

BAXTER INTERNATIONAL INC  
Form 8-K  
October 21, 2004

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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 21, 2004**

**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.)

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

**60015**  
(Zip Code)

Registrant's telephone number, including area code

**847.948.2000**

(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:

- .. 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 2.02 Results of Operations and Financial Condition.**

On October 21, 2004, Baxter International Inc. issued the attached press release reporting its financial results for the third quarter of 2004. The press release, including attachments, is furnished as Exhibit 99 and incorporated herein by reference. The company includes various non-GAAP financial measures in the press release, including income from continuing operations excluding the special charges referred to in the press release and earnings per diluted share from continuing operations excluding the special charges referred to in the press release. These non-GAAP financial measures adjust for factors that are unusual. The company's management believes that the presentation of these non-GAAP financial measures provides useful information to investors regarding results of operations as these non-GAAP financial measures allow investors to better evaluate ongoing business performance. Management uses these non-GAAP financial measures internally to monitor performance.

**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.  
(Registrant)

By: /s/ Jan Stern Reed

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Jan Stern Reed  
Corporate Secretary

Date: October 21, 2004

**Exhibit Index**

| <u>Exhibit No.</u> | <u>Description</u>                   |
|--------------------|--------------------------------------|
| 99                 | Press Release dated October 21, 2004 |