

ABBOTT LABORATORIES  
Form 8-K  
December 17, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**December 11, 2015**

Date of Report (Date of earliest event reported)

**ABBOTT LABORATORIES**

(Exact name of registrant as specified in charter)

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**Illinois**  
(State or other Jurisdiction  
of Incorporation)

**1-2189**  
(Commission File Number)

**36-0698440**  
(IRS Employer  
Identification No.)

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**100 Abbott Park Road**

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Abbott Park, Illinois 60064-6400

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(224) 667-6100**

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 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 5.03**

**Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 11, 2015, Abbott's Board of Directors amended and restated Abbott's by-laws (the "Amended By-Laws"), effective immediately, to implement proxy access. Article II, Section 15 of the Amended By-Laws generally permits a shareholder, or a group of up to 20 shareholders, owning 3% or more of Abbott's outstanding common shares continuously for at least three years to nominate and include in Abbott's proxy materials directors constituting up to 20% of the directors then serving on the Board of Directors, provided that the shareholder(s) and nominee(s) satisfy the requirements specified in the Amended By-Laws.

The Amended By-Laws also contain certain conforming and ministerial revisions to the notice requirements for shareholder business and nominations in Article II, Sections 1 and 2.

The foregoing summary is qualified in its entirety by reference to the Amended By-Laws, which are attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01**

**Financial Statements and Exhibits**

**Exhibit No.**

**Exhibit**

3.1 By-Laws of Abbott Laboratories, as amended and restated effective December 11, 2015.

**SIGNATURE**

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.

**ABBOTT LABORATORIES**

Date: December 17, 2015

By:

/s/ Brian B. Yoor  
Brian B. Yoor  
Senior Vice President, Finance  
and Chief Financial Officer

**EXHIBIT INDEX**

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