

BAXTER INTERNATIONAL INC  
Form 8-K  
May 22, 2008

**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) May 19, 2008  
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)

**60015-4633**

(Zip Code)

**(847) 948-2000**

(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))
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**Item 8.01. Other Events.**

On May 19, 2008, Baxter International Inc. (the Company ) entered into an Underwriting Agreement, with Goldman, Sachs & Co. and J.P. Morgan Securities Inc., as representatives of the underwriters named in Schedule I to the Underwriting Agreement, relating to the sale by the Company of \$500,000,000 aggregate principal amount of 5.375% Senior Notes due June 1, 2018 (the Notes ). The Notes were registered under the Registration Statement on Form S-3 (Registration No. 333-136224) that the Company filed with the Securities and Exchange Commission on August 2, 2006. The Company is filing the exhibits filed as part of this Current Report on Form 8-K in connection with such Registration Statement.

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

(d) Exhibits.

- 1.1 Underwriting Agreement, dated May 19, 2008, between Goldman, Sachs & Co. and J.P. Morgan Securities Inc., acting on behalf of themselves and the other underwriters named in Schedule I thereto, and the Company.
  
  - 4.1 Third Supplemental Indenture, dated as of May 22, 2008, between the Company and The Bank of New York Trust Company, N.A. (as successor in interest to J.P. Morgan Trust Company, National Association), as Trustee (including Form of 5.375% Senior Notes due 2018).
  
  - 5.1 Opinion of David P. Scharf
  
  - 23.1 Consent of David P. Scharf (included as part of Exhibit 5.1).
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**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,  
Associate General Counsel and  
Corporate Secretary

Date: May 22, 2008

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**Exhibit Index**

**Exhibit No. Description**

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