

ABBOTT LABORATORIES
Form S-8
September 29, 2003

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As Filed with the Securities and Exchange Commission on September 29, 2003.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

Abbott Laboratories

(Exact name of registrant as specified in its charter)

Illinois

(State or other jurisdiction of
incorporation or organization)

36-0698440

(I.R.S. Employer
Identification No.)

Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois

(Address of Principal Executive Offices)

60064-6400

(Zip Code)

ABBOTT LABORATORIES STOCK RETIREMENT PROGRAM

(Full Title of the Plan)

Jose M. de Lasa
Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064-6400

(Name and address of agent for service)

Telephone number, including area code, of agent for service: **(847) 937-5200**

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share(a) | Proposed Maximum Aggregate Offering Price(a) | Amount of Registration Fee(a) |
|---|------------------------------------|---|---|--|
| Common shares (without par value) | 18,310,136 | \$42.425 | \$776,807,519 | \$62,844 |

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Each person whose signature appears below constitutes and appoints Miles D. White and Jose M. de Lasa, Esq., and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|--------------------|
| <u>/s/ MILES D. WHITE</u> Miles D. White | Chairman of the Board, Chief Executive Officer, and Director | September 29, 2003 |
| <u>/s/ RICHARD A. GONZALEZ</u> Richard A. Gonzalez | President, Chief Operating Officer, Medical Products Group, and Director | September 29, 2003 |
| <u>/s/ JEFFREY M. LEIDEN</u> Jeffrey M. Leiden, M.D., Ph.D. | President, Chief Operating Officer, Pharmaceutical Products Group and Director | September 29, 2003 |
| <u>/s/ THOMAS C. FREYMAN</u> Thomas C. Freyman | Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer) | September 29, 2003 |
| <u>/s/ GREG W. LINDER</u> Greg W. Linder | Vice President, and Controller (Principal Accounting Officer) | September 29, 2003 |
| <u>/s/ ROXANNE S. AUSTIN</u> Roxanne S. Austin | Director | September 29, 2003 |

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| | | |
|---|----------|--------------------|
| <u>/s/ H. LAURANCE FULLER</u> H. Laurance Fuller | Director | September 29, 2003 |
| <u>/s/ JACK M. GREENBERG</u> Jack M. Greenberg | Director | September 29, 2003 |
| <u>/s/ DAVID A. L. OWEN</u> David A. L. Owen | Director | September 29, 2003 |

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| | | |
|--------------------------|----------|--------------------|
| /s/ BOONE POWELL, JR. | Director | September 29, 2003 |
| Boone Powell, Jr. | | |
| /s/ A. BARRY RAND | Director | September 29, 2003 |
| A. Barry Rand | | |
| /s/ W. ANN REYNOLDS | Director | September 29, 2003 |
| W. Ann Reynolds | | |
| /s/ ROY S. ROBERTS | Director | September 29, 2003 |
| Roy S. Roberts | | |
| /s/ WILLIAM D. SMITHBURG | Director | September 29, 2003 |
| William D. Smithburg | | |
| /s/ JOHN R. WALTER | Director | September 29, 2003 |
| John R. Walter | | |

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The Plan. Pursuant to the requirements of the Securities Act of 1933, the Abbott Laboratories Stock Retirement Program has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in unincorporated Lake County, and State of Illinois, on the 29th day of September, 2003.

ABBOTT LABORATORIES STOCK
RETIREMENT PROGRAM

By: /s/ THOMAS M. WASCOE

Thomas M. Wascoe, Plan Administrator

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EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 4 | Abbott Laboratories Stock Retirement Program. |
| 5 | Opinion of Jose M. de Lasa. |
| 23.1 | The consent of counsel, Jose M. de Lasa, is included in his opinion. |
| 23.2 | Consent of Deloitte & Touche LLP. |
| 23.3 | Consent of Deloitte & Touche LLP. |
| 24 | Power of Attorney is included on the signature page. |

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| Exhibit No. | Description |
|-------------|--|
| 99.1 | Statement Regarding Consent of Arthur Andersen LLP. S-6 |

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