

BAXTER INTERNATIONAL INC  
Form 8-K  
December 19, 2011

**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) December 14, 2011**

**Baxter International Inc.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**One Baxter Parkway, Deerfield, Illinois**  
(Address of principal executive offices)

**(847) 948-2000**

**60015-4633**  
(Zip Code)

(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))

**Item 8.01. Other Events.**

On December 14, 2011, Baxter International Inc. (the Company ) entered into an Underwriting Agreement with Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters named in the prospectus supplement filed with the Securities and Exchange Commission on December 15, 2011, relating to the sale by the Company of \$500,000,000 aggregate principal amount of 1.850% Senior Notes due January 15, 2017 (the Notes ). The Notes were registered under the Registration Statement on Form S-3 (Registration No. 333-160966) that the Company filed with the Securities and Exchange Commission on July 31, 2009. 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.

- 4.1 Seventh Supplemental Indenture, dated as of December 19, 2011, between the Company and The Bank of New York Mellon Trust Company, N.A. (as successor in interest to J.P. Morgan Trust Company, National Association), as Trustee (including form of 1.850% Senior Notes due 2017).
  
- 5.1 Opinion of Stephanie A. Shinn
  
- 23.1 Consent of Stephanie A. Shinn (included as part of Exhibit 5.1).

**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/ STEPHANIE A. SHINN  
Stephanie A. Shinn  
Corporate Vice President,

Associate General Counsel and

Corporate Secretary

Date: December 19, 2011

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Seventh Supplemental Indenture, dated as of December 19, 2011, between the Company and The Bank of New York Mellon Trust Company, N.A. (as successor in interest to J.P. Morgan Trust Company, National Association), as Trustee (including form of 1.850% Senior Notes due 2017).
5.1	Opinion of Stephanie A. Shinn
23.1	Consent of Stephanie A. Shinn (included as part of Exhibit 5.1).