

BAXTER INTERNATIONAL INC
Form 8-K
September 27, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) September 25, 2012

Baxter International Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

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1-4448
(Commission File Number)

36-0781620
(IRS Employer Identification No.)

One Baxter Parkway, Deerfield, Illinois
(Address of principal executive offices)

(224) 948-2000

60015-4625
(Zip Code)

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) The Board of Directors (the Board) of Baxter International Inc. (the Company) has elected Thomas F. Chen and Uma Chowdhry, Ph.D., to serve as members of the Board, effective as of November 2012. The Board has not yet determined the committees of the Board to which Mr. Chen and Dr. Chowdhry will be named.

Mr. Chen and Dr. Chowdhry will each be compensated for service as a director pursuant to the Company's Non-Employee Director Compensation Plan and will be eligible to participate in the Company's Directors' Deferred Compensation Plan. As of the effective date of joining the Board, each of Mr. Chen and Dr. Chowdhry will be granted equity awards as compensation for their 2012 service in an amount consistent with the awards granted annually to non-employee directors, prorated for the number of months served, pursuant to the Company's Non-Employee Director Compensation Plan.

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 thereunto duly authorized.

BAXTER INTERNATIONAL INC.

By: /s/ STEPHANIE A. SHINN
Stephanie A. Shinn

Corporate Vice President,

Associate General Counsel and

Corporate Secretary

Date: September 27, 2012