

BAXTER INTERNATIONAL INC  
Form 8-K  
March 25, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of earliest event reported) March 24, 2015**

**Baxter International Inc.**  
**(Exact name of registrant as specified in its charter)**

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

**1-4448**  
**(Commission File Number)**

**36-0781620**  
**(IRS Employer Identification No.)**

**One Baxter Parkway, Deerfield, Illinois**  
**(Address of principal executive offices)**

**(224) 948-2000**

**60015**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On March 24, 2015, the Bylaws of Baxter International Inc. (the Company ) were amended and restated to remove the mandatory director retirement age from Section 2 Article II. The foregoing description of the amendment and restatement of the Bylaws is qualified in its entirety by reference to the text of the Bylaws, as amended and restated on March 24, 2015, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Bylaws of Baxter International Inc., as amended and restated on March 24, 2015.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BAXTER INTERNATIONAL INC.

By: /s/ DAVID P. SCHARF  
David P. Scharf  
Corporate Vice President,  
General Counsel and  
Corporate Secretary

Date: March 25, 2015

**Exhibit Index**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                                              |
|------------------------|---------------------------------------------------------------------------------|
| 3.1                    | Bylaws of Baxter International Inc., as amended and restated on March 24, 2015. |