
BD to Acquire CareFusion for \$12.2 Billion



Combination of Complementary Portfolios Creates Global Leader in Medication Management and Patient Safety Solutions.

BD and CareFusion have announced a definitive agreement under which BD will acquire CareFusion for \$58.00 per share in cash and stock, or a total of \$12.2 billion, to create a global leader in medication management and patient safety solutions. The agreement has been unanimously approved by the Boards of both companies.

The combination of the two companies' complementary product portfolios will offer integrated medication management solutions and smart devices, from drug preparation in the pharmacy, to dispensing on the hospital floor, administration to the patient, and subsequent monitoring. The combination will improve quality of patient care and reduce healthcare costs by addressing unmet needs in hospitals, hospital pharmacies and alternate sites of care to increase efficiencies, reduce medication administration errors and improve patient and healthcare worker safety. In addition, the Company will have solid positions in patient safety to maximise outcomes in infection prevention, respiratory care, and acute care procedural effectiveness.

Under the terms of the transaction, CareFusion shareholders will receive \$49.00 in cash and 0.0777 of a share of BD for each share of CareFusion, or a total of \$58.00 per CareFusion share based on BD's closing price as of October 3, 2014. The transaction is subject to regulatory and CareFusion shareholder approvals and customary closing conditions, and is expected to close in the first half of calendar year 2015. Upon closing, BD shareholders will own approximately 92% of the combined company and CareFusion shareholders will own approximately 8%.

Vincent A. Forlenza, BD's Chairman, Chief Executive Officer and President, said, "BD's acquisition of CareFusion allows us to align our highly complementary technologies and products to address unmet needs in the growing \$20 billion global medication management industry, which leverages BD's world-wide infrastructure. It accelerates BD's transition from a product-focused company to a customer-centric provider of innovative healthcare solutions with leading scale across the medication management value chain and expanded solutions for patient safety. With the targeted cost savings we have identified and the growth opportunities we see in bringing CareFusion products to more patients and healthcare workers around the world, we expect this transaction to create meaningful value for our shareholders, customers, employees and other stakeholders. We've long admired CareFusion's strong franchises and look forward to welcoming their talented team to BD."

Kieran T. Gallahue, CareFusion Chairman and Chief Executive Officer, said, "As part of BD, we see new growth opportunities for our products in global markets, new value we can create for our customers and new opportunities for our employees as part of what will become one of the largest, global leaders in med-tech. The transaction delivers attractive value for CareFusion shareholders, and represents a powerful endorsement of our strong positions in medication management, informatics across our device platforms and leading products to help improve the effectiveness of acute-care procedures."

Integration Plans

BD has put in place a detailed execution plan to ensure a seamless integration. A designated integration team, comprised of senior members of both organisations, will be led by BD Chief Operating Officer William A. Kozy. BD is confident in its ability to achieve identified cost synergies as it builds a dynamic organisation that brings together two world class companies and offers opportunities for employees as part of a global leader.

CareFusion will operate as part of BD's Medical segment, and BD is committed to maintaining an active presence in San Diego where CareFusion is headquartered.

[Source and image credit: CareFusion](#)

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