



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

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$.01 par value	17,000,000 shares (1)	\$68.02 (2)	\$1,156,340,000 (2)	\$157,724.78

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- Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an indeterminate number of shares as may be required to cover possible adjustments under the plan by reason of any stock dividend, stock split, share combination, exchange of shares, recapitalization, merger, consolidation, separation, reorganization, liquidation or the like, of or by the Registrant.
- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of the average of the high and low sale prices of the Registrant's Common Stock on the New York Stock Exchange on July 12, 2013, in accordance with Rule 457(c) under the Securities Act of 1933, as amended.
- (2)
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Danaher Corporation (“Danaher” or the “Registrant”) with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 17,000,000 shares of the Registrant's common stock, par value \$0.01 per share, for issuance pursuant to the Danaher Corporation 2007 Stock Incentive Plan, as amended (the “Plan”). In accordance with General Instruction E to Form S-8, the contents of Registration Statement No. 333-175223, filed with the Commission on June 29, 2011, Registration Statement No. 333-159059, filed with the Commission on May 8, 2009, and Registration Statement No. 333-144572, filed with the Commission on July 13, 2007, are incorporated herein by reference.

PART II

Item 8. Exhibits.

Exhibit Number	Description of Exhibit
5.1	Opinion of counsel
23.1	Consent of Ernst & Young LLP, an independent registered public accounting firm
23.2	Consent of counsel (included in Exhibit 5.1)
24.1	Power of Attorney
99.1	Danaher Corporation 2007 Stock Incentive Plan, as amended (incorporated by reference from Exhibit 10.1 to Danaher's Current Report on Form 8-K filed with the Commission on May 8, 2013)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the District of Columbia, on July 16, 2013.

DANAHER CORPORATION

By: /s/ Daniel L. Comas  
Name: Daniel L. Comas  
Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 16, 2013.

Name, Title and Signature	Date
* Steven M. Rales Chairman of the Board	July 16, 2013
* Mitchell P. Rales Chairman of the Executive Committee	July 16, 2013
* H. Lawrence Culp, Jr. President, Chief Executive Officer and Director	July 16, 2013
* Donald J. Ehrlich Director	July 16, 2013
* Linda Hefner Filler Director	July 16, 2013
* Teri List-Stoll Director	July 16, 2013
* Walter G. Lohr, Jr. Director	July 16, 2013
* John T. Schwieters Director	July 16, 2013



\* July 16, 2013  
Alan G. Spoon  
Director

\* July 16, 2013  
Elias A. Zerhouni, M.D.  
Director

/s/ DANIEL L. COMAS July 16, 2013  
Daniel L. Comas  
Executive Vice President and Chief Financial Officer

/s/ ROBERT S. LUTZ July 16, 2013  
Robert S. Lutz  
Senior Vice President and Chief Accounting Officer

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\* pursuant to power of attorney

By: /s/ James F. O'Reilly  
James F. O'Reilly  
Attorney-in-Fact

EXHIBIT INDEX

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