

DANAHER CORP /DE/  
Form 8-A12B  
March 01, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**DANAHER CORPORATION**

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

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

**of incorporation or organization)**

**2200 Pennsylvania Ave. N.W., Suite 800W**

**Washington, D.C.**

**59-1995548**  
**(I.R.S. Employer**

**Identification No.)**

**20037-1701**

(Address of principal executive offices)

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>4.75% Mandatory Convertible Preferred Stock, Series A, without par value</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates:**

**333-224149**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

Danaher Corporation (the Registrant) has filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the Securities Act), a prospectus supplement, dated February 26, 2019 (the Prospectus Supplement), and the accompanying prospectus, dated April 5, 2018 (the Base Prospectus and together with the Prospectus Supplement, the Prospectus). The Prospectus Supplement relates to the Registrant's offering of its 4.75% Mandatory Convertible Preferred Stock, Series A, without par value. The Prospectus forms a part of the Registration Statement on Form S-3 (File No. 333-224149), filed with the Commission on April 5, 2018.

**Item 1. Description of Registrant's Securities to be Registered.**

The descriptions under the headings "Description of Mandatory Convertible Preferred Stock" in the Prospectus Supplement and "Description of Capital Stock" in the Base Prospectus are incorporated by reference herein. Copies of such descriptions have been filed with the New York Stock Exchange.

**Item 2. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Restated Certificate of Incorporation of Danaher Corporation (incorporated by reference from Exhibit 3.1 to Danaher Corporation's Quarterly Report on Form 10-Q for the quarter ended June 29, 2012 (Commission File Number: 1-8089))
3.2	Amended and Restated By-laws of Danaher Corporation (incorporated by reference from Exhibit 3.2 to Danaher Corporation's Current Report on Form 8-K filed December 6, 2016 (Commission File Number: 1-8089))
3.3	Certificate of Designations of the 4.75 % Mandatory Convertible Preferred Stock, Series A, filed with the Secretary of State of the State of Delaware on February 28, 2019 (incorporated by reference from Exhibit 3.1 to Danaher Corporation's Current Report on Form 8-K filed March 1, 2019 (Commission File Number: 1-8089))
4.1	Specimen Certificate of the 4.75% Mandatory Convertible Preferred Stock, Series A (contained in Exhibit 3.3 above)

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

DANAHER CORPORATION

By: /s/ James F. O Reilly  
James F. O Reilly  
Vice President, Associate General  
Counsel and Secretary

Date: March 1, 2019