BRISTOL MYERS SQUIBB CO
Form 8-K
October 12, 2010

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): October 12, 2010

BRISTOL-MYERS SQUIBB COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware	**1-1136**	**22-079-0350**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification Number)**

345 Park Avenue

New York, NY, 10154

(Address of Principal Executive Office)

Registrant s telephone number, including area code: (212) 546-4000

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 (*see* General Instruction A.2. below):

¨ 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 October 12, 2010, Bristol-Myers Squibb Company (the Company) announced the completion of the acquisition of all outstanding shares of common stock, without par value (the Shares), of ZymoGenetics, Inc., a Washington corporation (ZymoGenetics), that were not already owned by the Company and its subsidiaries. The acquisition of the Shares was structured as a two-step transaction, with a cash tender offer by Zeus Acquisition Corporation, a Washington corporation and a wholly owned subsidiary of the Company (the Purchaser), for the Shares at a price of $9.75 per Share, net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 10, 2010, and in the related Letter of Transmittal, each as amended and supplemented, filed by the Company and the Purchaser with the Securities and Exchange Commission on September 10, 2010, followed by the merger of ZymoGenetics with and into Purchaser. The press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated October 12, 2010.

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.

BRISTOL-MYERS SQUIBB COMPANY

Dated: October 12, 2010

By: /s/ Sandra Leung
Name: Sandra Leung
Title: General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated October 12, 2010.