

BOSTON SCIENTIFIC CORP  
Form 8-K/A  
May 31, 2006

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

---

**FORM 8-K/A**

**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 31, 2006

**BOSTON SCIENTIFIC CORPORATION**  
(Exact name of registrant as specified in charter)

**DELAWARE**  
(State or other  
jurisdiction of  
incorporation)

**1-11083**  
(Commission  
file number)

**04-2695240**  
(IRS employer  
identification no.)

**One Boston Scientific Place, Natick, Massachusetts**  
(Address of principal executive offices)

**01760-1537**  
(Zip code)

Registrant's telephone number, including area code: **(508) 650-8000**

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:

- ..  Written communication 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 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.**

**Explanatory Note**

This Current Report on Form 8-K/A amends and supplements Items 9.01(a) and 9.01(b) of the Current Report on Form 8-K filed by Boston Scientific Corporation (the “Company”) on April 26, 2006 (the “Initial Form 8-K”) to include unaudited condensed consolidated financial statements of Guidant Corporation as of and for the three months ended March 31, 2006 and unaudited condensed consolidated pro forma financial information of the Company and Guidant Corporation as of and for the three months ended March 31, 2006 permitted pursuant to Item 9 of Form 8-K to be excluded from the Initial Form 8-K and filed by amendment to the Initial Form 8-K no later than 71 days after the date the Initial Form 8-K was required to be filed.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(a) **FINANCIAL STATEMENTS OF BUSINESS ACQUIRED:**

Guidant Corporation Unaudited Condensed Consolidated Financial Statements as of and for the Three Months Ended March 31, 2006 and 2005.

(b) **UNAUDITED PRO FORMA FINANCIAL INFORMATION:**

Unaudited Pro Forma Combined Condensed Statements of Operations of the Company and Guidant Corporation for the Three Months Ended March 31, 2006.

Unaudited Pro Forma Combined Condensed Balance Sheet of the Company and Guidant Corporation as of March 31, 2006.

Notes to Unaudited Pro Forma Combined Condensed Financial Information of the Company and Guidant Corporation.

---

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**COMPANY NAME CORPORATION**

Date: May 31, 2006

By: /s/ Lawrence C. Best

---

Lawrence C. Best  
Executive Vice President - Finance &  
Administration and Chief Financial Officer

---

**ITEM 9.01(a) FINANCIAL STATEMENTS OF BUSINESS ACQUIRED**

**GUIDANT CORPORATION**  
**Condensed Consolidated Statements of Income**  
*(in millions, except per share data)*  
*(unaudited)*

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2006</b>	<b>2005</b>
Net sales	\$ 894.1	\$ 953.3
Cost of products sold	263.4	225.3
Gross profit	630.7	728.0
Research and development	188.0	129.6
Purchased in-process research and development	43.0	—
Sales, marketing and administrative	426.1	310.3
Interest, net	(27.0)	(7.6)
Royalties, net	13.3	12.7
Amortization	4.7	7.8
Other, net	18.1	(7.1)
Impairment charge	—	60.0
<b>(Loss) income from continuing operations before income taxes</b>	<b>(35.5)</b>	<b>222.3</b>
Income taxes	1.8	45.6
<b>(Loss) income from continuing operations</b>	<b>(37.3)</b>	<b>176.7</b>
Loss from discontinued operations, net of income taxes	(3.9)	(14.4)
<b>Net (loss) income</b>	<b>\$ (41.2)</b>	<b>\$ 162.3</b>
<b>Earnings per share-basic</b>		
(Loss) income from continuing operations	\$ (0.11)	\$ 0.55
Loss from discontinued operations, net of income taxes	(0.01)	(0.04)
Net (loss) income	\$ (0.12)	\$ 0.51
<b>Earnings per share-diluted</b>		
(Loss) income from continuing operations	\$ (0.11)	\$ 0.54
Loss from discontinued operations, net of income taxes	(0.01)	(0.05)
Net (loss) income	\$ (0.12)	\$ 0.49
Dividends declared per common share	\$ 0.10	\$ 0.10

*See Notes to Condensed Consolidated Financial Statements*

**GUIDANT CORPORATION**  
**Condensed Consolidated Balance Sheets**  
*(in millions, except share data)*  
*(unaudited)*

	<b>March 31,</b>		<b>December 31,</b>
	<b>2006</b>		<b>2005</b>
<b>Assets</b>			
<b><i>Current Assets</i></b>			
Cash and cash equivalents	\$ 2,763.1	\$	2,383.7
Short-term investments	85.6		450.9
Accounts receivable, net of allowances of \$16.6 (2006) and \$16.7 (2005)	762.2		710.3
Inventories	391.7		397.2
Deferred income taxes	446.6		465.7
Prepaid expenses and other current assets	102.7		89.1
Total Current Assets	4,551.9		4,496.9
<b><i>Other Assets</i></b>			
Goodwill	512.3		512.3
Other intangible assets, net	82.3		86.8
Deferred income taxes	85.1		79.3
Investments	83.5		87.2
Sundry	48.4		55.3
Total Other Assets	811.6		820.9
Property and equipment, net of accumulated depreciation of \$865.5 (2006) and \$867.2 (2005)	999.3		961.6
Total Assets	\$ 6,362.8	\$	6,279.4
<b>Liabilities and Shareholders' Equity</b>			
<b><i>Current Liabilities</i></b>			
Accounts payable	\$ 90.2	\$	91.8
Employee compensation	204.4		124.1
Other liabilities	325.7		304.5
Income taxes payable	237.9		419.6
Short-term debt	—		349.8
Current liabilities of discontinued operations	31.6		27.8
Total Current Liabilities	889.8		1,317.6
<b><i>Noncurrent Liabilities</i></b>			
Long-term debt	10.0		9.2
Other	252.5		241.6
Total Noncurrent Liabilities	262.5		250.8
<b><i>Commitments and Contingencies</i></b>			