THERMO FISHER SCIENTIFIC INC. Form 10-Q May 06, 2011

#### UNITED STATES

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM 10-Q

x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Quarter Ended April 2, 2011

o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number 1-8002

THERMO FISHER SCIENTIFIC INC. (Exact name of Registrant as specified in its charter)

Delaware (State of incorporation or organization) 04-2209186 (I.R.S. Employer Identification No.)

81 Wyman Street Waltham, Massachusetts (Address of principal executive offices)

02451 (Zip Code)

Registrant's telephone number, including area code: (781) 622-1000

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer o Non-accelerated filer o Smaller reporting company o

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Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date.

Class Common Stock, \$1.00 par value Outstanding at April 2, 2011 383,259,036

## PART I FINANCIAL INFORMATION

### Item 1. Financial Statements

#### THERMO FISHER SCIENTIFIC INC.

#### Consolidated Balance Sheet (Unaudited)

| (In millions)                                                                                     | April 2,<br>2011 | December<br>31,<br>2010 |
|---------------------------------------------------------------------------------------------------|------------------|-------------------------|
| Assets                                                                                            |                  |                         |
| Current Assets:                                                                                   |                  |                         |
| Cash and cash equivalents                                                                         | \$<br>2,788.7    | \$<br>917.1             |
| Short-term investments, at quoted market value (cost of \$5.8 and \$9.6)                          | 5.2              | 8.9                     |
| Accounts receivable, less allowances of \$41.2 and \$39.2                                         | 1,565.5          | 1,473.8                 |
| Inventories:                                                                                      |                  |                         |
| Raw materials                                                                                     | 297.3            | 281.6                   |
| Work in process                                                                                   | 136.8            | 108.4                   |
| Finished goods                                                                                    | 829.9            | 782.9                   |
| Deferred tax assets                                                                               | 183.8            | 181.3                   |
| Other current assets                                                                              | 382.1            | 381.0                   |
|                                                                                                   |                  |                         |
|                                                                                                   | 6,189.3          | 4,135.0                 |
|                                                                                                   |                  |                         |
| Property, Plant and Equipment, at Cost                                                            | 2,283.4          | 2,199.2                 |
| Less: Accumulated depreciation and amortization                                                   | (894.4)          | (839.0)                 |
|                                                                                                   |                  |                         |
|                                                                                                   | 1,389.0          | 1,360.2                 |
|                                                                                                   |                  |                         |
| Acquisition-related Intangible Assets, net of Accumulated Amortization of \$2,705.8 and \$2,539.1 | 5,857.0          | 5,913.7                 |
|                                                                                                   |                  |                         |
| Other Assets                                                                                      | 957.3            | 944.8                   |
|                                                                                                   |                  |                         |
| Goodwill                                                                                          | 9,038.0          | 8,995.7                 |
|                                                                                                   |                  |                         |
|                                                                                                   | \$<br>23,430.6   | \$<br>21,349.4          |

#### THERMO FISHER SCIENTIFIC INC.

#### Consolidated Balance Sheet (continued) (Unaudited)

| (In millions except share amounts)                                                               |    | April 2,<br>2011 |    | December<br>31,<br>2010 |
|--------------------------------------------------------------------------------------------------|----|------------------|----|-------------------------|
| Liabilities and Shareholders' Equity<br>Current Liabilities:                                     |    |                  |    |                         |
|                                                                                                  | \$ | 2 400 4          | \$ | 105.8                   |
| Short-term obligations and current maturities of long-term obligations<br>Accounts payable       | Ф  | 2,499.4<br>616.9 | Ф  | 103.8<br>546.7          |
| Accrued payroll and employee benefits                                                            |    | 251.2            |    | 304.5                   |
| Accrued income taxes                                                                             |    | 32.4             |    | 59.2                    |
| Deferred revenue                                                                                 |    | 193.2            |    | 158.2                   |
| Other accrued expenses                                                                           |    | 552.9            |    | 535.4                   |
| other accrucic expenses                                                                          |    | 552.7            |    | 555.4                   |
|                                                                                                  |    | 4,146.0          |    | 1,709.8                 |
|                                                                                                  |    | 1,110.0          |    | 1,707.0                 |
| Deferred Income Taxes                                                                            |    | 1,606.0          |    | 1,626.1                 |
|                                                                                                  |    | 1,00010          |    | 1,02011                 |
| Other Long-term Liabilities                                                                      |    | 623.1            |    | 621.2                   |
| Long-term Obligations                                                                            |    | 1,800.8          |    | 2,031.3                 |
| Shough aldono' Equitur                                                                           |    |                  |    |                         |
| Shareholders' Equity:<br>Preferred stock, \$100 par value, 50,000 shares authorized; none issued |    |                  |    |                         |
| Common stock, \$1 par value, 1,200,000 shares authorized; 403,444,913 and                        |    |                  |    |                         |
| 401,779,152 shares issued                                                                        |    | 403.4            |    | 401.8                   |
| Capital in excess of par value                                                                   |    | 10,085.4         |    | 10,019.7                |
| Retained earnings                                                                                |    | 5,638.6          |    | 5,386.4                 |
| Treasury stock at cost, 20,185,877 and 10,409,268 shares                                         |    | (1,036.7)        |    | (490.5)                 |
| Accumulated other comprehensive items                                                            |    | 164.0            |    | 43.6                    |
|                                                                                                  |    | 100              |    |                         |
|                                                                                                  |    | 15,254.7         |    | 15,361.0                |
|                                                                                                  |    | -,               |    | - ,                     |
|                                                                                                  | \$ | 23,430.6         | \$ | 21,349.4                |

The accompanying notes are an integral part of these consolidated financial statements.

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# THERMO FISHER SCIENTIFIC INC.

# Consolidated Statement of Income

(Unaudited)

| (In millions except per share amounts)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Three Months E<br>April 2,<br>2011 |    | Ended<br>April<br>201 |         |   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|----|-----------------------|---------|---|
| Revenues                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                    |    |                       |         |   |
| Product revenues                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | \$<br>2,336.1                      | l  | \$                    | 2,282.4 | 4 |
| Service revenues                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 385.3                              |    |                       | 344.5   |   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                    |    |                       |         |   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 2,721.4                            | 1  |                       | 2,626.  | 9 |
| Costs and Operating Expenses:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                    |    |                       |         |   |
| Cost of product revenues                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 1,354.8                            | 2  |                       | 1,350.  | 1 |
| Cost of service revenues                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 246.3                              | ,  |                       | 210.4   | 1 |
| Selling, general and administrative expenses                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 708.7                              |    |                       | 698.3   |   |
| Research and development expenses                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 74.8                               |    |                       | 66.1    |   |
| Restructuring and other costs, net                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 15.3                               |    |                       | 17.4    |   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                    |    |                       |         |   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 2,399.9                            | )  |                       | 2,342.  | 3 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                    |    |                       |         |   |
| Operating Income                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 321.5                              |    |                       | 284.6   |   |
| Other Expense, Net                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | (22.5                              | )  |                       | (24.9   | ) |
| Lesson from Continuing Operation Defense Description for Lesson Trans                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 200.0                              |    |                       | 250.7   |   |
| Income from Continuing Operations Before Provision for Income Taxes<br>Provision for Income Taxes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 299.0                              | `` |                       | 259.7   |   |
| Provision for income faxes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | (51.8                              | )  |                       | (35.1   | ) |
| Income from Continuing Operations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 247.2                              |    |                       | 224.6   |   |
| Income from Discontinued Operations (net of income tax provision of \$3.6 and \$3.2)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 5.5                                |    |                       | 5.2     |   |
| (Loss) Gain on Disposal of Discontinued Operations, Net (net of income tax benefit<br>of \$0.3 in 2011; net of income tax                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 5.5                                |    |                       | J.2     |   |
| provision of \$1.5 in 2010)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | (0.5                               | )  |                       | 2.5     |   |
| I the second s |                                    |    |                       |         |   |
| Net Income                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | \$<br>252.2                        |    | \$                    | 232.3   |   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                    |    |                       |         |   |
| Earnings per Share from Continuing Operations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                    |    |                       |         |   |
| Basic                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | \$<br>.64                          |    | \$                    | .55     |   |
| Diluted                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | \$<br>.63                          |    | \$                    | .54     |   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                    |    |                       |         |   |
| Earnings per Share                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                    |    |                       |         |   |
| Basic                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                    |    |                       |         |   |