

BRISTOL MYERS SQUIBB CO

FORM 8-K (Current report filing)

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): October 12, 2010

BRISTOL-MYERS SQUIBB COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-1136
(Commission File Number)

22-079-0350
(IRS Employer
Identification Number)

345 Park Avenue
New York, NY, 10154
(Address of Principal Executive Office)

Registrant's telephone number, including area code: (212) 546-4000

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))
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Item 8.01. Other Events.

On October 12, 2010, Bristol-Myers Squibb Company (the “Company”) announced the completion of the acquisition of all outstanding shares of common stock, without par value (the “Shares”), of ZymoGenetics, Inc., a Washington corporation (“ZymoGenetics”), that were not already owned by the Company and its subsidiaries. The acquisition of the Shares was structured as a two-step transaction, with a cash tender offer by Zeus Acquisition Corporation, a Washington corporation and a wholly owned subsidiary of the Company (the “Purchaser”), for the Shares at a price of \$9.75 per Share, net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 10, 2010, and in the related Letter of Transmittal, each as amended and supplemented, filed by the Company and the Purchaser with the Securities and Exchange Commission on September 10, 2010, followed by the merger of ZymoGenetics with and into Purchaser. The press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

99.1 Press release dated October 12, 2010.

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 hereunto duly authorized.

Dated: October 12, 2010

BRISTOL-MYERS SQUIBB COMPANY

By: /s/ Sandra Leung

Name: Sandra Leung

Title: General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated October 12, 2010.



Bristol-Myers Squibb Completes Acquisition of ZymoGenetics, Inc.

(NEW YORK, October 12, 2010) — Bristol-Myers Squibb Company (NYSE: BMY) announced today that it has completed its previously announced acquisition of ZymoGenetics, Inc. (NASDAQ: ZGEN). As a result of the transaction, ZymoGenetics has become a wholly-owned subsidiary of Bristol-Myers Squibb.

Bristol-Myers Squibb initiated on September 10, 2010, a cash tender offer to purchase all outstanding shares of common stock of ZymoGenetics for \$9.75 per share. The tender offer period expired at midnight (New York City time) on October 7, 2010, and was not extended. Based on information provided by the Depositary to Parent, as of the expiration of the Offer, approximately 82,605,529 Shares were validly tendered and not validly withdrawn prior to the expiration of the Offer, representing approximately 94.9% of the ZymoGenetics shares outstanding. As of the close of business on October 11, 2010, approximately 981,756 Shares remained subject to guaranteed delivery procedures.

Today, Bristol-Myers Squibb acquired all of the remaining outstanding shares of ZymoGenetics common stock by means of a “short form merger” in which all such shares were converted into the right to receive \$9.75 per share, in cash and without interest, less any required withholding taxes. Bristol-Myers Squibb intends to delist and de-register ZymoGenetics common stock as promptly as practicable following the effective time of the merger.

This press release is neither an offer to purchase nor a solicitation of an offer to sell shares of ZymoGenetics.

About Bristol-Myers Squibb

Bristol-Myers Squibb is a global biopharmaceutical company whose mission is to discover, develop and deliver innovative medicines that help patients prevail over serious diseases. For more information, please visit www.bms.com or follow us on Twitter at <http://twitter.com/bmsnews>.

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