

DANAHER CORP /DE/
Form POS AM
June 03, 2003

As filed with the Securities and Exchange Commission on June 2, 2003

Registration No. 333-56406

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

DANAHER CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

59-1995548
(I.R.S. Employer
Identification No.)

2099 Pennsylvania Avenue, N.W.

Washington, D.C. 20006-1813

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(202) 828-0850

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Patrick W. Allender

Executive Vice President, Chief Financial Officer and Secretary

2099 Pennsylvania Avenue, N.W.

Washington, D.C. 20006-1813

(202) 828-0850

(Name, address, including zip code, and telephone number, including area code, of agent for service of process)

With copies to:

Meredith B. Cross
Wilmer, Cutler & Pickering
2445 Street, N.W.
Washington, D.C. 20037
(202) 663-6000

James F. O'Reilly
Associate General Counsel and Assistant Secretary
Danaher Corporation
2099 Pennsylvania Avenue, N.W.
Washington, D.C. 20006-1813
(202) 828-0850

DEREGISTRATION OF UNSOLD SECURITIES

On March 1, 2001, Danaher Corporation (the Registrant) filed its Registration Statement on Form S-3 (File No. 333-56406) (the Registration Statement) covering \$829,823,000 principal amount of its Liquid Yield Option Notes due 2021 (Zero Coupon Senior) (the 2001 LYONs) and the shares of the Registrant's common stock, \$0.01 par value (the Common Stock) issuable upon conversion of such 2001 LYONs to be sold by certain selling securityholders of the Company. On March 16, 2001, the Securities and Exchange Commission (the Commission) declared the Registration Statement effective.

Pursuant to the Registrant's undertaking in Item 17 of Part II of this Registration Statement, the Registrant hereby amends the registration statement by means of this post-effective amendment to remove from registration the unsold portion of securities registered hereon. The Registration Statement was filed in order to register the 2001 LYONs issued to purchasers in private placements in January 2001 and the shares of Common Stock into which the 2001 LYONs are convertible. As of April 29, 2003 the selling securityholders have re-sold \$627,612,000 in principal amount of the 2001 LYONs under the Registration Statement.

Pursuant to the terms of the Registration Rights Agreement between the Registrant and the initial purchasers of the 2001 LYONs, the Registrant's obligation to maintain the effectiveness of the Registration Statement under the Registration Rights Agreement expired in March 2003.

Accordingly, the Registrant hereby de-registers \$202,211,000 in principal amount of the 2001 LYONs and the shares of Common Stock into which the 2001 LYONs are convertible that were registered pursuant to the Registration Statement and remain unsold thereunder.

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Date: June 2, 2003

By: /s/ ROBERT S. LUTZ

Robert S. Lutz

Vice President and Chief Accounting Officer

(Principal Accounting Officer)

Date: June 2, 2003

By: /s/ MORTIMER M. CAPLIN*

Mortimer M. Caplin

Director

Date: June 2, 2003

By: /s/ DONALD J. EHRLICH*

Donald J. Ehrlich

Director

Date: June 2, 2003

By: /s/ MITCHELL P. RALES*

Mitchell P. Rales

Director and Chairman of the Executive Committee

Date: June 2, 2003

By: /s/ STEVEN M. RALES*

Steven M. Rales

Director and Chairman of the Board

Date: June 2, 2003

By: /s/ WALTER G. LOHR, JR.*

Walter G. Lohr, Jr.

Director

Date: June 2, 2003

By: /s/ ALAN G. SPOON*

Alan G. Spoon

Director

Date: _____, 2003

By: _____

A. Emmet Stephenson, Jr.

Director

*By: /s/ PATRICK W.
ALLENDER

Patrick W. Allender

Attorney-in-fact