Form **8937** (December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name			2 Issuer's employer identification number (EIN)
St. Jude Medical, Inc. (by successor: Abbott Laboratories)			41-1276891
3 Name of contact for additional information	4 Telephone No. of contact		5 Email address of contact
Scott M. Leinenweber, VP Investor Relations	224-667-8945		scott.leinenweber@abbott.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact			7 City, town, or post office, state, and Zip code of contact
100 Abbott Park Road			Abbott Park, Illinois 60064
8 Date of action	9 Classification and description		
March 22, 2017	See Attached		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See Attached		STJ (ABT)	

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► PLEASE SEE ATTACHMENT.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► PLEASE SEE ATTACHMENT.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► PLEASE SEE ATTACHMENT.

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

PLEASE SEE ATTACHMENT.

18 Can any resulting loss be recognized? ▶ PLEASE SEE ATTACHMENT.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ PLEASE SEE ATTACHMENT.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ [signature] Date ▶ 4-18-2017

Print your name ▶ AJ Shoultz Title ▶ VP of Tax, Abbott Laboratories

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

ATTACHMENT - FORM 8937
"REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES"

Part I, Items 9 & 10: Classification and description & CUSIP Number

Classification and description	CUSIP Number
$500,000,000 principal amount of St. Jude Medical, LLC's (successor to St. Jude Medical, Inc.) 2.000% senior notes due 2018	790849AL7
$500,000,000 principal amount of St. Jude Medical, LLC's (successor to St. Jude Medical, Inc.) 2.800% senior notes due 2020	790849AM5
$900,000,000 principal amount of St. Jude Medical, LLC's (successor to St. Jude Medical, Inc.) 3.250% senior notes due 2023	790849AJ2
$500,000,000 principal amount of St. Jude Medical, LLC's (successor to St. Jude Medical, Inc.) 3.875% senior notes due 2025	790849AN3
$700,000,000 principal amount of St. Jude Medical, LLC's (successor to St. Jude Medical, Inc.) 4.750% senior notes due 2043	790849AK9

Part II, Items 14 through 19: Organizational Action

Line	Description	Response
Part II, Item 14	Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.	In April 2013, pursuant to the Indenture, dated as of July 28, 2009, between St. Jude Medical, Inc. ("St. Jude") and U.S. Bank National Association, as trustee, (the "STJ base indenture") and the Fourth Supplemental Indenture, dated as of April 2, 2013, St. Jude issued $900 million principal amount of 10-year, 3.250% unsecured senior notes that mature on April 15, 2023 ("2023 Senior Notes") and $700 million principal amount of 30-year, 4.750% unsecured senior notes that mature on April 15, 2043 ("2043 Senior Notes", together with the 2023 Senior Notes, the "2013 Issuance"). In September 2015, pursuant to the STJ base indenture and the Fifth Supplemental Indenture, dated as of September 23, 2015, St. Jude issued $500 million principal amount of 3-year, 2.000% unsecured senior notes that mature on September 15, 2018 ("2018 Senior Notes"); $500 million principal amount of 5-year, 2.800% unsecured senior notes that mature on September 15, 2020 ("2020 Senior Notes"); and $500 million principal amount of 10-year, 3.875% unsecured senior notes that mature on September 15, 2025 ("2025 Senior Notes", together with the 2018 Senior Notes and the 2020 Senior Notes,

		the “2015 Issuance”, and together with the “2013 Issuance”, the “STJ notes”). On January 4, 2017, Abbott Laboratories, an Illinois corporation whose common stock is publicly traded on the New York Stock Exchange (“Abbott”), acquired the shares of St. Jude Medical, Inc., a Minnesota corporation whose common stock was publicly traded on the New York Stock Exchange. As part of the acquisition, St. Jude Medical, Inc. merged with and into St. Jude Medical, LLC (the “Company”), a Delaware limited liability company that was a direct wholly owned subsidiary of Abbott. Thus, the Company, as successor of St. Jude Medical, Inc., became the obligor for the STJ notes. On February 21, 2017, in a prospectus included in a Form S-4 filed by Abbott with the Securities and Exchange Commission (the “Form S-4”), Abbott engaged in separate tender offers for each series of STJ notes in order to simplify its capital structure and to give existing holders of STJ notes (the “STJ noteholders”) the opportunity to exchange such notes for notes of a corresponding series of notes issued by Abbott (i.e., the “Abbott notes”) with the same interest and maturity date as the STJ notes tendered (each such offer, an “exchange offer”). In connection with the exchange offers, Abbott also solicited the consent of the tendering STJ noteholders to eliminate various covenants, event of default provisions and certain other provisions in the indenture applying to the tendered series of the STJ notes. The amendment of the indenture of a particular series of STJ notes would apply only when the relevant exchange offer was settled and only to such STJ notes that were not tendered and remain outstanding following the settlement date (defined below). Under Abbott's exchange offer for each series of STJ notes, in exchange for each $1,000 principal amount of STJ notes that was validly tendered prior to 5:00 p.m., New York City time, on March 6, 2017, (the “early consent date”) and not validly withdrawn, holders were entitled to receive $1,000 principal amount of Abbott notes and a cash amount of $2.50 (the “Consent Fee”). In exchange for each $1,000 principal amount of STJ notes that was validly tendered after the early consent date but prior to 11:59 p.m., New York City time, on March 20, 2017 (the “expiration date”) and not validly withdrawn, holders were entitled to receive $970.00 principal amount of Abbott notes and the Consent Fee (subject to any In Lieu Payment (defined below)). On the expiration date, a sufficient number of STJ notes of each series had been tendered for Abbott to settle the tender

		offer for each such series and the exchange offers were settled on March 22, 2017 (the "settlement date") pursuant to the terms of the prospectus filed with the Form S-4. In settlement of the exchange offers, Abbott notes were issued only in denominations of $2,000 and whole multiples of $1,000. If Abbott was required to issue an Abbott note in a denomination other than $2,000 or a whole multiple of $1,000 in excess thereof, Abbott, in lieu of such issuance: • issued an Abbott note in a principal amount that has been rounded down to the nearest lesser whole multiple of $1,000; and • paid a cash amount equal to the sum of: (i) the difference between (x) the principal amount of the Abbott notes to which the tendering holder would otherwise be entitled *minus* (y) the principal amount of the Abbott note actually issued; *plus* (ii) accrued and unpaid interest on the principal amount representing such difference to, but excluding, the settlement date (items (i) and (ii) together, the "In Lieu Payment").
Part II, Item 15	Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.	The information in this Item 15 discusses the general U.S. federal income tax consequences for STJ noteholders that tendered their STJ notes in the exchange offers and those STJ noteholders who did not tender their STJ notes. **Tendering STJ Noteholders** Based on the facts and circumstances regarding the exchange offers, Abbott believes that an exchange of STJ notes of a particular series for Abbott notes of the corresponding series pursuant to the exchange offer would constitute a "significant modification" of such series of STJ notes for U.S. federal income tax purposes. In that case, the exchange of such STJ notes for such Abbott notes would be treated as a taxable exchange, except in the case the exchange qualified for treatment under Sections 354 and 356 (as discussed below). A holder that exchanges STJ notes for Abbott notes and cash pursuant to the exchange offers generally should recognize gain or loss equal to the difference, if any, between (i) the amount realized by the holder on the exchange, and (ii) the holder's adjusted tax basis in the STJ notes exchanged. The amount realized by the holder on the exchange generally is the sum of

		the cash received, which should include the Consent Fee and any In Lieu Payment, and the issue price (determined as discussed below) of the Abbott notes received, increased by the amount of pre-issuance accrued interest on such Abbott notes (defined below) and reduced by the amount of accrued and unpaid interest on such STJ notes. In addition to any gain or loss recognized as discussed above, a holder that exchanges STJ notes for Abbott notes pursuant to the exchange offers generally will be required to include the amount of accrued and unpaid interest on such STJ notes in gross income as interest income at the time of the exchange, to the extent that such amount was not previously so included. Any losses recognized are subject to limitations. Each holder's tax basis in its Abbott notes would be equal to the issue price of the Abbott note (determined as discussed below), increased by the amount of pre-issuance accrued interest on such Abbott note (as defined below). The holding period for the Abbott notes received in the exchange should commence on the settlement date. If a series of Abbott notes is considered to be "publicly traded" for U.S. federal income tax purposes, the issue price of such series of Abbott notes will, subject to the following paragraph, generally equal the fair market value of such Abbott notes on the date of issuance. Although no assurances can be given in this regard, Abbott believes that the Abbott notes were "publicly traded" for these purposes and intends to take this position for all relevant reporting and other tax purposes. Abbott's determination of the issue price of each series of Abbott notes is binding upon a holder unless such holder explicitly discloses to the Internal Revenue Service, on a timely filed U.S. federal income tax return for the taxable year that includes the settlement date, that its determination of the issue price is different from that of Abbott's, the reasons for the different determination, and how such holder determined the issue price. See the table located at the end of this attachment for Abbott's determination of the issue price of each series of the Abbott notes. The Abbott notes will be issued with "pre-issuance accrued interest", which is the amount of interest that would have accrued on the relevant STJ note from the last interest payment date to, but not including, the settlement date of the exchange. In accordance with applicable Treasury Regulations, Abbott intends to determine the issue price of each series of the Abbott notes by subtracting from the fair market value of such notes an amount equal to the pre-issuance accrued interest. The holder generally should be able to treat a portion of the first

		payment of stated interest on an Abbott note attributable to pre-issuance accrued interest as a non-taxable return of capital, and such holder's adjusted tax basis in such Abbott note would be reduced by such amount. In the alternative, the exchange of STJ notes for Abbott notes pursuant to the exchange offers would be subject to Sections 354 and 356 if the exchange qualified as a recapitalization under Section 368(a) of the Internal Revenue Code and the STJ notes and the Abbott notes constituted "securities". If such conditions were satisfied, a holder generally will recognize gain, but not loss, to the extent of the lesser of: (1) the sum of the fair market value of Abbott notes and cash received by the holder in exchange for the STJ notes minus the holder's adjusted tax basis in the STJ notes; and (2) the amount of cash received. Any gain recognized by a holder generally will be long-term capital gain if the STJ notes exchanged were held as a capital asset by the holder and as of the settlement date, the holding period for such STJ notes is greater than one year. If the exchange of STJ notes for Abbott notes were subject to section 354 and 356 as a recapitalization, pursuant to Section 358 of the Internal Revenue Code, each holder will need to allocate their tax basis in STJ notes immediately before the settlement date to the Abbott notes received in the exchange offer. The aggregate tax basis of the Abbott notes received by each holder will equal the aggregate tax basis of such holder's STJ notes surrendered in the exchange offer, (a) decreased by the amount of cash received by such holder, and (b) increased by the amount of gain, if any, recognized by the holder on the receipt of the Consent Fee and In Lieu Payment. Based on the facts and circumstances, Abbott intends to take the position that the exchange of STJ notes for Abbott notes by a tendering STJ noteholder did not qualify for treatment under Sections 354 and 356. There can be no assurance that the Internal Revenue Service will not take a contrary position and holders of STJ notes or Abbott notes received in exchange for STJ notes should consult their tax advisors to determine the tax consequences of such an exchange for them. **Non-Tendering STJ Noteholders** Based on the facts and circumstances, Abbott does not believe that the amendments to the STJ indenture consented to by the tendering STJ noteholders constitute a "significant modification" of any series of STJ notes; and therefore, the non-tendering STJ noteholders (regardless of series) should not

		realize gain or loss from such amendments and accordingly there would be no adjustment to their tax basis in the STJ notes resulting from the amendment of the indentures. However, there can be no assurance that the Internal Revenue Service will not take a contrary position and STJ noteholders who did not tender their notes should consult their tax advisors regarding the tax consequences to them of such amendments to the indenture.
Part II, Item 16	Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.	See Item 15 above for a general description of the U.S. federal income tax consequences for a tendering STJ noteholder participating in an exchange offer, including the determination of such holder's aggregate tax basis in any Abbott notes received, whether such exchange is considered taxable or qualifies for treatment as a recapitalization. Abbott believes given the presence of sales, price quotes and indicative quotes following the settlement date that each series of Abbott notes is “publicly traded” and therefore that the issue price of each series of Abbott notes will be based on their fair market value. Based on this approach, the fair market value of each series of Abbott notes issued in the exchange offers, the corresponding pre-issuance accrued interest and the issue prices are set forth in the table located at the end of this attachment. The issue price of each series of Abbott notes issued in the exchange offers may also be viewed on Abbott's website at the following link: www.abbottinvestor.com. This determination by Abbott of the issue price of each series of Abbott notes is binding on all holders of such Abbott notes. If a holder uses a different issue price, the holder must explicitly disclose to the Internal Revenue Service, on a timely filed U.S. federal income tax return for the taxable year that includes the settlement date that such holder’s determination of the issue price of the Abbott note is different from that determined by Abbott, the reasons for the different determination, and how such holder determined the issue price. In this regard, holders should consult their own tax advisors as to the particular tax consequences to them from receiving the Abbott notes.
Part II, Item 17	List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.	Sections 354, 356, 358, 368, 1001 and 1221 of the Internal Revenue Code.

Part II, Item 18	Can any resulting loss be recognized?	If the exchange of STJ notes for Abbott notes is treated as a recapitalization qualifying under Sections 354 and 356, then no loss will be recognized by the holders. If such exchange of STJ notes for Abbott notes is treated as a taxable exchange, then loss may be recognized depending on the exchanging STJ noteholders' basis in their STJ notes exchanged, subject to limitations. If the exchange of STJ notes for Abbott notes is not treated as a significant modification, then no loss will be recognized by the holders.
Part II, Item 19	Provide any other information necessary to implement the adjustment, such as the reportable tax year.	The exchange offers were settled on March 22, 2017. The reportable tax year for the exchanges is 2017 for each tendering STJ noteholder whose taxable year is the calendar year. Please see the prospectus to the Form S-4 filed by Abbott with the Securities and Exchange Commission on February 21, 2017, for additional information regarding the general U.S. federal income tax consequences of tendering STJ notes in the exchange offers, including alternative treatment for the Consent Fee and the early participation premium (as defined in the prospectus). Holders should consult their own tax advisors as to the particular tax consequences to them from (1) the exchange of STJ notes for Abbott notes in the exchange offers or (2) not tendering their STJ notes.

<u>Part II, Item 16: Issue Price Table</u>

Abbott Notes	CUSIP Number	Fair Market Value per $1,000 of principal (A)	Pre-Issuance Accrued Interest per $1,000 of principal (B)	Issue Price per $1,000 of principal (A - B)	Issue Price (Percent of Par Value)
2.000% senior notes due 2018	002824BJ8	$1,001.16	$0.39	$1,000.77	100.077
2.800% senior notes due 2020	002824BK5	$1,010.87	$0.54	$1,010.32	101.032
3.250% senior notes due 2023	002824BL3	$1,000.48	$14.17	$986.31	98.631
3.875% senior notes due 2025	002824BM1	$1,016.08	$0.75	$1,015.33	101.533
4.750% senior notes due 2043	002824BN9	$1,012.57	$20.72	$991.86	99.186