

JOHNSON & JOHNSON  
Form 8-K  
March 03, 2017

**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): February 28, 2017**

**(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 February 28, 2017, Johnson & Johnson, a New Jersey corporation (the Company), entered into an underwriting agreement (the Underwriting Agreement) with Goldman, Sachs & Co., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives 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 2.250% Notes due 2022;
  - (2) \$1,000,000,000 aggregate principal amount of 2.950% Notes due 2027;
  - (3) \$1,500,000,000 aggregate principal amount of 3.625% Notes due 2037; and
  - (4) \$1,000,000,000 aggregate principal amount of 3.750% Notes due 2047
- (collectively, the Notes) under the Company's Registration Statement on Form S-3, Reg. No. 333-216285. The issuance and sale of the Notes are expected to close on or about March 3, 2017.

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits.

Exhibit No.	Description
4.1	Company Order establishing the terms of the Notes.
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

March 3, 2017

**EXHIBIT INDEX**

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