

THERMO FISHER SCIENTIFIC INC.  
Form FWP  
September 07, 2016

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-209867**

**Thermo Fisher Scientific Inc.**

**Term Sheet**

**September 7, 2016**

**1.375% Senior Notes due 2028**

Issuer:	Thermo Fisher Scientific Inc.
Legal Format:	SEC Registered
Security:	1.375% Notes due 2028
Principal Amount:	600,000,000
Maturity Date:	September 12, 2028
Coupon (Interest Rate):	1.375% per annum, paid annually
Mid-Swaps Yield:	0.398%
Spread to Mid-Swap:	+100 basis points
Yield to Maturity:	1.398%
Benchmark Bund:	DBR 0.0% due 15-Aug 2026
Benchmark Bund Yield/Price:	-0.116% / 101.16%
Spread to Benchmark Bund:	+151.4 basis points

Interest Payment Dates:	September 12 of each year, commencing on September 12, 2017
Day Count Convention:	Actual/Actual (ICMA)
Business Days:	New York, London, TARGET2
Payment Business Day Convention:	Following, unadjusted
Redemption Provision:	Prior to June 12, 2028 (three months prior to their maturity), the issuer will have the option to redeem the notes, in whole at any time or in part from time to time, at a redemption price equal to the greater of (1) 100% of the principal amount of the notes to be redeemed and (2) the sum of the present values of the remaining scheduled payments of the notes

being redeemed, that would be due if such notes matured on June 12, 2028 (three months prior to their maturity) but for the redemption (not including any portion of the payments of interest accrued but unpaid as of the date of redemption) discounted to the date of redemption on an annual basis (ACTUAL/ACTUAL (ICMA)), using a discount rate equal to the Comparable Bond Rate plus 25 basis points, plus accrued and unpaid interest thereon, if any, to, but excluding, the redemption date. In addition, on and after June 12, 2028 (three months prior to their maturity), the issuer will have the option to redeem the notes, in whole at any time or in part from time to time, at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the date of redemption.

Issue Price:	99.748%
Underwriting Discount:	0.475%
Net Proceeds, Before Expenses, to Issuer:	595,638,000
Settlement Date:	September 12, 2016 (T+3)
Trade Date:	September 7, 2016
Current Ratings*:	Moody s: Baa2 (Stable)
	S&P: BBB (Stable)
	Fitch: BBB (Stable)

Currency of Payment:	All payments of principal of, and premium, if any, and interest on, the notes, including any payments made upon any redemption of the notes, will be made in euro. If the euro is unavailable to the issuer due to the imposition of exchange controls or other circumstances beyond the issuer's control or if the euro is no longer being used by the then member states of the European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking
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community, then all payments in respect of the notes will be made in U.S. dollars until the euro is again available to the issuer or so used.

Payment of Additional Amounts:

The issuer will, subject to certain exceptions and limitations, pay to the beneficial owners of the notes who are Non-U.S. Persons, additional amounts as may be necessary so that every net payment of the principal of, and premium, if any, and interest on, such holder's note after deduction or withholding for or on account of any present or future tax, assessment or other governmental charge imposed upon that holder by the United States (or any political subdivision or taxing authority thereof or therein), will not be less than the amount provided in such holder's note to be then due and payable.

Redemption for Tax Reasons:

The issuer may redeem all, but not less than all, of the notes in the event of certain changes in the tax laws of the United States (or any political subdivision or taxing authority thereof or therein) which would create a material probability that the issuer would be obligated to pay additional amounts as described above. This redemption would be made on at least 15 days but not more than 60 days notice and at a redemption price equal to 100% of the principal amount of the notes, plus any accrued and unpaid interest on the notes to, but not including, the date fixed for redemption.

Purchase of Notes Upon a Change of Control Triggering Event:

Upon the occurrence of a Change of Control Triggering Event, the issuer will, in certain circumstances, be required to make an offer to purchase the notes at a price equal to 101% of their principal amount plus any accrued and unpaid interest, if any, to, but excluding, the date of repurchase.

Denominations:

100,000 x 1,000

ISIN/Common Code:

XS1405775534 / 140577553

Listing:

The issuer intends to apply to list the notes on the New York Stock Exchange. Upon such

listing, the issuer will use commercially reasonable best efforts to maintain such listing and satisfy the requirements for such continued listing as long as the notes are outstanding.

Joint Book-Running Managers:

J.P. Morgan Securities plc

Barclays Bank PLC

Morgan Stanley & Co. International plc

Mizuho International plc

BNP Paribas

HSBC Bank plc

MUFG Securities EMEA plc

SMBC Nikko Capital Markets Limited

Co-Managers:

BNY Mellon Capital Markets, LLC

Citigroup Global Markets Limited

Credit Suisse Securities (Europe) Limited

Deutsche Bank AG, London Branch

ING Bank N.V., Belgian Branch

KeyBanc Capital Markets Inc.

Loop Capital Markets LLC

Merrill Lynch International

Scotiabank Europe plc

U.S. Bancorp Investments, Inc.

Wells Fargo Securities International Limited

**\* A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. Credit ratings are subject to change depending on financial and other factors. The offering is being made pursuant to an effective registration statement on Form S-3 (including a prospectus) filed with the U.S. Securities and Exchange Commission (the SEC). Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the joint book-running managers can arrange to send you the prospectus if you request it by calling J.P. Morgan Securities plc at +44 207-134-2468; or by calling Barclays Bank PLC at 1-888-603-5847; or by calling Mizuho International plc at +44 207-090-6929; or by calling Morgan Stanley & Co. International plc at 1-866-718-1649.**