the amount of the business combination adjustments to goodwill and other assets and liabilities and may impact the income statement due to adjustments in yield and/or amortization of adjusted assets and liabilities.

Note 3 Conforming Accounting Policies

BD is conducting a review of CareFusion s accounting policies in an effort to determine if differences in accounting policies require reclassification of CareFusion s results of operations or reclassification of assets or liabilities to conform to BD s accounting policies and classifications. As a result of that review, BD may identify differences between the accounting policies of the two companies that, when conformed, could have a material impact on these pro forma condensed combined financial statements. During the preparation of these unaudited pro forma condensed combined financial statements, BD was not aware of any material differences between the accounting policies of the two companies and accordingly, these unaudited pro forma condensed combined financial statements do not assume any material differences in accounting policies between the two companies.

Note 4 Reclassifications

Certain balances from the consolidated financial statements of CareFusion were reclassified to conform their presentation to that of BD:

The following reclassifications were made to the unaudited pro forma condensed combined balance sheet as of December 31, 2014 (in millions):

Description	December 31, 2014 Increase / (Decrease)
Property, plant, and equipment	$ (101)
Core and developed technology	184
Other intangibles, net	(203)
Capitalized Software, net	64
Investments in unconsolidated entities	(104)
Other assets	160

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The following reclassifications were made to the unaudited pro forma condensed combined income statements for the fiscal year ended September 30, 2014 and for the three months ended December 31, 2014 (in millions):

Description	September 30, 2014 Increase / (Decrease)	December 31, 2014 Increase / (Decrease)
Cost of products sold	$ 14	2
Selling and administrative expense	29	8
Restructuring and acquisition integration charges	(43)	(19)
Gain on sale of assets	4	
Acquisition-related costs		9
Share of net (earnings) loss of equity method investee	3	2
Interest expense	(89)	(26)
Interest income	3	1
Other (expense) income, net	93	27

Note 5 Unaudited Pro Forma Condensed Combined Balance Sheet Adjustments

This note should be read in conjunction with Note 1 Description of CareFusion Acquisition, Note 2 Basis of Pro Forma Presentation, Note 3 Conforming Accounting Policies, and Note 4 Reclassifications. Adjustments included in the columns Acquisition Adjustments and Financing Adjustments to the accompanying unaudited pro forma condensed combined balance sheet as at December 31, 2014 are represented, in part, by the following considerations arising out of the allocation of the purchase price to CareFusion s assets and liabilities (in millions):

Description	Note	Amount
Calculation of consideration transferred		
Cash consideration paid to CareFusion Stockholders	(5a)	$ 10,060
Fair value of common stock issued to CareFusion stockholders and share award holders	(5c)	2,269
Fair value of stock options and awards	(5b)	277
Total Consideration Transferred		$ 12,606
Recognized amounts of identifiable assets acquired and liabilities assumed		
Net book value of assets acquired	(5d)	$ 5,507
Less write-off of pre-existing CareFusion goodwill and intangible assets	(5e)	(4,284)
Adjusted net book value of assets acquired		1,223
Identifiable intangible assets at fair value	(5f)	6,285
Increase property, plant, and equipment to fair value	(5g)	83
Increase inventory to fair value	(5g)	176

Increase debt assumed to fair value	(5h)	(145)
Other fair value adjustments, net	(5i)	59
Deferred tax impact of fair value adjustments	(5j)	(1,920)
Total Goodwill	(5k)	**$ 6,845**

a. Cash outflows for acquisition adjustments represent cash consideration transferred of $49.00 per outstanding CareFusion share based on approximately 205.3 million shares outstanding at closing. Additional cash adjustments in the unaudited pro forma condensed combined balance sheet include $248 million in acquisition-related transaction costs as a reduction of cash with a corresponding decrease to retained earnings.

The cash consideration was partially funded by $6.2 billion of senior unsecured notes issued in December 2014. The remaining balance was funded by available cash and $500 million of commercial paper and a $1 billion term loan facility. In connection with obtaining the debt financing, $43 million of deferred financing costs have been recorded as of December 31, 2014 and $2 million of deferred financing costs are expected to be capitalized and amortized over the life of the underlying debt. In addition, $8 million of costs related to BD s bridge financing are reflected as a reduction of cash with a corresponding decrease to retained earnings.

b. BD issued stock options and awards in BD s shares to holders of CareFusion options and awards with an estimated fair value of approximately $277 million.