

Edgar Filing: DANAHER CORP /DE/ - Form 8-K

common stock on March 8, 2002.

The Company has filed with the SEC pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended, the Prospectus together with a supplement to the Prospectus dated March 6, 2002, relating to the issuance and sale of the Shares.

In connection with the Company's offering of the Shares, the Company entered into an Underwriting Agreement with Salomon Smith Barney Inc. and Lehman Brothers Inc., as representatives of the underwriters listed on Schedule I attached thereto (the "Underwriters"), dated March 6, 2002, a copy of which is attached as Exhibit 1.1 to this Current Report on Form 8-K.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

Exhibit No.	Description
-----	-----
1.1	Underwriting Agreement by and among the Company, Salomon Smith Barney Inc. and Lehman Brothers Inc., dated March 6, 2002.
5.1	Legal Opinion of Wilmer, Cutler & Pickering
23.1	Consent of Wilmer, Cutler & Pickering (included in Exhibit 5.1)
99.1	Press release, dated March 5, 2002
99.2	Press release, dated March 6, 2002

SIGNATURE

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 hereunto duly authorized.

DANAHER CORPORATION

By: /s/ Christopher C. McMahon

Name: Christopher C. McMahon
Title: Vice President and Controller

Dated: March 11, 2002