

DANAHER CORP /DE/
Form 8-A12B
July 08, 2015

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Danaher Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

2200 Pennsylvania Avenue, N.W., Suite 800W

Washington, D.C.
(Address of principal executive offices)

59-1995548
(I.R.S. Employer Identification No.)

20037-1701
(Zip Code)

DH Europe Finance S.A.

(Exact name of registrant as specified in its charter)

Luxembourg
(State or other jurisdiction of incorporation or organization)

98-1248015
(I.R.S. Employer Identification No.)

1B Heienhaff, L-1736

Senningerberg, Luxembourg

Grand Duchy of Luxembourg
(Address of principal executive offices)

L-1736
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| Floating Rate Senior Notes due 2017 | New York Stock Exchange |
| 1.000% Senior Notes due 2019 | New York Stock Exchange |
| 1.700% Senior Notes due 2022 | New York Stock Exchange |
| 2.500% Senior Notes due 2025 | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-203948

(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Danaher Corporation (Danaher) and DH Europe Finance S.A. (Danaher International and together with Danaher, the Registrants) have filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the Securities Act), a prospectus supplement, dated July 1, 2015 (the Prospectus Supplement) and the accompanying prospectus, dated June 15, 2015 (the Base Prospectus). The Prospectus Supplement relates to the 500,000,000 aggregate principal amount of Floating Rate Senior Notes due 2017, 600,000,000 aggregate principal amount of 1.000% Senior Notes due 2019, 800,000,000 aggregate principal amount of 1.700% Senior Notes due 2022 and 800,000,000 aggregate principal amount of 2.500% Senior Notes due 2025 (collectively, the Notes) issued by Danaher International. The Notes are fully and unconditionally guaranteed by Danaher. The Base Prospectus forms a part of the Registrants Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (File No. 333-203948), filed with the Commission on June 15, 2015 which amends the Registration Statement on Form S-3 (File No. 333-203948), filed with the Commission by Danaher on May 7, 2015 (as amended, the Registration Statement).

Item 1. Description of Registrant s Securities to be Registered.

The descriptions under the heading Description of Notes in the Prospectus Supplement and Description of Danaher International Debt Securities in the Base Prospectus are incorporated by reference herein. Copies of such descriptions will be filed with The New York Stock Exchange.

Item 2. Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 4.1 | Indenture, dated as of July 8, 2015, by and among DH Europe Finance S.A., as issuer, Danaher Corporation, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 of Danaher s Current Report on Form 8-K filed with the Commission on July 8, 2015). |
| 4.2 | First Supplemental Indenture, dated as of July 8, 2015, by and among DH Europe Finance S.A., as issuer, Danaher Corporation, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as calculation agent (incorporated by reference to Exhibit 4.2 of Danaher s Current Report on Form 8-K filed with the Commission on July 8, 2015). |
| 4.3 | Paying and Calculation Agency Agreement, dated as of July 8, 2015, by and among DH Europe Finance S.A., Danaher Corporation, The Bank of New York Mellon Trust Company, N.A. and The Bank of New York Mellon, London Branch, as paying and calculation agent (incorporated by reference to Exhibit 4.3 of Danaher s Current Report on Form 8-K filed with the Commission on July 8, 2015). |
| 4.4 | Form of Floating Rate Senior Notes due 2017 (included in Exhibit 4.2). |
| 4.5 | Form of 1.000% Senior Notes due 2019 (included in Exhibit 4.2). |
| 4.6 | Form of 1.700% Senior Notes due 2022 (included in Exhibit 4.2). |
| 4.7 | Form of 2.500% Senior Notes due 2025 (included in Exhibit 4.2). |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

DANAHER CORPORATION

Date: July 8, 2015

By: /s/ Daniel L. Comas

Name: Daniel L. Comas

Executive Vice President and Chief Financial

Title: Officer

DH EUROPE FINANCE S.A.

By: /s/ Frank T. McFaden

Name: Frank T. McFaden

Title: Category A. Manager