

Lagarde Michel
Form 4
August 31, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lagarde Michel

2. Issuer Name **and** Ticker or Trading
Symbol

THERMO FISHER SCIENTIFIC
INC. [TMO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

168 THIRD AVENUE

(Street)

WALTHAM, MA 02451

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/29/2017		A	31,856	A	31,856	D
Common Stock	08/29/2017		A	8,481	A	40,337	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 105.17	08/29/2017		A		142,637		<u>(5)(6)(7)</u>	07/20/2026	Common Stock	142,637
Stock Option (Right to Buy)	\$ 132.66	08/29/2017		A		22,046		<u>(5)(6)(8)</u>	03/23/2027	Common Stock	22,046

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lagarde Michel 168 THIRD AVENUE WALTHAM, MA 02451	Senior Vice President

Signatures

/s/ Michel Lagarde 08/31/2017

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to the terms of the Purchase Agreement, by and between Thermo Fisher Scientific Inc. ("Thermo Fisher"), Patheon N.V. ("Patheon") and Thermo Fisher (CN) Luxembourg S.a r.l., dated as of May 15, 2017 (the "Purchase Agreement"), upon the Closing (as defined in the Purchase Agreement), each outstanding and unvested Patheon restricted stock unit ("RSU") award that was unvested as of immediately prior to the Closing and that was not held by a non-employee director of Patheon was canceled and converted into an RSU award, with substantially the same terms and conditions (including with respect to vesting) as were applicable to such Patheon RSU as of immediately prior to the Closing, with respect to the number of shares of common stock of Thermo Fisher ("Thermo Fisher Shares") that is equal to:
- (2) (x) 0.1996919 multiplied by (y) the total number of ordinary shares of Patheon ("Patheon Shares") subject to such Patheon RSU as of immediately prior to the Offer Closing (rounded to the nearest whole share). Each RSU represents a contingent right to receive one Thermo Fisher Share.

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- (3) The RSUs are scheduled to vest in two equal installments on July 26, 2018 and July 26, 2019.
- (4) The RSUs are scheduled to vest in three equal installments on each anniversary of the grant date of the original Patheon RSU (March 23, 2017).
- Pursuant to the terms of the Purchase Agreement, upon the Closing, each outstanding and unvested option to acquire Patheon Shares (each, a "Patheon Option") that was unvested as of immediately prior to the Closing was canceled and converted into a stock option award, with substantially the same terms and conditions (including with respect to vesting) as were applicable to such Patheon Option as of immediately prior to the Closing, (i) with respect to a number of Thermo Fisher Shares that is equal to (x) 0.1996919 multiplied by (y) the total number of Patheon Shares subject to such Patheon Option as of immediately prior to the Closing (rounded down to the nearest whole share) and (ii) at an exercise price per Thermo Fisher Share that is equal to (x) the exercise price per share of such Patheon Option divided by (y) 0.1996919 (rounded up to the nearest cent).
- (5) Notwithstanding the foregoing, with respect to the performance-based Patheon Options held by Mr. Lagarde, the performance goals were deemed satisfied as of the Closing and the resulting Thermo Fisher options were subject to the following vesting schedule: 50% of the options were deemed vested as of the Closing and 50% of the options would vest in full on the third anniversary of the Closing, subject to Mr. Lagarde's continued employment with Thermo Fisher (or an earlier qualifying termination of employment).
- (6) 50% of the options were deemed vested as of the Closing and 50% of the options are scheduled to vest on the third anniversary of the Closing.
- (7) The options are scheduled to vest in three equal installments on each anniversary of the grant date of the original Patheon Option (March 23, 2017).
- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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