

BAXTER INTERNATIONAL INC  
Form 8-K  
February 08, 2017

**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): February 6, 2017**

**Baxter International Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**One Baxter Parkway, Deerfield, Illinois**

**1-4448**  
**(Commission**

**File Number)**

**36-0781620**  
**(I.R.S. Employer**

**Identification No.)**

**60015**

(Address of principal executive offices)  
(224) 948-2000

(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:

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.**

*Election of Director*

Effective February 6, 2017, Baxter International Inc. (the Company) appointed Dr. Stephen N. Oesterle to the Company's board of directors (the Board). Dr. Oesterle was also appointed to the Board's Public Policy Committee.

Dr. Oesterle will 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. In connection with joining the Board, Dr. Oesterle was granted equity awards as compensation for a portion of his 2017 service (representing the period between his appointment date and the Company's 2017 Annual Meeting of Stockholders) in an amount consistent with the awards granted annually to non-employee directors, prorated for the number of months to be served in accordance with the terms of the Company's Non-Employee Director Compensation Plan.

**Item 8.01 Other Events.**

On February 8, 2017, the Company issued a press release announcing the appointment of Dr. Oesterle to the Board. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit	Description of Document
99.1	Press Release of Baxter International Inc. dated February 8, 2017

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 8, 2017

BAXTER INTERNATIONAL INC.

/s/ Ellen K. McIntosh  
By: Ellen K. McIntosh  
Corporate Vice President and Corporate  
Secretary

**Exhibit Index**

Exhibit

Number	Description
99.1	Press Release dated February 8, 2017.