

JOHNSON & JOHNSON  
Form 8-K  
May 20, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): May 20, 2016**

**(Exact name of registrant as specified in its charter)**

**New Jersey**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**I-3215**  
**(Commission**  
  
**File Number)**

**22-1024240**  
**(IRS Employer**  
  
**Identification No.)**

**One Johnson & Johnson Plaza**

**New Brunswick, New Jersey**  
**(Address of Principal Executive Offices)**

**08933**  
**(Zip Code)**

**Registrant's telephone number, including area code: (732) 524-0400**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On May 11, 2016, Johnson & Johnson, a New Jersey corporation (the Company), entered into an underwriting agreement (the Underwriting Agreement) with Deutsche Bank AG, London Branch, Merrill Lynch International, Citigroup Global Markets Limited, Goldman, Sachs & Co. and J.P. Morgan Securities plc, as managers of the several Underwriters named therein (the Underwriters), pursuant to which the Company agreed to issue and sell to the Underwriters:

- (1) 1,000,000,000 aggregate principal amount of 0.250% Notes due 2022;
  - (2) 750,000,000 aggregate principal amount of 0.650% Notes due 2024;
  - (3) 750,000,000 aggregate principal amount of 1.150% Notes due 2028; and
  - (4) 1,500,000,000 aggregate principal amount of 1.650% Notes due 2035;
- (collectively, the Notes) under the Company's Registration Statement on Form S-3, Reg. No. 333-194146. The issuance and sale of the Notes closed on May 20, 2016.

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits.

| Exhibit<br>No. | Description  |
|----------------|--|
| 1.1            | Underwriting Agreement, dated May 11, 2016, relating to the 1,000,000,000 0.250% notes due 2022, the 750,000,000 0.650% notes due 2024, 750,000,000 1.150% notes due 2028 and 1,500,000,000 1.650% notes due 2035. |
| 4.1            | Company Order establishing the terms of the Notes.   |
| 4.2            | Form of 0.250% Note due 2022.  |
| 4.3            | Form of 0.650% Note due 2024.  |
| 4.4            | Form of 1.150% Note due 2028.  |
| 4.5            | Form of 1.650% Note due 2035.  |
| 5.1            | Opinion of Thomas J. Spellman III, Assistant General Counsel and Corporate Secretary of the Company.   |
| 5.2            | Opinion of Covington & Burling LLP.  |
| 23.1           | Consent of Thomas J. Spellman III, Assistant General Counsel and Corporate Secretary of the Company (included in Exhibit 5.1 of this current report).  |
| 23.2           | Consent of Covington & Burling LLP (included in Exhibit 5.2 of this current report).   |

**SIGNATURES**

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.

**Johnson & Johnson**

By: /s/ Thomas J. Spellman III  
Thomas J. Spellman III  
Assistant General Counsel and Corporate  
Secretary

May 20, 2016

**EXHIBIT INDEX**

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