

THERMO FISHER SCIENTIFIC INC.  
Form FWP  
August 16, 2012

Filed Pursuant to Rule 433

Registration Statement No. 333-166176

**Thermo Fisher Scientific Inc.**

**Term Sheet**

**August 15, 2012**

**3.150% Senior Notes due 2023**

Issuer:	Thermo Fisher Scientific Inc.
Principal Amount:	\$800,000,000
Maturity Date:	January 15, 2023
Coupon (Interest Rate):	3.150%
Yield to Maturity:	3.210%
Spread to Benchmark Treasury:	T+140 bps
Benchmark Treasury:	1.625% due August 2022
Benchmark Treasury Price and Yield:	98-10 / 1.810%
Interest Payment Dates:	January 15 and July 15, commencing on January 15, 2013
Redemption Provision:	Prior to October 15, 2022 (three months prior to their maturity date), we may redeem, at our option, the notes in whole at any time or in part from time to time, at our option, at a redemption price equal to the greater of (1) 100% of the principal amount of the notes to be redeemed and (2) the sum of the present values of the remaining scheduled payments of principal and interest in respect of the notes being redeemed (not including any portion of the payments of interest accrued but unpaid as of the date of redemption) discounted on a semi-annual basis (assuming a 360-day year of twelve 30-day months), at the Treasury Rate plus 25 basis points, plus accrued and unpaid interest, if any, to, but excluding, the date of redemption.

In addition, on or after October 15, 2022, we may redeem, at our option, the notes in whole at any time or in part from time to time, at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the date of redemption.

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Special Mandatory Redemption:	In the event that we do not consummate the merger of our wholly owned subsidiary with and into One Lambda, Inc. on or prior to December 31, 2012 or the Agreement and Plan of Merger among One Lambda, Inc., us and Dr. Emiko Terasaki, M.D., as the transaction representative, is terminated at any time prior to such date, we will be required to redeem all of the notes on a special mandatory redemption date at a redemption price equal to 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest, if any, to, but excluding, the date of redemption.
Issue Price:	99.475%
Settlement Date:	August 22, 2012 (T+5)
Ratings*:	Moody s: Baa1 (stable)  S&P: A- (stable)  Fitch: BBB+ (stable)
Concurrent Debt Offerings:	We are also offering \$500,000,000 in aggregate principal amount of our 1.850% Senior Notes due January 2018
CUSIP:	883556BC5
ISIN:	US883556BC51
Joint Book-Running Managers	Goldman, Sachs & Co.  J.P. Morgan Securities LLC  RBS Securities Inc.  Barclays Capital Inc.  Deutsche Bank Securities Inc.  Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Morgan Stanley & Co. LLC
Co-Managers	BNP Paribas Securities Corp.  HSBC Securities (USA) Inc.  Mitsubishi UFJ Securities (USA), Inc.  Banca IMI S.p.A.  ING Financial Markets LLC  KeyBanc Capital Markets Inc.  Scotia Capital (USA) Inc.  U.S. Bancorp Investments, Inc.

\* 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 prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement 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 active joint book-running managers can arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. at 1-866-471-2526; or by calling J.P. Morgan Securities LLC at 1-212-834-4533; or by calling RBS Securities Inc. at 1-866-884-2071.**