

Edgar Filing: BOSTON SCIENTIFIC CORP - Form FWP

BOSTON SCIENTIFIC CORP  
Form FWP  
February 21, 2019

Filed Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement No. 333-223095

Issuer Free Writing Prospectus, dated February 21, 2019

**Boston Scientific Corporation**

\$4,300,000,000

Senior Notes Offering

*Terms and Conditions 5-, 7-, 10-, 20- and 30-Year Fixed Rate Notes*

|                              | <b>5-Year</b>                            | <b>7-Year</b>                            | <b>10-Year</b>                           | <b>20-Year</b>                           | <b>30-Year</b>                           |
|------------------------------|--|--|--|--|--|
| Issuer                       | Boston Scientific Corporation            | Boston Scientific Corporation            | Boston Scientific Corporation            | Boston Scientific Corporation            | Boston Scientific Corporation            |
| Note Type                    | Senior Notes                             | Senior Notes                             | Senior Notes                             | Senior Notes                             | Senior Notes                             |
| Form of Offering             | SEC Registered                           | SEC Registered                           | SEC Registered                           | SEC Registered                           | SEC Registered                           |
| Ratings(1)                   | Baa2/BBB-/BBB (Stable/Positive/Stable)   | Baa2/BBB-/BBB (Stable/Positive/Stable)   | Baa2/BBB-/BBB (Stable/Positive/Stable)   | Baa2/BBB-/BBB (Stable/Positive/Stable)   | Baa2/BBB-/BBB (Stable/Positive/Stable)   |
| Principal Amount             | \$850,000,000                            | \$850,000,000                            | \$850,000,000                            | \$750,000,000                            | \$1,000,000,000                          |
| Trade Date                   | February 21, 2019                        | February 21, 2019                        | February 21, 2019                        | February 21, 2019                        | February 21, 2019                        |
| Settlement Date (T+2)        | February 25, 2019                        | February 25, 2019                        | February 25, 2019                        | February 25, 2019                        | February 25, 2019                        |
| Maturity Date                | March 1, 2024                            | March 1, 2026                            | March 1, 2029                            | March 1, 2039                            | March 1, 2049                            |
| Coupon                       | 3.450% per annum                         | 3.750% per annum                         | 4.000% per annum                         | 4.550% per annum                         | 4.700% per annum                         |
| Yield to Maturity            | 3.463% per annum                         | 3.795% per annum                         | 4.041% per annum                         | 4.593% per annum                         | 4.743% per annum                         |
| Price to Public              | 99.940%                                  | 99.724%                                  | 99.664%                                  | 99.440%                                  | 99.314%                                  |
| Spread to Benchmark Treasury | Plus 95 basis points                     | Plus 120 basis points                    | Plus 135 basis points                    | Plus 155 basis points                    | Plus 170 basis points                    |
| Benchmark Treasury           | 2.500% UST due January 31, 2024          | 2.625% UST due January 31, 2026          | 2.625% UST due February 15, 2029         | 3.375% UST due November 15, 2048         | 3.375% UST due November 15, 2048         |
| Benchmark Treasury Yield     | 2.513%                                   | 2.595%                                   | 2.691%                                   | 3.043%                                   | 3.043%                                   |
| Benchmark Treasury Price     | 99-30                                    | 100-06                                   | 99-13+                                   | 106-14+                                  | 106-14+                                  |
| Interest Payment Dates       | Semi-annually on March 1 and September 1 | Semi-annually on March 1 and September 1 | Semi-annually on March 1 and September 1 | Semi-annually on March 1 and September 1 | Semi-annually on March 1 and September 1 |
| First Interest Payment Date  | September 1, 2019                        | September 1, 2019                        | September 1, 2019                        | September 1, 2019                        | September 1, 2019                        |
| Make-whole Call              | Plus 15 basis points                     | Plus 20 basis points                     | Plus 25 basis points                     | Plus 25 basis points                     | Plus 30 basis points                     |
| Special Mandatory Redemption | In the event the Proposed BTG            | In the event the Proposed BTG            | N/A                                      | N/A                                      | N/A                                      |

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|   |   |
|---|---|
| Acquisition (as defined in the prospectus supplement) has not | Acquisition (as defined in the prospectus supplement) has not |
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| 5-Year   | 7-Year   | 10-Year | 20-Year | 30-Year |
|--|--|---------|---------|---------|
| <p>become Effective (as defined in the Prospectus Supplement) on or prior to the Long Stop Date (as defined in the Prospectus Supplement) or if, prior to becoming Effective, the Proposed BTG Acquisition lapses, is withdrawn or otherwise terminates in accordance with its terms, then we will be required to redeem all outstanding 2024 notes and 2026 notes on the special mandatory redemption date (as defined below) at a special mandatory redemption price equal to 101% of the principal amount thereof, plus accrued and unpaid interest thereon (if any) to, but not including, the special mandatory redemption date (subject to the right of holders as of the close of business on a regular record date to receive interest due on the related interest payment date). The special mandatory redemption date means the earlier to occur of (i) the 30th day (or if such day is not a business day, the first business day thereafter) following the Long Stop Date and (ii) the 30th day (or if such day is not a</p> | <p>become Effective (as defined in the Prospectus Supplement) on or prior to the Long Stop Date (as defined in the Prospectus Supplement) or if, prior to becoming Effective, the Proposed BTG Acquisition lapses, is withdrawn or otherwise terminates in accordance with its terms, then we will be required to redeem all outstanding 2024 notes and 2026 notes on the special mandatory redemption date (as defined below) at a special mandatory redemption price equal to 101% of the principal amount thereof, plus accrued and unpaid interest thereon (if any) to, but not including, the special mandatory redemption date (subject to the right of holders as of the close of business on a regular record date to receive interest due on the related interest payment date). The special mandatory redemption date means the earlier to occur of (i) the 30th day (or if such day is not a business day, the first business day thereafter) following the Long Stop Date and (ii) the 30th day (or if such day is not a</p> |         |         |         |

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|                       |   |   |  |  |  |
|-----------------------|---|---|--|--|--|
|                       | business day, the first business day thereafter) following the lapse, withdrawal or termination of the Proposed BTG Acquisition in accordance with its terms. | business day, the first business day thereafter) following the lapse, withdrawal or termination of the Proposed BTG Acquisition in accordance with its terms. |  |  |  |
| Day Count Basis       | 30/360  | 30/360  | 30/360   | 30/360   | 30/360   |
| Minimum Denominations | \$2,000 and integral multiples of \$1,000 in excess of such amount  | \$2,000 and integral multiples of \$1,000 in excess of such amount  | \$2,000 and integral multiples of \$1,000 in excess of such amount | \$2,000 and integral multiples of \$1,000 in excess of such amount | \$2,000 and integral multiples of \$1,000 in excess of such amount |
| CUSIP / ISIN          | 101137 AV9 / US101137AV96   | 101137 AW7 / US101137AW79   | 101137 AX5 / US101137AX52  | 101137 AT4 / US101137AT41  | 101137 AU1 / US101137AU14  |

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|                   | 5-Year   | 7-Year   | 10-Year  | 20-Year  | 30-Year  |
|-------------------|--|--|--|--|--|
| Joint Bookrunners | Barclays Capital Inc.                              | Barclays Capital Inc.                              | Barclays Capital Inc.                              | Barclays Capital Inc.                              | Barclays Capital Inc.                              |
|                   | Merrill Lynch, Pierce, Fenner & Smith Incorporated | Merrill Lynch, Pierce, Fenner & Smith Incorporated | Merrill Lynch, Pierce, Fenner & Smith Incorporated | Merrill Lynch, Pierce, Fenner & Smith Incorporated | Merrill Lynch, Pierce, Fenner & Smith Incorporated |
|                   | Wells Fargo Securities, LLC                        | Wells Fargo Securities, LLC                        | Wells Fargo Securities, LLC                        | Wells Fargo Securities, LLC                        | Wells Fargo Securities, LLC                        |
|                   | Citigroup Global Markets Inc.                      | Citigroup Global Markets Inc.                      | Citigroup Global Markets Inc.                      | Citigroup Global Markets Inc.                      | Citigroup Global Markets Inc.                      |
|                   | Deutsche Bank Securities Inc.                      | Deutsche Bank Securities Inc.                      | Deutsche Bank Securities Inc.                      | Deutsche Bank Securities Inc.                      | Deutsche Bank Securities Inc.                      |
|                   | Goldman Sachs & Co. LLC                            | Goldman Sachs & Co. LLC                            | Goldman Sachs & Co. LLC                            | Goldman Sachs & Co. LLC                            | Goldman Sachs & Co. LLC                            |
|                   | J.P. Morgan Securities LLC                         | J.P. Morgan Securities LLC                         | J.P. Morgan Securities LLC                         | J.P. Morgan Securities LLC                         | J.P. Morgan Securities LLC                         |
| Co-Managers       | Academy Securities, Inc.                           | Academy Securities, Inc.                           | Academy Securities, Inc.                           | Academy Securities, Inc.                           | Academy Securities, Inc.                           |
|                   | BNP Paribas Securities Corp.                       | BNP Paribas Securities Corp.                       | BNP Paribas Securities Corp.                       | BNP Paribas Securities Corp.                       | BNP Paribas Securities Corp.                       |
|                   | DNB Markets, Inc.                                  | DNB Markets, Inc.                                  | DNB Markets, Inc.                                  | DNB Markets, Inc.                                  | DNB Markets, Inc.                                  |
|                   | MUFG Securities Americas Inc.                      | MUFG Securities Americas Inc.                      | MUFG Securities Americas Inc.                      | MUFG Securities Americas Inc.                      | MUFG Securities Americas Inc.                      |
|                   | RBC Capital Markets, LLC                           | RBC Capital Markets, LLC                           | RBC Capital Markets, LLC                           | RBC Capital Markets, LLC                           | RBC Capital Markets, LLC                           |
|                   | Scotia Capital (USA) Inc.                          | Scotia Capital (USA) Inc.                          | Scotia Capital (USA) Inc.                          | Scotia Capital (USA) Inc.                          | Scotia Capital (USA) Inc.                          |
|                   | SG Americas Securities, LLC                        | SG Americas Securities, LLC                        | SG Americas Securities, LLC                        | SG Americas Securities, LLC                        | SG Americas Securities, LLC                        |
|                   | Standard Chartered Bank                            | Standard Chartered Bank                            | Standard Chartered Bank                            | Standard Chartered Bank                            | Standard Chartered Bank                            |
|                   | TD Securities (USA) LLC                            | TD Securities (USA) LLC                            | TD Securities (USA) LLC                            | TD Securities (USA) LLC                            | TD Securities (USA) LLC                            |
|                   | U.S. Bancorp Investments, Inc.                     | U.S. Bancorp Investments, Inc.                     | U.S. Bancorp Investments, Inc.                     | U.S. Bancorp Investments, Inc.                     | U.S. Bancorp Investments, Inc.                     |

Note:

(1) A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The Issuer has filed a registration statement (including a preliminary prospectus supplement and accompanying prospectus) with the U.S. Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement and accompanying prospectus 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 Issuer, any underwriter or any dealer participating in the offering will arrange to send you the preliminary prospectus supplement and accompanying prospectus if you request it by calling Barclays Capital Inc. toll-free at (888) 603-5847, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at (800) 294-1322 or Wells Fargo Securities, LLC toll-free at (800) 645-3751**

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