

Edgar Filing: JOHNSON & JOHNSON - Form 8-K

JOHNSON & JOHNSON
Form 8-K
December 16, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8K

Current Report
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
December 16, 2005

JOHNSON & JOHNSON

(Exact name of registrant as specified in its charter)

| | | |
|--|----------------------------|---|
| New Jersey | 1-3215 | 22-1024240 |
| (State or other jurisdiction of incorporation) | Commission File Number) | (I.R.S. Employer Identification No.) |

One Johnson & Johnson Plaza, New Brunswick, New Jersey
08933

(Address of principal executive offices) (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

NEW BRUNSWICK, N.J. and WEST CHESTER, Pa., Dec. 16

Edgar Filing: JOHNSON & JOHNSON - Form 8-K

/PRNewswire-FirstCall/ -- Johnson & Johnson (NYSE: JNJ) and Animas Corporation (Nasdaq: PUMP), an insulin delivery company, today announced a definitive agreement whereby Animas will be acquired in a cash-for-stock merger transaction. Animas is expected to operate as a stand-alone entity reporting through LifeScan, Inc., a Johnson & Johnson company offering blood glucose monitoring systems. The acquisition affords LifeScan immediate entry into the fast-growing insulin delivery pump market.

Under the terms of the agreement, Animas stockholders will receive \$24.50 for each outstanding Animas share. The net value of the transaction as of the anticipated closing date is estimated to be approximately \$518 million based upon Animas' 22 million fully diluted shares outstanding, net of estimated cash on hand at time of closing.

The boards of directors of Johnson & Johnson and Animas have approved the transaction, which is subject to clearance under the Hart-Scott-Rodino Antitrust Improvements Act, certain foreign regulatory approvals, Animas stockholder approval and other customary closing conditions. The transaction is expected to close in the first quarter of 2006.

| Exhibit No. | Description of Exhibit |
|-------------|---------------------------------------|
| 99.15 | Press Release dated December 16, 2005 |

SIGNATURE

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

Date: December 16, 2005 By: /s/ Stephen J. Cosgrove
Stephen J. Cosgrove
Chief Accounting Officer