

ABBOTT LABORATORIES  
Form S-8  
June 05, 2015

As filed with the Securities and Exchange Commission on June 5, 2015.

Registration No. 333-

**UNITED STATES**  
**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)

**Abbott Laboratories**  
**100 Abbott Park Road**  
**Abbott Park, Illinois**  
(Address of Principal Executive Offices)

**36-0698440**  
(I.R.S. Employer  
Identification No.)

**60064-6400**  
(Zip Code)

**ABBOTT LABORATORIES DEFERRED COMPENSATION PLAN**

Edgar Filing: ABBOTT LABORATORIES - Form S-8

(Full title of the plan)

---

**Hubert L. Allen**

**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: **(224) 667-6100**

---

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

---

**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) |
|--------------------------------------|-------------------------|-----------------------------------------------|-----------------------------------------------|--------------------------------|
| Deferred Obligations                 | \$ 150,000,000          | N/A                                           | \$ 150,000,000                                | \$ 17,430                      |

(a) The deferred obligations are unsecured obligations of Abbott Laboratories to pay deferred compensation in the future in accordance with the terms of the Abbott Laboratories Deferred Compensation Plan.

---

## Edgar Filing: ABBOTT LABORATORIES - Form S-8

Pursuant to General Instruction E, the contents of Abbott Laboratories Non-Qualified Deferred Compensation Plan Registration Statement on Form S-8 (File no. 333-74220) are incorporated herein by reference.

### Part II. Information Required in the Registration Statement

#### Item 8. Exhibits

See Exhibit Index, which is incorporated herein by reference.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and 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 June 5, 2015.

ABBOTT LABORATORIES

By: /s/ Miles D. White  
Miles D. White,  
Chairman of the Board and  
Chief Executive Officer

## Edgar Filing: ABBOTT LABORATORIES - Form S-8

Each person whose signature appears below constitutes and appoints Miles D. White and Hubert L. Allen, 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.

| <b>Signature</b>                                     | <b>Title</b>                                                                                   | <b>Date</b>  |
|------------------------------------------------------|------------------------------------------------------------------------------------------------|--------------|
| /s/ Miles D. White<br>Miles D. White                 | Chairman of the Board,<br>Chief Executive Officer, and<br>Director                             | June 5, 2015 |
| /s/ Brian B. Yoor<br>Brian B. Yoor                   | Senior Vice President, Finance and<br>Chief Financial Officer (Principal<br>Financial Officer) | June 5, 2015 |
| /s/ Robert E. Funck<br>Robert E. Funck               | Vice President, Controller<br>(Principal Accounting Officer)                                   | June 5, 2015 |
| /s/ Robert J. Alpern, M.D.<br>Robert J. Alpern, M.D. | Director                                                                                       | June 5, 2015 |
| /s/ Roxanne S. Austin<br>Roxanne S. Austin           | Director                                                                                       | June 5, 2015 |
| /s/ Sally E. Blount, Ph.D.<br>Sally E. Blount, Ph.D. | Director                                                                                       | June 5, 2015 |
| /s/ W. James Farrell<br>W. James Farrell             | Director                                                                                       | June 5, 2015 |
| /s/ Edward M. Liddy<br>Edward M. Liddy               | Director                                                                                       | June 5, 2015 |

Edgar Filing: ABBOTT LABORATORIES - Form S-8

|                                                |          |              |
|------------------------------------------------|----------|--------------|
| /s/ Nancy McKinstry<br>Nancy McKinstry         | Director | June 5, 2015 |
| /s/ Phebe N. Novakovic<br>Phebe N. Novakovic   | Director | June 5, 2015 |
| /s/ William A. Osborn<br>William A. Osborn     | Director | June 5, 2015 |
| /s/ Samuel C. Scott III<br>Samuel C. Scott III | Director | June 5, 2015 |
| /s/ Glenn F. Tilton<br>Glenn F. Tilton         | Director | June 5, 2015 |

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                            |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| 4                  | Abbott Laboratories Deferred Compensation Plan, as amended, filed as Exhibit 10.2 to the 2014 Abbott Laboratories Annual Report on Form 10-K. |
| 5                  | Opinion of Mayer Brown LLP.                                                                                                                   |
| 23.1               | Consent of Mayer Brown LLP is included in the opinion filed as Exhibit 5 hereto.                                                              |
| 23.2               | Consent of Ernst & Young LLP.                                                                                                                 |
| 23.3               | Consent of Deloitte & Touche LLP.                                                                                                             |
| 24                 | Power of Attorney is included on the signature page.                                                                                          |