

THERMO FISHER SCIENTIFIC INC.  
Form DEF 14A  
April 08, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**THERMO FISHER SCIENTIFIC INC.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



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81 Wyman Street  
Waltham, MA 02451

April 8, 2014

Dear Stockholder:

You are cordially invited to attend the 2014 Annual Meeting of Stockholders of Thermo Fisher Scientific Inc., which will be held on Tuesday, May 20, 2014, at 1:00 p.m. (Eastern time) at the Hilton New York, 1335 Avenue of the Americas, New York, New York.

The notice of meeting and proxy statement accompanying this letter describe the specific business to be acted upon at the meeting. The Company's 2013 Annual Report to Stockholders also accompanies this letter.

It is important that your shares of the Company's common stock be represented and voted at the meeting regardless of the number of shares you may hold. Whether or not you plan to attend the meeting in person, you can ensure your shares of the Company's common stock are voted at the meeting by submitting your instructions by telephone, the Internet, or in writing by returning the Company's proxy card (if one has been provided to you). Please review the instructions in the enclosed proxy statement and proxy card regarding each of these voting options.

We are pleased this year to again take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their stockholders over the Internet. We believe that this e-proxy process expedites stockholders' receipt of proxy materials, while lowering the costs and reducing the environmental impact of our annual meeting. Stockholders receiving e-proxy materials have been sent a notice containing instructions on how to access the proxy statement and annual report over the Internet and how to vote.

Thank you for your continued support of the Company.

Yours very truly,

MARC N. CASPER

*President and Chief Executive Officer*

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81 Wyman Street  
Waltham, MA 02451

**NOTICE OF 2014 ANNUAL MEETING OF STOCKHOLDERS**

*To be held on May 20, 2014*

**Important Notice Regarding the Availability of Proxy Materials for the  
Annual Meeting of Stockholders to be Held on May 20, 2014.**

**The Proxy Statement and 2013 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).**

April 8, 2014

To the Holders of the Common Stock of  
THERMO FISHER SCIENTIFIC INC.

Notice is hereby given that the 2014 Annual Meeting of Stockholders of Thermo Fisher Scientific ( Thermo Fisher or the Company ) will be held on Tuesday, May 20, 2014, at 1:00 p.m. (Eastern time) at the Hilton New York, 1335 Avenue of the Americas, New York, New York.

The purpose of the meeting is to consider and take action upon the following matters:

1. Election of eleven directors for a one-year term expiring in 2015.
2. Approval of an advisory vote on executive compensation.
3. Ratification of the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent auditors for 2014.
4. Such other business as may properly be brought before the meeting and any adjournment thereof.

Stockholders of record at the close of business on March 28, 2014, are the only stockholders entitled to notice of and to vote at the 2014 Annual Meeting of Stockholders.

This notice, the proxy statement and the proxy card enclosed herewith are sent to you by order of the Board of Directors of the Company.

By Order of the Board of Directors,

SETH H. HOOGASIAN

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*Senior Vice President, General Counsel and Secretary*

**IMPORTANT**

Whether or not you intend to attend the meeting in person, please ensure that your shares of the Company's common stock are present and voted at the meeting by submitting your instructions by telephone, the Internet, or in writing by completing, signing, dating and returning the enclosed proxy card to our tabulation agent in the enclosed, self-addressed envelope, which requires no postage if mailed in the United States.

Directions to the Annual Meeting are available by calling Investor Relations at (781) 622-1111.

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81 Wyman Street

Waltham, MA 02451

**PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS**

*May 20, 2014*

This proxy statement is furnished in connection with the solicitation of proxies by Thermo Fisher Scientific Inc. ( "Thermo Fisher" or the "Company" ) on behalf of the Board of Directors of the Company (the "Board" ) for use at the 2014 Annual Meeting of Stockholders to be held on Tuesday, May 20, 2014, at 1:00 p.m. (Eastern time) at the Hilton New York, 1335 Avenue of the Americas, New York, New York, and any adjournments thereof. The mailing address of the principal executive office of the Company is 81 Wyman Street, Waltham, Massachusetts 02451. This proxy statement and enclosed proxy card are being first furnished to stockholders of the Company on or about April 8, 2014.

**Purpose of Annual Meeting**

At the 2014 Annual Meeting of Stockholders, stockholders entitled to vote at the meeting will consider and act upon the matters outlined in the notice of meeting accompanying this proxy statement, including the election of eleven directors for a one-year term expiring in 2015, an advisory vote on executive compensation, and the ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent auditors for 2014.

**Voting Securities and Record Date**

Only stockholders of record at the close of business on March 28, 2014, the record date for the meeting, are entitled to vote at the meeting or any adjournments thereof. At the close of business on March 28, 2014, the outstanding voting securities of the Company consisted of 398,938,297 shares of the Company's common stock, par value \$1.00 per share ( "Common Stock" ). Each share of Common Stock outstanding at the close of business on the record date is entitled to one vote on each matter that is voted.

**Quorum**

The presence at the meeting, in person or by proxy, of a majority of the outstanding shares of Common Stock entitled to vote at the meeting will constitute a quorum for the transaction of business at the meeting. Votes of stockholders of record present at the meeting in person or by proxy, abstentions, and broker non-votes (as defined below) are counted as present or represented at the meeting for the purpose of determining whether a quorum exists. A broker non-vote occurs when a broker or representative does not vote on a particular matter because it either does not have discretionary voting authority on that matter or it does not exercise its discretionary voting authority on that matter.

**Manner of Voting**

**Stockholders of Record**

Shares entitled to be voted at the meeting can only be voted if the stockholder of record of such shares is present at the meeting, returns a signed proxy card, or authorizes proxies to vote his or her shares by telephone or over the Internet. Shares represented by valid proxy will be voted in accordance with your instructions. If you choose to vote your shares by telephone or over the Internet, which you may do until 11:59 p.m. Eastern time on Monday, May 19, 2014, you should follow the instructions provided on the proxy card. In voting by telephone or over the Internet, you will be allowed to confirm that your instructions have been properly recorded.

A stockholder of record who votes his or her shares by telephone or Internet, or who returns a proxy card, may revoke the proxy at any time before the stockholder's shares are voted at the meeting by entering new votes by telephone or over the Internet by 11:59 p.m. Eastern time on May 19, 2014, by written notice to the Secretary of the Company received prior to the meeting, by executing and returning a later dated proxy card prior to the meeting, or by voting by ballot at the meeting.



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**Participants in the Thermo Fisher Scientific 401(k) Retirement Plan**

If you hold your shares through the Thermo Fisher Scientific 401(k) Retirement Plan (the "401(k) Plan"), your proxy represents the number of shares in your 401(k) Plan account as of the record date. For those shares in your 401(k) Plan account, your proxy will serve as voting instructions for the trustee of the 401(k) Plan. You may submit your voting instructions by returning a signed and dated proxy card to the Company's tabulation agent in the enclosed, self-addressed envelope for its receipt by 11:59 p.m. Eastern time on Thursday, May 15, 2014, or by telephone or over the Internet by 11:59 p.m. Eastern time on Saturday, May 17, 2014, in accordance with the instructions provided on the proxy card.

You may revoke your instructions by executing and returning a later dated proxy card to the Company's tabulation agent for its receipt by 11:59 p.m. Eastern time on May 15, 2014, or by entering new instructions by telephone or over the Internet by 11:59 p.m. Eastern time on May 17, 2014.

**Beneficial Stockholders**

If you hold your shares through a broker, bank or other representative ( "broker or representative"), you can only vote your shares in the manner prescribed by the broker or representative. Detailed instructions from your broker or representative will generally be included with your proxy material. These instructions may also include information on whether your shares can be voted by telephone or over the Internet or the manner in which you may revoke your votes. If you choose to vote your shares by telephone or over the Internet, you should follow the instructions provided by the broker or representative.

**Voting of Proxies**

Shares represented by proxy will be voted in accordance with your specific choices. If you sign and return your proxy card or vote by telephone or over the Internet without indicating specific choices, your shares will be voted FOR the nominees for director, FOR the Company's executive compensation, and FOR the ratification of the selection of independent auditors for 2014. Should any other matter be properly presented at the meeting, the persons named in the proxy card will vote on such matter in accordance with their judgment.

If you sign and return your proxy card marked "abstain" with respect to any of the proposals scheduled to be voted on at the meeting, or choose the same option when voting by telephone or over the Internet, your shares will not be voted affirmatively or negatively on those proposals and will not be counted as votes cast with regard to those proposals.

If you hold your shares as a beneficial owner rather than a stockholder of record, your broker or representative will vote the shares that it holds for you in accordance with your instructions (if timely received) or, in the absence of such instructions, your broker or representative may vote on proposals for which it has discretionary voting authority. The only proposal on which your broker or representative has discretionary voting authority is the proposal to ratify the selection of independent auditors for 2014. If you do not instruct your broker or representative regarding how you would like your shares to be voted with respect to the other proposals scheduled to be voted on at the meeting, your broker or representative will not be able to vote on your behalf with respect to those proposals.

If you hold your shares through the 401(k) Plan, the trustee will vote the shares in your 401(k) Plan account in accordance with your instructions (if timely received) or, in the absence of such instructions, the Company will vote your shares FOR the nominees for director, FOR the Company's executive compensation, and FOR the ratification of the selection of independent auditors for 2014.

**Vote Required for Approval**

**Election of Directors**

Under the Company's bylaws, in an uncontested election, a nominee for director will be required to obtain a majority of the votes cast in person or by proxy at the annual meeting in order to be elected, such that the number of votes cast for a director must exceed the number of votes cast against that director. Abstentions and broker non-votes will not have an effect on the determination of whether a nominee for director has been elected.

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**Other Matters**

Under the Company's bylaws, the affirmative vote of the holders of a majority of the shares present or represented and entitled to vote at the annual meeting and voting affirmatively or negatively on the matter will be required for: approval of the advisory vote on executive compensation (Proposal 2); and approval of the ratification of the selection of the independent registered public accounting firm (Proposal 3). Shares which abstain from voting on these proposals and broker non-votes will not be counted as votes in favor of, or with respect to, such proposals and will also not be counted as votes cast. Accordingly, abstentions and broker non-votes will have no effect on the outcome of these proposals.

**- PROPOSAL 1 -**

**ELECTION OF DIRECTORS**

The number of directors constituting the full Board is fixed at eleven. The terms for Marc N. Casper, Nelson J. Chai, C. Martin Harris, Tyler Jacks, Judy C. Lewent, Thomas J. Lynch, Jim P. Manzi, William G. Parrett, Lars R. Sørensen, Scott M. Sperling, and Elaine S. Ullian expire at the 2014 Annual Meeting of Stockholders. The Nominating and Corporate Governance Committee of the Board has recommended to the Board, and the Board has nominated, Mses. Lewent and Ullian, Drs. Harris and Jacks, and Messrs. Casper, Chai, Lynch, Manzi, Parrett, Sørensen, and Sperling for a one-year term expiring at the 2015 Annual Meeting of Stockholders. Proxies may not be voted for a greater number of persons than the eleven nominees named. In all cases, directors hold office until their successors have been elected and qualified, or until their earlier resignation, death or removal.

**Nominees and Incumbent Directors**

Set forth below are the names of the persons nominated as directors, their ages, their offices in the Company, if any, their principal occupations or employment for the past five years, the length of their tenure as directors and the names of other public companies in which they currently hold directorships or have held directorships during the past five years. We have also presented information below regarding each director's specific experience, qualifications, attributes and skills that led our Board to the conclusion that he or she should serve as a director. Information regarding their beneficial ownership of Common Stock is reported under the heading SECURITY OWNERSHIP.

**Marc N. Casper**

Mr. Casper, age 46, has been a director of the Company since October 2009. He has been President and Chief Executive Officer of the Company since October 2009. He served as the Company's Chief Operating Officer from May 2008 to October 2009 and was Executive Vice President from November 2006 to October 2009. Prior to being named Executive Vice President, he was Senior Vice President from December 2003 to November 2006. Prior to joining the Company, Mr. Casper served as president, chief executive officer and a director of Kendro Laboratory Products. Within the last five years, Mr. Casper was a director of Zimmer Holdings, Inc. and The Advisory Board Company. We believe that Mr. Casper is well suited to serve on our Board due to his position as Chief Executive Officer of the Company as well as his 17 years in the life sciences/healthcare equipment industry.

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**Nelson J. Chai**

Mr. Chai, age 48, has been a director of the Company since December 2010. He is President of CIT Group Inc., a bank holding company that provides lending, advisory and leasing services to small and middle market businesses. He joined CIT Group in June 2010 as Executive Vice President, Chief Administrative Officer and head of strategy, and was appointed to his current position in August 2011. Previously, he was President, Asia-Pacific for Bank of America Corporation beginning in December 2008, and Executive Vice President and Chief Financial Officer of Merrill Lynch & Co., a financial services firm, from December 2007 to December 2008. Prior to that Mr. Chai was Executive Vice President and Chief Financial Officer of NYSE Euronext, a stock exchange group, from March 2006 to December 2007, and Chief Financial Officer of Archipelago Holdings, L.L.C., an electronic stock exchange, from June 2000 to March 2006. We believe that Mr. Chai is well suited to serve on our Board due to his many years of experience in finance and accounting.

**C. Martin Harris**

Dr. Harris, age 57, has been a director of the Company since March 2012. Since 2009, Dr. Harris has been the Chief Strategy Officer of The Cleveland Clinic Foundation, a multi-specialty academic medical center, and since 1996, he has been the Chief Information Officer and Chairman of the Information Technology Division of and a Staff Physician for The Cleveland Clinic Hospital and The Cleveland Clinic Foundation Department of General Internal Medicine. Additionally, since 2000, he has been Executive Director of e-Cleveland Clinic, a series of e-health clinical programs offered over the internet. Dr. Harris is also a director of HealthStream Inc. and Invacare Corporation. We believe that Dr. Harris is well suited to serve on our Board due to his experience in the healthcare industry as a physician and leader of healthcare organizations and also his expertise in the use of information technology in the healthcare industry.

**Tyler Jacks**

Dr. Jacks, age 53, has been a director of the Company since May 2009. He is the David H. Koch Professor of Biology at the Massachusetts Institute of Technology (MIT) and director of the David H. Koch Institute for Integrative Cancer Research. He joined the MIT faculty in 1992 and was director of its Center for Cancer Research from 2001 to 2008. Since 2002, Dr. Jacks has been an investigator with the Howard Hughes Medical Institute. Dr. Jacks is also a director of Amgen Inc. We believe that Dr. Jacks is well suited to serve on our Board due to his experience as a cancer researcher and member of multiple scientific advisory boards in biotechnology companies, pharmaceutical companies and academic institutions.

**Judy C. Lewent**

Ms. Lewent, age 65, has been a director of the Company since May 2008. She was Chief Financial Officer of Merck & Co., Inc., a global pharmaceutical company, from 1990 until her retirement in 2007. She was also Executive Vice President of Merck from February 2001 through her retirement and had additional responsibilities as President, Human Health Asia from January 2003 until July 2005, when she assumed strategic planning responsibilities for Merck. Ms. Lewent is also a director of Motorola Solutions, Inc. and GlaxoSmithKline plc, and within the last five years was a director of Dell, Inc. and Motorola, Inc. We believe that Ms. Lewent is well suited to serve on our Board due to her many years of global experience in finance

and the pharmaceutical industry.

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**Thomas J. Lynch**

Mr. Lynch, age 59, has been a director of the Company since May 2009. He is Chairman and Chief Executive Officer of TE Connectivity Ltd. (formerly Tyco Electronics Ltd.), a global provider of engineered electronic components, network solutions, undersea telecommunication systems and specialty products. He joined Tyco International in 2004 as President of Tyco Engineered Products and Services and was appointed Chief Executive Officer in January 2006, when Tyco Electronics was formed and later became an independent, separately traded entity. Mr. Lynch is also a director of TE Connectivity Ltd. We believe that Mr. Lynch is well suited to serve on our Board due to his experience as Chief Executive Officer of a comparably-sized global company.

**Jim P. Manzi**

Mr. Manzi, age 62, has been a director of the Company since May 2000 and Chairman of the Board since May 2007. He was also Chairman of the Board from January 2004 to November 2006. He has been the Chairman of Stonegate Capital, a firm he formed to manage private equity investment activities in technology startup ventures, primarily related to the internet, since 1995. From 1984 until 1995, he served as the Chairman, President and Chief Executive Officer of Lotus Development Corporation, a software manufacturer that was acquired by IBM Corporation in 1995. We believe that Mr. Manzi is well suited to serve on our Board due to his senior management experience leading Lotus and overall business acumen.

**William G. Parrett**

Mr. Parrett, age 68, has been a director of the Company since June 2008. Until his retirement in November 2007, he served as Chief Executive Officer of Deloitte Touche Tohmatsu, a global accounting firm. Mr. Parrett joined Deloitte in 1967, and served in a series of roles of increasing responsibility. Mr. Parrett serves as a director of the Blackstone Group LP, Eastman Kodak Company and UBS AG, and is chairman of their Audit Committees. He is also a director of iGate Corporation. We believe that Mr. Parrett is well suited to serve on our Board due to his experience as Chief Executive Officer of Deloitte Touche Tohmatsu, which demonstrates his leadership capability and extensive knowledge of complex financial and operational issues.

**Lars R. Sørensen**

Mr. Sørensen, age 59, has been a director of the Company since July 2011. He has been President and Chief Executive Officer of Novo Nordisk A/S, a global healthcare company with a leading position in diabetes care, since November 2000. He has held various senior management roles at Novo Nordisk since joining the company in 1982. Mr. Sørensen also currently serves as a member of the supervisory board of Bertelsmann AG, a worldwide media company based in Germany. Within the last five years, he was a director of ZymoGenetics Inc., Dong Energy A/S and Danmarks Nationalbank. We believe that Mr. Sørensen is well suited to serve on our Board due to his experience as Chief Executive Officer of a global healthcare company.

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**Scott M. Sperling**

Mr. Sperling, age 56, has been a director of the Company since November 2006. Prior to the merger of Thermo Electron Corporation and Fisher Scientific International Inc., he was a director of Fisher Scientific from January 1998 to November 2006. He has been employed by Thomas H. Lee Partners, L.P., a leveraged buyout firm, and its predecessor, Thomas H. Lee Company, since 1994. Mr. Sperling currently serves as Co-President of Thomas H. Lee Partners, L.P. Mr. Sperling is also a director of CC Media Holdings, Inc., and within the last five years was a director of Warner Music Group Corp. We believe that Mr. Sperling is well suited to serve on our Board due to his experience in acquisitions and finance.

**Elaine S. Ullian**

Ms. Ullian, age 66, has been a director of the Company since July 2001. She was the President and Chief Executive Officer of Boston Medical Center, a 550-bed academic medical center affiliated with Boston University, from July 1996 to her retirement in January 2010. Ms. Ullian is also a director of Vertex Pharmaceuticals, Inc. and Hologic Inc. We believe that Ms. Ullian is well suited to serve on our Board due to her experience as Chief Executive Officer of Boston Medical Center, a healthcare provider similar to many of the Company's customers.

**The Board of Directors recommends a vote FOR the nominees for director.** Proxies solicited by the Board of Directors will be voted FOR the nominees unless stockholders specify to the contrary on their proxy.

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**CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS****General**

The Board has adopted governance principles and guidelines of the Company ( *Corporate Governance Guidelines* ) to assist the Board in exercising its duties and to best serve the interests of the Company and its stockholders. In addition, the Company has adopted a code of business conduct and ethics ( *Code of Business Conduct and Ethics* ) that encompasses the requirements of the rules and regulations of the Securities and Exchange Commission ( SEC ) for a code of ethics applicable to principal executive officers, principal financial officers, principal accounting officers or controllers, or persons performing similar functions. The *Code of Business Conduct and Ethics* applies to all of the Company's officers, directors and employees. The Company intends to satisfy SEC and New York Stock Exchange ( NYSE ) disclosure requirements regarding amendments to, or waivers of, the *Code of Business Conduct and Ethics* by posting such information on the Company's website. We may also use our website to make certain disclosures required by the rules of the NYSE, including the following:

the identity of the presiding director at meetings of non-management or independent directors;

the method for interested parties to communicate directly with the presiding director or with non-management or independent directors as a group;

the identity of any member of the issuer's audit committee who also serves on the audit committees of more than three public companies and a determination by the Board that such simultaneous service will not impair the ability of such member to effectively serve on the Company's audit committee; and

contributions by the Company to a tax exempt organization in which any non-management or independent director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year exceeded the greater of \$1 million or 2% of such tax exempt organization's consolidated gross revenues.

We have long believed that good corporate governance is important to ensure that the Company is managed for the long-term benefit of our stockholders. We periodically review our corporate governance policies and practices and compare them to those suggested by various authorities in corporate governance and the practices of other public companies. As a result, we have adopted policies and procedures that we believe are in the best interests of the Company and our stockholders. In particular, we have adopted the following policies and procedures:

*Declassified Board of Directors.* We began the process of declassifying our Board in 2012 and our bylaws now provide for one-year terms for our directors. All of our directors will stand for election to one-year terms at the 2014 Annual Meeting of Stockholders.

*Majority Voting for Election of Directors.* Our bylaws provide for a majority voting standard in uncontested director elections, so a nominee is elected to the Board if the votes for that director exceed the votes against (with abstentions and broker non-votes not counted as for or against the election). If a nominee does not receive more for votes than against votes, the director must offer his or her resignation, which the Board would then determine whether to accept and publicly disclose that determination.

*No Hedging or Pledging Policy.* We prohibit all hedging and pledging transactions involving Company securities by our directors and officers.

*Separation of Chief Executive Officer and Chairman Roles.* We separate the roles of Chief Executive Officer and Chairman of the Board in recognition of the differences between the two roles. The CEO is responsible for setting the strategic direction for the Company and the day-to-day leadership and performance of the Company, while the Chairman of the Board provides guidance to the CEO and sets the agenda for Board meetings and presides over meetings of the Board.

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You can access the current charters for our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, our Corporate Governance Guidelines and our Code of Business Conduct and Ethics at [www.thermofisher.com](http://www.thermofisher.com) or by writing to:

Investor Relations Department

Thermo Fisher Scientific Inc.

81 Wyman Street

Waltham, MA 02451

Phone: 781-622-1111

Email: [investorrelations@thermofisher.com](mailto:investorrelations@thermofisher.com)

**Director Nomination Process**

The Nominating and Corporate Governance Committee considers recommendations for director nominees suggested by its members, other directors, management and other interested parties. It will consider stockholder recommendations for director nominees that are sent to the Nominating and Corporate Governance Committee to the attention of the Company's Secretary at the principal executive office of the Company. In addition, the bylaws of the Company set forth the process for stockholders to nominate directors for election at an annual meeting of stockholders.

The process for evaluating prospective nominees for director, including candidates recommended by stockholders, includes meetings from time to time to evaluate biographical information and background material relating to prospective nominees, interviews of selected candidates by members of the Nominating and Corporate Governance Committee and other members of the Board, and application of the Company's general criteria for director nominees set forth in the Company's *Corporate Governance Guidelines*. These criteria include the prospective nominee's integrity, business acumen, age, experience, commitment, and diligence. Our Corporate Governance Guidelines specify that the value of diversity on the Board should be considered by the Nominating and Corporate Governance Committee in the director identification and nomination process. The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. The Committee believes that the backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities to assist the Board in fulfilling its responsibilities. The Nominating and Corporate Governance Committee also considers such other relevant factors as it deems appropriate, including the current composition of the Board, the balance of management and independent directors, and, with respect to members of the Audit Committee, financial expertise.

After completing its evaluation, the Nominating and Corporate Governance Committee makes a recommendation to the full Board as to the persons who should be nominated by the Board, and the Board determines the nominees after considering the recommendation and report of the Nominating and Corporate Governance Committee.

Since 2008, the Nominating and Corporate Governance Committee has engaged Egon Zehnder International, a search firm, to facilitate the identification, screening and evaluation of qualified, independent candidates for director to serve on the Board. Dr. Harris and Messrs. Sørensen, Chai and Lynch, who were elected to the Board in 2012, 2011, 2010 and 2009, respectively, were recommended to the Board by Egon Zehnder.



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**Director Independence**

The Company's *Corporate Governance Guidelines* require a majority of our Board to be independent within the meaning of the NYSE listing requirements including, in the judgment of the Board, the requirement that such directors have no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Board has adopted the following standards to assist it in determining whether a director has a material relationship with the Company, which can be found in the Company's *Corporate Governance Guidelines*, on the Company's website at [www.thermofisher.com](http://www.thermofisher.com). Under these standards, a director will not be considered to have a material relationship with the Company if he or she is not:

A director who is (or was within the last three years) an employee, or whose immediate family member is (or was within the last three years) an executive officer, of the Company;

A director who is a current employee or greater than 10% equity owner, or whose immediate family member is a current executive officer or greater than 10% equity owner, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues;

A director who has received, or whose immediate family member has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

(A) A director who is, or whose immediate family member is, a current partner of a firm that is the Company's internal or external auditor; (B) a director who is a current employee of a firm that is the Company's internal or external auditor; (C) a director whose immediate family member is a current employee of a firm that is the Company's internal or external auditor and personally works on the Company's audit; or (D) a director who was, or whose immediate family member was, within the last three years (but is no longer) a partner or employee of a firm that is the Company's internal or external auditor and personally worked on the Company's audit within that time;

A director who is (or was within the last three years), or whose immediate family member is (or was within the last three years), an executive officer of another company where any of the Company's current executive officers at the same time serve or served on the other company's compensation committee;

A director who is (or was within the last three years) an executive officer or greater than 10% equity owner of another company that is indebted to the Company, or to which the Company is indebted, in an amount that exceeds one percent (1%) of the total consolidated assets of the other company; and

A director who is a current executive officer of a tax exempt organization that, within the last three years, received discretionary contributions from the Company in an amount that, in any single fiscal year, exceeded the greater of \$1 million or 2% of such tax exempt organization's consolidated gross revenues. (Any automatic matching by the Company of employee charitable contributions will not be included in the amount of the Company's contributions for this purpose.)

Ownership of a significant amount of the Company's stock, by itself, does not constitute a material relationship. For relationships or amounts not covered by these standards, the determination of whether a material relationship exists shall be made by the other members of the Board who are independent (as defined above).

The Board has determined that each of Mses. Lewent and Ullian, Messrs. Chai, Lynch, Manzi, Parrett, Sørensen and Sperling, and Drs. Harris and Jacks is independent in accordance with the Company's *Corporate Governance Guidelines* and Section 303A.02 of the listing standards of the NYSE. Each of Mses. Lewent and Ullian, Messrs. Chai, Lynch, Manzi, Parrett, Sørensen and Sperling, and Dr. Harris has no relationship with the Company, other than any relationship that is categorically not material under the guidelines shown above and other than compensation for services as a director as disclosed in this proxy statement under DIRECTOR COMPENSATION.

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In determining the independence of the Company's directors, the Board considered that in 2013 the Company sold products, in the ordinary course of business, to: (i) the Massachusetts Institute of Technology ( MIT ), where Dr. Jacks is a professor and the director of the David H. Koch Institute for Integrative Cancer Research, and the Howard Hughes Medical Institute ( HHMI ), where Dr. Jacks is an employee and investigator; (ii) TE Connectivity, where Mr. Lynch is Chairman and CEO; (iii) Novo Nordisk, where Mr. Sørensen is CEO; and (iv) The Cleveland Clinic, where Dr. Harris is an officer.

With respect to MIT, HHMI, TE Connectivity, Novo Nordisk and The Cleveland Clinic, the amount of the sales to each entity in 2013 were less than 1% of the 2013 revenues of such other entity and less than 0.2% of Thermo Fisher's 2013 revenues.

**Board of Directors Meetings and Committees**

The Board met 11 times during 2013. During 2013, each of our directors attended at least 75% of the total number of meetings of the Board and the committees of which such director was a member. The Board has a standing Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, as well as Strategy and Finance, and Science and Technology Committees. The Company encourages, but does not require, the members of its Board to attend the annual meeting of stockholders. Last year, 10 of our directors attended the 2013 Annual Meeting of Stockholders.

**Audit Committee**

The Audit Committee is responsible for assisting the Board in its oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, and the performance of the Company's internal audit function and independent auditors. Certain responsibilities of our Audit Committee and its activities during fiscal 2013 are described with more specificity in the Report of the Audit Committee in this proxy statement under the heading REPORT OF THE AUDIT COMMITTEE.

The current members of our Audit Committee are Messrs. Parrett (Chairman), Chai, and Sørensen. The Board has determined that each of the members of the Audit Committee is independent within the meaning of SEC rules and regulations, the listing standards of the NYSE, and the Company's *Corporate Governance Guidelines*, and that each is financially literate as is required by the listing standards of the NYSE. The Board has also determined that each of Messrs. Parrett and Chai qualifies as an audit committee financial expert within the meaning of SEC rules and regulations, and that they each have accounting and related financial management expertise as is required by the listing standards of the NYSE. The Board has determined that Mr. Parrett's membership on four audit committees does not impair his ability to effectively serve on the Company's Audit Committee. The Audit Committee met 12 times during 2013.

**Compensation Committee**

The Compensation Committee is responsible for reviewing and approving compensation matters with respect to the Company's chief executive officer and its other officers, reviewing and recommending to the Board management succession plans, and administering equity-based plans. Certain responsibilities of our Compensation Committee and its activities during 2013 are described in this proxy statement under the heading Compensation Discussion and Analysis. The Compensation Committee also periodically reviews our director compensation, and makes recommendations on this topic to the Board as it deems appropriate, as described under the heading DIRECTOR COMPENSATION.

The current members of our Compensation Committee are Messrs. Sperling (Chairman) and Lynch and Ms. Ullian. The Board has determined that each of the members of the Compensation Committee is independent within the meaning of the listing standards of the NYSE and the Company's *Corporate Governance Guidelines*. The Compensation Committee met eight times during 2013.

**Role of Consultant**

The Compensation Committee has sole authority to retain and terminate a compensation consultant to assist in the evaluation of CEO or senior executive compensation. Since October 2007, the Committee has retained

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Pearl Meyer & Partners ( Pearl Meyer ) as its independent compensation consultant. Pearl Meyer does not provide any other services to the Company and the Compensation Committee has determined, based on its assessment of the relevant factors set forth in the applicable SEC rules, that Pearl Meyer s work for the Compensation Committee does not raise any conflict of interest.

The consultant compiles information regarding the components and mix (short-term/long-term; fixed/variable; cash/equity) of the executive compensation programs of the Company and its peer group (see page 17 of this proxy statement for further detail regarding the peer group), analyzes the relative performance of the Company and the peer group with respect to the financial metrics used in the programs, and provides advice to the Compensation Committee regarding the Company s programs. The consultant also provides information regarding emerging trends and best practices in executive compensation.

The consultant retained by the Compensation Committee reports to the Compensation Committee Chair and has direct access to Committee members. The consultant periodically meets with members of the Committee either in person or by telephone.

### Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for identifying persons qualified to serve as members of the Board, recommending to the Board persons to be nominated by the Board for election as directors at the annual meeting of stockholders and persons to be elected by the Board to fill any vacancies, and recommending to the Board the directors to be appointed to each of its committees. In addition, the Nominating and Corporate Governance Committee is responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company (as well as reviewing and reassessing the adequacy of such guidelines as it deems appropriate from time to time) and overseeing the annual self-evaluation of the Board.

The current members of our Nominating and Corporate Governance Committee are Messrs. Lynch (Chairman), Chai and Sperling, and Dr. Harris. The Board has determined that each of the members of the Nominating and Corporate Governance Committee is independent within the meaning of the listing standards of the NYSE and the Company s *Corporate Governance Guidelines*. The Nominating and Corporate Governance Committee met five times during 2013.

### **Our Board s Role in Risk Oversight**

Our Board oversees our risk management processes directly and through its committees. Our management is responsible for risk management on a day-to-day basis. The role of our Board and its committees is to oversee the risk management activities of management. Risk assessment reports are periodically provided by management to the Board. The Audit Committee assists the board in fulfilling its oversight responsibilities with respect to risk management in the areas of financial reporting, internal controls and compliance with legal and regulatory requirements, and, in accordance with NYSE requirements, discusses policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company s exposure to risk is handled. The Compensation Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks arising from our compensation policies and programs. The Nominating and Corporate Governance Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with board organization, membership and structure, succession planning for our directors, and corporate governance.

### **Executive Sessions**

In accordance with the listing standards of the NYSE and the Company s *Corporate Governance Guidelines*, independent directors meet at least twice a year in an executive session without management and at such other times as may be requested by any independent director. Jim P. Manzi, as the Chairman of the Board, presides at the meetings of the Company s independent directors held in executive session without management.

### **Communications from Stockholders and Other Interested Parties**

The Board has established a process for stockholders and other interested parties to send communications to the Board or any individual director or groups of directors, including the Chairman of the Board and the independent directors. Stockholders and other interested parties who desire to send communications to the Board

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or any individual director or groups of directors should write to the Board or such individual director or group of directors care of the Company's Corporate Secretary, Thermo Fisher Scientific Inc., 81 Wyman Street, Waltham, Massachusetts 02451. The Corporate Secretary will relay all such communications to the Board, or individual director or group of directors, as the case may be.

**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

The Compensation Committee oversees our compensation program for executive officers. In this role, the Compensation Committee reviews and approves annually all compensation decisions relating to our named executive officers. Our named executive officers for the year ended December 31, 2013 are Marc N. Casper, President and Chief Executive Officer, Peter M. Wilver, Senior Vice President and Chief Financial Officer, Alan J. Malus, Executive Vice President, Edward A. Pesicka, Senior Vice President and Thomas W. Loewald, Senior Vice President.

**Executive Summary of Key Elements of Officer Compensation for 2013**

**Pay for Performance**

Our executive compensation program ties a substantial portion of each executive's overall compensation to the achievement of key strategic, financial and operational goals and uses a portfolio of equity awards to help align the interests of our executives with those of our stockholders. Key financial metrics include organic revenue growth, adjusted operating income margin, and adjusted earnings per share. Each of these metrics directly drove payouts to our named executive officers in incentive programs used in 2013.

Consistent with this approach, the compensation of our named executive officers for 2013 featured:

cash payouts under our annual cash incentive bonus program that ranged between 131% and 200% of target, reflective of the strong operating performance of the Company, in particular organic revenue growth and superior performance on matters not directly affecting 2013 financial performance, including activities related to the acquisition of Life Technologies Corporation ( Life Technologies ), and

equity grants for our named executive officers that consisted of a mixture of stock options, performance-based restricted stock units and time-based restricted stock units.

These equity grants in 2013 complemented a portfolio of previously granted equity awards, including performance-based restricted stock units granted in 2009 to Mr. Casper which incorporate multi-year performance periods, based on the Company's total shareholder return as compared to the S&P 500 Industrials Index and in 2012 to all named executive officers which incorporated the Company's performance on organic revenue growth and adjusted EPS growth metrics. Our executive compensation program also incorporates a number of other key features that are designed to align the interests of our named executive officers with that of our stockholders, including:

a compensation package more heavily weighted toward long-term equity-based incentive compensation than salary and annual cash incentives in order to emphasize the focus on the Company's long-term performance,

stock ownership guidelines, in order to encourage officers to focus on the Company's long-term performance and discourage unreasonable risk-taking,

a policy not to include tax gross-ups in compensation arrangements,

double-trigger provisions in all of our executives' change in control agreements, and

limited perquisites, none of which are subject to a tax gross-up.

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At our 2013 Annual Meeting, our stockholders overwhelmingly approved our say-on-pay vote, with a 97% favorable advisory vote. The Committee believes that the support received from our stockholders at the 2013 Annual Meeting served to validate the overall philosophy and design of the Company's executive compensation program. In making compensation decisions after the 2013 Annual Meeting, the Committee has remained consistent with this overall philosophy and design.

**Objectives and Philosophy of Our Executive Compensation Program**

The primary objectives of our executive compensation program are to:

attract and retain the best possible executive talent

promote the achievement of key strategic and financial performance measures by linking annual cash incentives to the achievement of corporate performance goals

motivate the Company's officers to create long-term value for the Company's stockholders and achieve other business objectives of the Company

require stock ownership by the Company's officers in order to align their financial interests with the long-term interests of the Company's stockholders.

To achieve these objectives, the Compensation Committee evaluates our officers' compensation program with the goal of setting compensation at levels the Committee believes are competitive with those of other peer companies that compete with us for executive talent. In addition, our executive compensation program ties a substantial portion of each executive's overall cash compensation to key strategic, financial and operational goals such as organic revenue growth, adjusted operating margin expansion, and new product introductions. While the selection of long-term incentive vehicles varies year to year, we provide a portion of our executive compensation in the form of stock options, performance-based restricted stock unit grants, and/or time-based restricted stock unit grants. The Committee believes frequent reviews of the compensation levels of our named executive officers help us retain our executives and ensures their interests remain aligned with those of our stockholders by allowing them to participate in both the shorter term success of the Company as reflected in organic revenue growth and growth in adjusted earnings per share from one year to the next, as well as the longer term success of the Company as reflected in stock price appreciation. Our compensation package is highly performance-based, with the largest portion consistently denominated in equity.

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Strategic Pay Positioning

Overall positioning of pay for named executive officers as a group is targeted to be within 10% of the sum of the median for the CEO and the 60<sup>th</sup> percentile for the other named executive officers for total compensation (total direct compensation, change in pension value and nonqualified deferred compensation earnings, and all other compensation).

Generally, the goal is to achieve this through positioning of each major element of pay independently. Base salaries, for example, as the only fixed component of pay, are targeted to fall within 10% of median competitive levels, in the aggregate. Annual incentives are targeted to provide the opportunity for a 65<sup>th</sup> percentile payment for the achievement of preset internal goals, as well as an opportunity for top quartile actual payouts for strong performance, and actual payouts below median levels for performance below the preset goals.

The objective of our long term incentive program is to develop strong executive retention through opportunities tied to appreciation of the Company's stock price over time. Superior returns to stockholders will result in significant opportunities to increase the value of executives overall equity value, while returns that fall short will significantly diminish that overall value. As such, opportunities are targeted to approximate the 75<sup>th</sup> percentile, in the aggregate.

Individual decisions may result in positioning outside of these specified ranges, particularly where the measured market reflects little differentiation between the 25<sup>th</sup>, median and 75<sup>th</sup> percentiles. Individual components may also be highly differentiated based on key requirements of a specific role, success in past roles within or outside the Company or, within our pay for performance culture, demonstrated success in an executive officer's current role. Position tenure also plays an important role in the positioning of individual pay levels.

Consistent with the aforementioned pay-for-performance influence, the Compensation Committee reviews each component of pay individually and collectively, to ensure that the compensation programs work in a unified manner to motivate and retain key executive talent.

The Compensation Committee uses market surveys and analyses prepared by outside consulting firms to stay informed of developments in the design of compensation packages generally and to benchmark our officer compensation program against those of companies with whom we compete for executive talent to ensure our compensation program is in line with current marketplace standards.

The Compensation Committee initially targets compensation for our executive officers as a group, in the aggregate, and then considers the allocation among each officer individually. The principal reference for external comparison is to proxy-named executive officers of business competitors in the Company's markets and industrial and healthcare companies comparable to the Company in terms of annual revenues and market capitalization.

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The chart below compares the components of our compensation package to the targeted strategic pay positioning as described above, for each component of pay as computed by Pearl Meyer & Partners ( Pearl Meyer ).

For 2013, aggregate base salaries for the named executive officers as a group were 104% of median competitive levels, as measured by Pearl Meyer. The aggregate target bonus opportunity was 96% of the 65<sup>th</sup> percentile competitive opportunity. Combining these components provided an aggregate target total cash opportunity of 99% of the combined competitive positions. Aggregate long-term incentives were 94% of the 75<sup>th</sup> percentile competitive level. Combining the target total cash with long term incentives, retirement income and perquisites provided aggregate total compensation of 95% of the targeted level as a group (i.e., within 10% of the sum of the median for the CEO and the 60<sup>th</sup> percentile for the other named executive officers), or within the targeted range.

Typically, during the first calendar quarter of each year, the chief executive officer makes a recommendation to the Compensation Committee with respect to annual salary increases and bonuses, and annual equity awards, if any, for executive officers other than himself, which is then reviewed by the Compensation Committee. The Compensation Committee annually reviews the individual performance evaluations for the executive officers, and, usually in late February or early March, determines their compensation changes and awards after receiving input from other independent directors of the Board. As part of this process, the Compensation Committee also reviews, with respect to each named executive officer, the current value of prior equity grants, the balances in deferred compensation accounts, and the amount of compensation the executive officer would receive if he left the Company under a variety of circumstances.



**Table of Contents****Components of Our Executive Compensation Program**

The primary elements of our executive compensation program are:

<b>Element</b>	<b>Form</b>	<b>Primary Purpose</b>	<b>Performance Criteria</b>
Base salary	Cash	Provide competitive, fixed compensation to attract and retain the best possible executive talent	Achievement of Company and individual goals
Annual cash incentive bonuses	Cash	Align executive compensation with our corporate strategies and business objectives; promote the achievement of key strategic and financial performance measures by linking annual cash incentives to the achievement of corporate performance goals	Organic revenue growth, adjusted operating income as a percentage of revenue, adjusted earnings per share, and non-financial measures (see page 19)
Long-term incentive awards	Stock options  Performance-based restricted stock unit awards Time-based restricted stock unit awards	Align executive compensation with our corporate strategies and business objectives; motivate the Company's officers to create long-term value for the Company's stockholders and achieve other business objectives of the Company; encourage stock ownership by the Company's officers in order to align their financial interests with the long-term interests of the Company's stockholders	N/A, but appreciation in common stock price yields greater value  Organic revenue growth and adjusted earnings per share growth (see page 23) N/A
Retirement plans	Eligibility to participate in, and receive Company contributions to, our 401(k) plan (available to all U.S. employees) and, for most executives, a supplemental deferred compensation plan	Provide competitive retirement benefits to attract and retain skilled management	N/A
Perquisites	Eligibility to receive supplemental long-term disability and life insurance, and access to emergency medical service	Provide a competitive compensation package	N/A
Severance and Change in Control Benefits	Eligibility to receive cash and other severance benefits in connection with termination under certain scenarios (see page 24)	Provide competitive benefits to attract and retain the best possible executive talent and facilitate the executive's evaluating potential business combinations	N/A

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Each year, the Compensation Committee, after reviewing information provided by compensation consultants, determines what it believes in its business judgment to be the appropriate mix of each of the various compensation components.

The Committee believes that the Company's executive compensation program supports the executive compensation objectives described above without encouraging management to take unreasonable risk with respect to Thermo Fisher's business. The Committee believes that the program's use of long-term, equity based compensation, including the use of options and restricted stock unit awards, and our stock ownership guidelines all encourage officers to take a long-term view of Thermo Fisher's performance and discourage unreasonable risk-taking. The Committee has reviewed the Company's key compensation policies and practices and concluded that any risks arising from our policies and programs are not reasonably likely to have a material adverse effect on the Company.

**Compensation Consultant**

In late 2012, the Committee directly engaged Pearl Meyer to assist the Committee in its review and evaluation of the compensation for the executive officers. Pearl Meyer provides no services to the Company other than to the Compensation Committee, and is therefore entirely independent of the management of the Company. In making decisions on 2013 salary changes, the setting of 2013 target annual cash incentive bonuses as a percentage of salary, and equity award decisions in February 2013, the Committee considered the market study prepared by Pearl Meyer in late 2012 (the Pearl Meyer Study), which included data from a peer group of publicly-traded companies, and survey data reflecting industry- and size-appropriate comparators.

**Peer Group**

Prior to the Pearl Meyer Study, Pearl Meyer had used three separate peer groups to benchmark the Company's compensation—a core peer group representing companies most similar to Thermo Fisher in terms of size and industry; a broader industries peer group representing companies that were of similar size as compared to Thermo Fisher and that compete in broader, but generally similar, industries; and a small competitors peer group representing companies that were similar to Thermo Fisher in product or service offerings, but had annual revenues less than one-third that of Thermo Fisher. Pearl Meyer employed regression analysis techniques in order to examine the relationship between company revenue size and pay, and used that relationship to calculate predicted pay values for a company of Thermo Fisher's size.

In the Pearl Meyer Study, the three peer groups were collapsed into one balanced core peer group, retaining those that best fit either the Company's industries or size. Companies were added that could have been considered in the initial construct to provide a better fit than some of those selected in the broader industries peer group, and the peer group was better balanced for size to eliminate the need for regressed data. Pearl Meyer used the peer group set forth below in connection with analyzing executive compensation. The companies included in the revised peer group are:

Agilent Technologies Inc.  
Amgen Inc.  
Baxter International Inc.  
Becton, Dickinson and Company  
Boston Scientific Corporation  
Covidien plc  
Danaher Corporation  
Eaton Corporation  
EMC Corporation  
Emerson Electric Co.  
Illinois Tool Works Inc.

Ingersoll-Rand Plc  
L 3 Communications Holdings, Inc.  
Life Technologies Corp.  
Medtronic, Inc.  
Monsanto Company  
Parker-Hannifin Corporation  
PPG Industries, Inc.  
Quest Diagnostics Incorporated  
Stryker Corporation  
Texas Instruments Incorporated  
Textron Inc.

**Base Salary**

Base salary is used to recognize the experience, skills, knowledge and responsibilities required of all our employees, including our executive officers. Generally, we believe that executive officer base salaries should be,

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in the aggregate, near (e.g., within 10%) the median of the range of salaries for executives in similar positions at comparable companies determined in a manner consistent with the Pearl Meyer Study, but with variations as dictated by individual circumstances. Base salaries are generally reviewed annually by our Compensation Committee in February and changes are effective in late March/early April of that year. In making base salary decisions, the Committee takes into account a variety of factors, including the level of the individual's responsibility, the length of time the individual has been in that position, the ability to replace the individual and the current base salary of the individual. In late February 2013, the Compensation Committee considered the market data contained in the Pearl Meyer Study and increased the salaries of our executive officers for 2013 (effective April 2013) in accordance with our standard annual compensation review. The 2013 base salaries for the named executive officers were set consistent with our philosophy of keeping salaries within 10% of these measured market medians, in the aggregate. Increases were as follows: 9.6% for Mr. Casper, 4.0% for Mr. Wilver, 2.5% for Mr. Malus, 5.0% for Mr. Pesicka, and 16.7% for Mr. Loewald. Increases vary principally to reflect tenure in current position and competitive pay levels, to recognize strong individual performance and to assist the Company to retain these executives. With respect to Messrs. Casper and Loewald, the adjustments were made to address their competitive positioning below the 25<sup>th</sup> percentile in the Pearl Meyer Study. Base salaries were increased as reflected in the table below.

<b>Name</b>	<b>Prior Base Salary</b>	<b>Base Salary as of April 2013</b>
Marc N. Casper	\$ 1,040,000	\$ 1,140,000
Peter M. Wilver	\$ 634,500	\$ 660,000
Alan J. Malus	\$ 685,000	\$ 702,125
Edward A. Pesicka	\$ 600,000	\$ 630,000
Thomas W. Loewald	\$ 450,000	\$ 525,000

The Committee provided Mr. Loewald with an additional 2.4% salary increase (effective May 2013) and eliminated a legacy car allowance program that he participated in at a Company business unit prior to his promotion to Senior Vice President, which brought his base salary as of May 2013 to \$537,500.

**Annual Cash Incentive Award**

Annual cash incentive awards for the Company's executive officers for 2013 were granted under the Company's 2008 Annual Incentive Award Plan (the 162(m) Plan), which was approved by the stockholders of the Company at its 2008 Annual Meeting of Stockholders. The 162(m) Plan was adopted to preserve the tax deductibility of the annual bonus that may be earned by executive officers of the Company. The actual amounts paid are subject to the application by the Compensation Committee of negative discretion under the 162(m) Plan, as described below.

Under the 162(m) Plan, in the first quarter of each calendar year the Compensation Committee selects a performance goal for the year. For 2013, the Committee selected the financial measure of earnings before interest, taxes and amortization, excluding the impact of restructurings, cost of revenues charges associated with acquisitions or restructurings, selling, general and administrative charges associated with acquisition transaction costs, gains/losses from the sale of a business or real estate, material asset impairment charges and other unusual or nonrecurring items (adjusted operating income). The Committee selected this financial measure, as opposed to an income measure computed under generally accepted accounting principles (GAAP), because this measure is consistent with how management measures and forecasts the Company's performance, especially when comparing such results to previous periods or forecasts. The maximum award payable in any year under the 162(m) Plan to an executive officer is \$5,000,000. Each executive officer was awarded a percentage of adjusted operating income for the year, subject to the right of the Committee to lower, but not raise, the actual bonuses paid. In February 2014, the Compensation Committee elected to lower the 2013 bonuses payable under the 162(m) Plan to the amounts computed in accordance with the process described below for the Company's annual incentive program for the year based on the Compensation Committee's determinations as to the level of achievement of the supplemental performance measures under the Company's annual incentive program for 2013.

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Typically, in the first quarter of each calendar year, the Compensation Committee also establishes a target incentive cash award amount under the Company's annual incentive program for each officer of the Company, including executive officers. This amount, which is a percentage of base salary, is determined by the Compensation Committee based on the salary level of the officer, the position of the officer within the Company and input from the compensation consultant. The amount actually awarded to an officer, which can range from 0 to 200% of target, varies primarily based on performance of the Company as a whole with respect to financial and non-financial measures, but is subject to adjustment based on the Committee's subjective evaluation of an officer's contributions to those results. The Committee generally sets the goals such that the target payout (100% of target bonus) represents attractive financial performance within our industry and can be reasonably expected to be achieved; and payouts above 150% of this target require outstanding performance.

For 2013, the financial measures established by the Compensation Committee under the Company's annual incentive program were (i) growth in organic revenue (reported revenue adjusted for the impact of acquisitions and divestitures and for foreign currency changes), (ii) adjusted operating income as a percentage of revenue, and (iii) adjusted earnings per share. The Committee selected these financial measures, as opposed to financial measures computed under generally accepted accounting principles (GAAP), because these measures are consistent with how management measures and forecasts the Company's performance, especially when comparing such results to previous periods or forecasts. For the three financial measures, the Company's actual performance was measured relative to the Company's internal operating goals for 2013. The weighting of the financial measures and performance targets for 2013 were:

	<b>Organic Revenue Growth (40%)</b>	<b>Adjusted Operating Income as a Percentage of Revenue (15%)</b>	<b>Adjusted Earnings Per Share (15%)</b>
Threshold (0% payout on each measure)	-1.25%	Varies with revenue <sup>1</sup>	\$5.22
Incremental Performance Adjustment	± 25% for each 0.75% growth below baseline and up to 150% of target	Assumes 30% adjusted operating income pull through <sup>2</sup> on revenues above or below baseline for organic growth achievement of 0% to 150% of baseline (-1.25% to +3.25%) and 25% pull through <sup>1</sup> on organic growth achievement above 150% to 200% of baseline (+3.25% to +4.00%)	+25% for each \$0.06 above baseline  -25% for each \$0.05 below baseline
	+25% for each 0.375% growth above 150% of target		No linear interpolation of payouts between thresholds
Baseline (100% payout factor)	+1.75%	19.37% of revenue (at the baseline target organic revenue growth of 1.75%)	\$5.38
Maximum (200% payout factor)	+ 4.00%	Varies with revenue <sup>1</sup>	\$5.62
Actual Results	+ 3.42%	19.50% of revenue	\$5.42
Payout Factor	162%	83%	100%

<sup>1</sup> Because the payout factors linked the variation in organic revenue growth to margin expansion, the threshold and maximum (whether expressed as dollars or as a percentage) varied directly with actual revenue achievement; no single threshold or maximum performance level can be attributed to adjusted operating income as a percentage of revenue. The adjusted operating income as a percentage of revenue payout factor cannot go below zero or above 200%.

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<sup>2</sup> The payout factors recognized incremental costs required to achieve accelerated organic revenue growth, and reflected the greater difficulty in achieving margin expansion on smaller revenue; as such, the pull through (incremental operating margin as a percentage of revenue) varied at different levels of organic revenue achievement.

The remaining 30% of the annual cash incentive award was based on company-wide, non-financial measures relating to the achievement of customer allegiance goals, increased new product introduction, the maximization of our opportunity in China, the continuation of building a diverse workforce and employer of choice initiatives, and the achievement of merger and acquisition-related goals. The results for the non-financial goals were as follows:

<b>Non-Financial Measure</b>	<b>Achievement</b>
Customer Allegiance	We improved our customer allegiance score over our 2012 score (measured by a formula relating to how many of our customers would recommend us to another potential customer); we rolled-out our customer experience pilots with positive results; and we made significant investments in our e-business capabilities and launched a new website for one of our brands with significantly improved content and social media presence
New Product Introduction	We launched several new products, but the percentage of 2013 product revenue from products designed, commercialized and introduced in the last two years was down from our 2012 performance, as year-over-year improvement was challenged by weak conditions in some end markets and some product launch delays
Maximization of Opportunity in China	We had growth in China of 20%; production from our new Suzhou factory was on plan; and we increased the use and impact of our China technology center
Building a Diverse Workforce/ Employer of Choice	We developed a comprehensive diversity and inclusion roadmap, formed a diversity and inclusion council, trained 1,100 employees on diversity and inclusion and created our first employee resource groups; succeeded in advancing our corporate social responsibility initiatives through the actions of our community action councils and corporate giving; expanded STEM (science, technology, engineering and math) and employee scholarship programs; increased leadership diversity
Mergers and Acquisitions	We closed the acquisition of Life Technologies just after year-end; we successfully integrated One Lambda and exceeded both its operating plan and synergy goals

The Committee judged these goals in the context of the overall goal to develop the Company's employees, culture and assets with the primary goal of making connections across the Company's portfolio, creating value for Company stakeholders and working with determination to advance the Company's position as the world leader in serving science. Taking all of these factors into account and in recognition of the extraordinary effort related to the Life Technologies acquisition, the Committee concluded that actual achievement against the non-financial measures was at a payout of 200%.

The process described above resulted in a preliminary overall achievement calculation of 152% of target bonus for the named executive officers. In recognition of their extraordinary effort related to the Life

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Technologies acquisition, Messrs. Casper and Wilver were awarded bonuses at 200% of target, and Mr. Malus was awarded a bonus of 150% of target. Messrs. Pesicka and Loewald were awarded 131% and 138% of target bonus, respectively, to reflect the performances of the operating businesses which they managed in 2013.

The target bonus awards and actual bonus awards for 2013 for the named executive officers were as follows:

Name	Target Bonus as a		
	Percentage of Salary	Target Bonus Award	Actual Bonus Award
Marc N. Casper	170%	\$1,938,000	\$3,876,000
Peter M. Wilver	85%	\$ 561,000	\$1,122,000
Alan J. Malus	95%	\$ 667,019	\$1,000,000
Edward A. Pesicka	85%	\$ 535,500	\$ 700,000
Thomas W. Loewald	80%	\$ 425,973	\$ 588,000

In setting target bonuses for 2013, the Committee considered the Pearl Meyer Study and concluded it was appropriate to increase the target bonus for Messrs. Casper and Loewald from 140% of salary to 170% of salary for Mr. Casper, and from 75% of salary to 80% of salary for Mr. Loewald, and to leave the target bonus for Messrs. Wilver, Malus and Pesicka at the 2012 levels (85%, 95% and 85% of salary, respectively). Following these adjustments, the 2013 target bonus awards for our named executive officers ranged from 31% below to 6% above the targeted 65<sup>th</sup> percentile opportunity, but approximated 96% of the targeted 65<sup>th</sup> percentile opportunity in the aggregate, as defined in the Pearl Meyer Study.

**Stock Option and Restricted Stock Unit Awards**

Our equity award program is the primary vehicle for offering long-term incentives to our executives. We believe that equity grants provide our executives with a strong link to our long-term performance, create an ownership culture and help to align the interests of our executives with that of our stockholders. In addition, the vesting feature of our equity grants should further our goal of executive retention because this feature provides an incentive to our executives to remain in our employ during the vesting period. In determining the size of equity grants to our executives, our Compensation Committee considers the peer group information contained in the Pearl Meyer Study, Company and business unit performance, the individual performance of the executives, and prevailing market trends. The Committee also considers the recommendations of the chief executive officer with respect to awards to our executives other than the chief executive officer, and input from other independent directors of the Board with respect to awards to our chief executive officer. The Committee then decides how much of these values should be delivered by each of the long-term incentive vehicles utilized by the Company, such as stock options, performance-based restricted stock units or time-based restricted stock units.

We typically make an initial equity award of stock options and restricted stock units to new executives when they become executives and to newly promoted executives to reflect their new responsibilities, and annual equity grants in late February as part of our overall compensation program. Our equity awards have typically taken the form of stock options and restricted stock unit grants. Because time-based restricted stock units have a built-in value at the time the grants are made, we generally grant significantly fewer restricted stock units than the number of stock options we would grant for a similar purpose. All grants of options and restricted stock units to our officers are approved by the Compensation Committee. The timing of the Compensation Committee meeting in late February or early March is such that the meeting occurs after we have publicly released earnings for the just-completed year. While our cash incentive program is designed to reward executives for meeting near-term (generally annual) financial and operational goals, our equity program is designed to focus on long-term performance and alignment of executive officer compensation with the long-term interests of our stockholders.

Typically, the stock options we grant to our named executive officers vest over the first four years of a seven-year option term, performance-based restricted stock units vest equally over three years (assuming the performance standard has been met), and time-based restricted stock unit awards vest over three and one-half years. Vesting normally ceases upon termination of employment, except for acceleration upon qualifying retirements, death, disability, and in the case of certain terminations for Mr. Casper (see Agreements with

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Named Executive Officers; Potential Payments upon Termination or Change in Control on page 35). Stock option exercise rights normally cease for officers other than Mr. Casper shortly after termination, except in the cases of death, disability and qualifying retirement. Prior to the exercise of an option, the holder has no rights as a stockholder with respect to the shares subject to such option, including voting rights and the right to receive dividends or dividend equivalents. Prior to the distribution of shares after vesting of restricted stock units (which represent a right in the future to receive shares), the holder has no right to transfer or vote the underlying shares. Generally, holders of restricted stock units have the right to accrue dividends (in the form of dividend equivalents) but do not receive them unless and until vesting and delivery of the underlying shares occur.

Our practice is to set the exercise price of stock options to equal the closing price of our Common Stock on the New York Stock Exchange on the date the grant is approved by the Compensation Committee or the Employee Equity Committee (which currently consists of Mr. Casper). Newly hired or promoted employees, other than officers, normally are granted stock options and/or restricted stock units by the Employee Equity Committee. Grants over 25,000 shares to any individual, and all grants to officers, may only be approved by the Compensation Committee.

**2013 Annual Grant**

On February 26, 2013, in connection with the normal compensation cycle, the Committee granted stock options and performance-based and time-based restricted stock units to the named executive officers. In setting grant levels for 2013, the Committee considered the Pearl Meyer Study. The Committee adjusted these amounts towards the 75th percentile to reflect its interest in focusing on long-term performance and the development of strong executive retention through opportunities tied to appreciation of the Company's stock price over time, as well as its judgment on matters of internal fairness. In determining the mix of long-term incentives for 2013, the Committee considered the retentive and incentive value of the current and prior grants to these individuals and the overall weighting toward equity-based incentive compensation relative to salary and annual cash incentives, which places greater emphasis on the Company's long-term performance. The adjusted amounts were then converted to numbers of stock options and restricted stock units. For Mr. Casper, approximately 30% of the calculated award value was delivered through stock options, 35% through performance-based restricted stock units (measured at the target level), and 35% through time-based restricted stock units. For the other named executive officers, approximately 30% of the award value was delivered through stock options, 20% through performance-based restricted stock units (measured at the target level), and 50% through time-based restricted stock units. The Committee adopted these allocations consistent with the strategy of providing executives with a balanced portfolio of equity vehicles.

Equity grants made in 2012 and 2013 are reflected in the table below.

Name	Stock Options		Time-Based Restricted Stock Units		Performance-Based Restricted Stock Units (at target)	
	2012	2013	2012	2013	2012	2013
Marc N. Casper		161,200	145,900	50,400	36,500	50,400
Peter M. Wilver		34,600	32,150	15,400	8,000	6,200
Alan J. Malus		46,100	43,800	20,600	10,900	8,200
Edward A. Pesicka		43,600	40,150	19,600	10,000	7,800
Thomas W. Loewald		30,700	21,850	13,700	5,500	5,500

The 2013 stock options (a) vest in equal annual installments over the four-year period commencing on the first anniversary of the date of grant (i.e., the first 1/4 of the stock option grant would vest on the first anniversary of the date of grant) so long as the executive officer is employed by the Company on each such date (subject to certain exceptions), (b) have an exercise price equal to the closing price of the Company's common stock on the New York Stock Exchange on the date of grant, and (c) have a term of 7 years from such date.

The 2013 time-based restricted stock units vest as follows: 15%, 25%, 30% and 30% vesting on the dates 6, 18, 30 and 42 months from the date of grant, respectively, so long as the executive officer is employed by the

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Company on each such date (subject to certain exceptions). In connection with the award of performance-based restricted stock units, the Compensation Committee adopted as performance goals growth in the measures organic revenue and adjusted earnings per share for 2013. For each of the performance goals, the Company's actual performance is measured relative to the Company's internal operating plan for 2013. The vesting of the performance-based restricted stock units is as follows: 1/3 on the date the Compensation Committee certifies that the performance goals related to the Company's organic revenue and adjusted earnings per share have been achieved (the Performance Certification Date), 1/3 on the one-year anniversary of the Performance Certification Date, and 1/3 on the two-year anniversary of the Performance Certification Date (subject to certain exceptions). Organic revenue growth for 2013 of 3% and growth in adjusted earnings per share for 2013 of 10% led to an actual payout of 113% of the target number of units for each executive. One-third of the total number of units earned vested in February 2014, and the same number of restricted units will vest on both the first anniversary and the second anniversary of this vesting date so long as the executive officer is employed by the Company on each such date (subject to certain exceptions). Dividends paid by the Company accrue in the form of dividend equivalents on unvested restricted stock units (in the case of performance-based units, only after the performance conditions are met), and will be paid out if and when the underlying shares vest and are delivered.

**Stock Ownership Policy**

The Compensation Committee has established a stock ownership policy that the chief executive officer hold shares of Common Stock equal in value to at least four times his or her annual base salary and that each other executive officer hold shares of Common Stock equal in value to at least two times his or her annual base salary. For purposes of this policy, time-based restricted stock units, and vested but undistributed performance-based restricted stock units, are counted towards the target. All of our named executive officers are currently in compliance with this policy.

**Benefits and Other Compensation**

We maintain broad-based benefits that are provided to all employees, including health and dental insurance, life and disability insurance and a 401(k) plan. Executives are eligible to participate in all of our employee benefit plans, in each case on the same basis as other employees. The 401(k) plan is a tax-qualified retirement savings plan pursuant to which all U.S.-based employees, including officers, are able to contribute a percentage of their annual salary up to the limit prescribed by the Internal Revenue Service (the IRS) to the 401(k) plan on a before-tax basis. The Company matches contributions made by employees to the 401(k) plan, dollar for dollar, up to the first 6% of compensation deferred by the employee to the plan. Employees were capped at contributing 6% of \$255,000 for 2013 in accordance with the IRS annual compensation limit. All contributions to the 401(k) plan as well as any matching contributions are fully-vested upon contribution.

The named executive officers, in addition to certain other U.S.-based eligible executives, are also entitled to participate in the Company's Deferred Compensation Plan. Pursuant to the Deferred Compensation Plan, an eligible employee can defer receipt of his or her annual base salary and/or bonus until he or she ceases to serve as an employee of the Company or until a future date prior to his or her termination of employment with the Company. The Deferred Compensation Plan is discussed in further detail under the heading Nonqualified Deferred Compensation For 2013 on page 33. Amounts deferred under this plan can be invested in an array of mutual funds and other investment vehicles administered by a third party investment manager. The Company does not guarantee any above-market interest rates or rates of return on these deferred amounts. The Company matches 100% of the first 6% of pay that is deferred into the Deferred Compensation Plan over the IRS annual compensation limit for 401(k) purposes.

The Company provides officers with perquisites and other personal benefits that the Company and the Compensation Committee believe are reasonable and consistent with its overall compensation program to better enable the Company to attract and retain superior employees for key positions. Each named executive officer has access to supplemental long-term disability and life insurance, and emergency medical service through Massachusetts General Hospital's global hospital network. Additionally, the Company provides a \$3 million term life insurance policy to Mr. Casper. Attributed costs of the personal benefits described above for the named executive officers for 2013 are described in the Summary Compensation Table on page 25. None of our perquisites are subject to a tax gross-up.



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**Severance and Change in Control Benefits**

Pursuant to our equity plans and agreements we have entered into with our executives, in the event of the termination of their employment under certain circumstances or a change in control, they are entitled to specified benefits. We have provided more detailed information about these benefits, along with estimates of their value under various circumstances, under the caption *Agreements with Named Executive Officers; Potential Payments Upon Termination or Change in Control* on page 35. We believe providing these benefits helps us compete for executive talent and that our severance and change in control benefits are generally in line with severance packages offered to comparable executives at other companies.

We have executive change in control retention agreements with our executives that provide cash and other severance benefits if there is a change in control of the Company and their employment is terminated by the Company without cause or by the individual for good reason, in each case within 18 months thereafter. We also have an executive severance policy that provides severance benefits to our executives (other than Mr. Casper) in the event their employment is terminated by the Company without cause in the absence of a change in control. Mr. Casper's severance arrangements are provided in a separate agreement between him and the Company. The change in control retention agreements and executive severance arrangements are described in greater detail under the caption *Agreements with Named Executive Officers; Potential Payments Upon Termination or Change in Control* on page 35. None of our change in control retention agreements with named executive officers provide for a tax-gross up.

**Tax and Accounting Considerations***Deductibility of Executive Compensation*

The Compensation Committee considers the potential effect of Section 162(m) of the Internal Revenue Code of 1986 as amended (the Code), in designing its compensation program, but reserves the right to use its independent judgment to approve nondeductible compensation, while taking into account the financial effects such action may have on the Company. Section 162(m) limits the tax deduction available to public companies for annual compensation that is paid to the Company's chief executive officer and three other most highly paid executive officers (other than the chief financial officer) in excess of \$1,000,000, unless the compensation qualifies as performance-based or is otherwise exempt from Section 162(m). Stock options, performance-based restricted stock unit awards and annual incentive cash bonuses for the executive officers are intended to qualify for the deduction.

*Accounting Considerations*

Accounting considerations also play an important role in the design of our executive compensation programs and policies. ASC 718 requires us to expense the cost of stock-based compensation awards. We consider the relative impact in terms of accounting cost in addition to other factors such as stockholder dilution, retentive impact, and motivational impact when selecting long-term equity incentive instruments.

**Compensation Committee Report**

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

## THE COMPENSATION COMMITTEE

Scott M. Sperling (Chairman)

Thomas J. Lynch

Elaine S. Ullian

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The following table summarizes compensation for services to the Company earned during the last three fiscal years by the Company's chief executive officer, chief financial officer, and the three other most highly compensated executive officers of the Company during 2013. The executive officers listed below are collectively referred to in this proxy statement as the named executive officers.

Name and Principal Position	Year	Salary (\$)(1)	Awards (\$)(2)	Awards (\$)(3)	Non-Equity Incentive Plan Compensation (\$)(4)	Change in	Nonqualified Deferred Compensation (\$)(5)	All Other Compensation (\$)(6)	Total (\$)
						Pension Value and Nonqualified Deferred Compensation			
Marc N. Casper	2013	\$1,115,479	\$7,382,592	\$3,220,776	\$3,876,000		\$574,033	\$16,168,880	
	2012	\$1,030,038	\$10,442,400		\$1,892,800		\$457,087	\$13,822,325	
<i>President and Chief Executive Officer</i> Peter M. Wilver	2011	\$1,000,000		\$3,064,050	\$1,300,000		\$152,517	\$5,516,567	
	2013	\$653,747	\$1,581,984	\$691,308	\$1,122,000		\$148,577	\$4,197,616	
	2012	\$632,134	\$2,298,588		\$700,000		\$121,316	\$3,752,038	
<i>Senior Vice President and Chief Financial Officer</i> Alan J. Malus	2011	\$622,750	\$1,066,418	\$1,125,300	\$531,250		\$73,404	\$3,419,122	
	2013	\$697,926	\$2,109,312	\$921,078	\$1,000,000	\$2,065	\$156,197	\$4,886,578	
	2012	\$685,000	\$3,131,575		\$813,437	\$2,731	\$140,772	\$4,773,515	
<i>Executive Vice President</i> Edward A. Pesicka	2011	\$630,000	\$1,264,310	\$1,325,775	\$400,000	\$2,769	\$66,305	\$3,689,159	
	2013	\$622,644	\$2,006,776	\$871,128	\$700,000	\$1,654	\$128,879	\$4,331,081	
	2012	\$593,774	\$2,871,088		\$663,000	\$2,187	\$121,581	\$4,251,630	
<i>Senior Vice President</i> Thomas W. Loewald(7)	2011	\$556,250	\$1,115,891	\$1,175,625	\$488,750	\$2,218	\$65,977	\$3,404,711	
	2013	\$514,075	\$1,406,208	\$613,386	\$588,000		\$96,432	\$3,218,101	
<i>Senior Vice President</i> (1)	2012	\$450,000	\$1,565,788		\$421,875		\$80,945	\$2,518,608	

(1) Reflects salary earned for the year, though a portion of such salary may have been paid early in the subsequent year.

(2) These amounts represent the aggregate grant date fair value of restricted stock unit awards made during 2013, 2012 and 2011, respectively, calculated in accordance with the Company's financial reporting practices. For information on the valuation assumptions with respect to these awards, refer to note 5 of the Thermo Fisher financial statements in the Form 10-K for the year ended December 31, 2013, as filed with the SEC. For performance-based restricted stock unit awards made in February 2013, these amounts reflect the grant date fair value of such awards based upon the probable outcome at the time of grant. The value of these awards at the grant date assuming that the highest level of performance conditions was achieved was \$5,536,944, \$681,132, \$900,852, \$856,908 and \$604,230 for Messrs. Casper, Wilver, Malus, Pesicka and Loewald, respectively. The amounts reflected in this column do not represent the actual amounts paid to or realized by the named executive officer for these awards during fiscal years 2013, 2012 or 2011.

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- (3) These amounts represent the aggregate grant date fair value of stock option awards made during 2013, 2012 and 2011, respectively, calculated in accordance with the Company's financial reporting practices. For information on the valuation assumptions with respect to these awards, refer to note 5 of the Thermo Fisher financial statements in the Form 10-K for the year ended December 31, 2013, as filed with the SEC. These amounts do not represent the actual amounts paid to or realized by the named executive officer for these awards during fiscal years 2013, 2012 or 2011.
- (4) Reflects compensation earned for the year but paid early in the subsequent year.
- (5) For Messrs. Malus and Pesicka, the amounts presented in this column represent the actuarial increase in the present value of their benefits under the Thermo Fisher Retirement Plan during the year. As this Retirement Plan was a pension plan maintained by Fisher Scientific International Inc. (Fisher) prior to the 2006 merger of Thermo Electron Corporation and Fisher (the Fisher Merger), and was frozen prior to the merger, only Messrs. Malus and Pesicka (former employees of Fisher) participate in the Retirement Plan.

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(6) Under SEC rules and regulations, if the total value of all perquisites and personal benefits is \$10,000 or more for any named executive officer, then each perquisite or personal benefit, regardless of its amount, must be identified by type. If perquisites and personal benefits are required to be reported for a named executive officer, then each perquisite or personal benefit that exceeds the greater of \$25,000 or 10% of the total amount of perquisites and personal benefits for that officer must be quantified and disclosed in a footnote. The amounts presented in this column include (a) matching contributions made on behalf of the named executive officers by the Company pursuant to the Company's 401(k) Plan, (b) premiums paid by the Company with respect to long-term disability insurance for the benefit of the named executive officers, (c) with respect to Mr. Casper, premiums paid by the Company for a term life insurance policy for the benefit of Mr. Casper, (d) premiums paid by the Company with respect to supplemental group term life insurance, (e) access to emergency medical service through Massachusetts General Hospital's global hospital network, (f) matching contributions made on behalf of the named executive officers by the Company pursuant to the Company's Non-Qualified Deferred Compensation Plan, (g) with respect to Mr. Loewald, amounts paid by the Company for a legacy car allowance program that he participated in at a Company business unit prior to his promotion to Senior Vice President, and (h) dividends accrued in the form of dividend equivalents on restricted stock units. For 2013, the dollar value of the principal components of these benefits was (1) \$15,300 each for Messrs. Casper, Wilver, Malus, Pesicka and Loewald for matching 401(k) contributions, (2) \$2,513, \$3,378, \$3,784, \$2,721 and \$4,261 for Messrs. Casper, Wilver, Malus, Pesicka and Loewald, respectively, for long-term disability insurance premiums, (3) \$11,875 for a term life insurance policy for Mr. Casper, (4) \$283,814, \$91,149, \$86,551, \$64,015 and \$50,095 for Messrs. Casper, Wilver, Malus, Pesicka and Loewald, respectively, for matching deferred compensation plan contributions, (5) \$5,034 for Mr. Loewald as a car allowance, and (6) \$260,411, \$38,630, \$49,674, \$46,057 and \$21,224, for Messrs. Casper, Wilver, Malus, Pesicka and Loewald, respectively, for dividends accrued in the form of dividend equivalents on restricted stock units.

(7) Mr. Loewald became an officer of the Company on January 1, 2012.

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**Grants of Plan-Based Awards For 2013\***

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares	All Other Option Awards: Number of Securities	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards (\$)(2)
		Threshold (\$)	Target (\$)(1)	Maximum (\$)	Threshold	Target	Maximum				
Marc N. Casper	2/26/2013	0	\$1,938,000	\$3,876,000							
	2/26/2013				0(3)	50,400(3)	75,600(3)				\$3,691,296
	2/26/2013							50,400(4)			\$3,691,296
	2/26/2013								161,200(5)		\$3,220,776
Peter M. Wilver	2/26/2013	0	\$561,000	\$1,122,000							
	2/26/2013				0(3)	6,200(3)	9,300(3)				\$454,088
	2/26/2013							15,400(4)			\$1,127,896
	2/26/2013								34,600(5)		\$691,308
Alan J. Malus	2/26/2013	0	\$667,019	\$1,334,038							
	2/26/2013				0(3)	8,200(3)	12,300(3)				\$600,568
	2/26/2013							20,600(4)			\$1,508,744
	2/26/2013								46,100(5)		\$921,078
Edward A. Pesicka	2/26/2013	0	\$535,500	\$1,071,000							
	2/26/2013				0(3)	7,800(3)	11,700(3)				\$571,272
	2/26/2013							19,600(4)			\$1,435,504
	2/26/2013								43,600(5)		\$871,128
Thomas W. Loewald	2/26/2013	0	\$420,000	\$840,000							
	2/26/2013				0(3)	5,500(3)	8,250(3)				\$402,820
	2/26/2013							13,700(4)			\$1,003,388
	2/26/2013								30,700(5)		\$613,386

\* All equity awards made during 2013 were granted under the Company's 2008 Stock Incentive Plan.

(1) Target awards are based on a percentage of the named executive officer's salary.

(2) These amounts represent the aggregate grant date fair value of stock option and restricted stock unit awards made during 2013, calculated in accordance with the Company's financial reporting practices. For information on the valuation assumptions with respect to these awards, refer to note 5 of the Thermo Fisher financial statements in the Form 10-K for the year ended December 31, 2013, as filed with the SEC. The amounts reflected in this column do not represent the actual amounts paid to or realized by the named executive officer for these awards during fiscal year 2013.

(3) Represents the threshold, target and maximum number of achievable shares pursuant to a performance-based restricted stock unit award. In connection with the awards of performance-based restricted stock units, the Compensation Committee adopted as performance goals growth in organic revenue and adjusted earnings per share. If 2013 organic revenue growth was between 0.75% and 3.5% (or higher), and/or 2013

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adjusted earnings per share growth was between 5% and 13% (or higher), then the executives would be entitled to a number of units ranging from 0 to 150% of the target number of units granted. Organic revenue growth for 2013 of 3% and growth in adjusted earnings per share for 2013 of 10% led to an actual payout of 113% of the target number of units for each executive. One-third of the total number of units earned vested in February 2014, and the same number of restricted units will vest on both the first anniversary and the second anniversary of this vesting date so long as the executive officer is employed by the Company on each such date (subject to certain exceptions). Dividends paid by the Company after the performance conditions are met accrue in the form of dividend equivalents on unvested restricted stock units, and will be paid out if and when the underlying shares vest and are delivered.

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(4) Represents a time-based restricted stock unit award which vests over a three-and-a half-year period commencing on the date of grant (i.e., 15%, 25%, 30% and 30% vesting at 6, 18, 30 and 42 months, respectively, from the date of grant) so long as the executive officer is employed by the Company on each such date (subject to certain exceptions). Dividends paid by the Company accrue in the form of dividend equivalents on unvested restricted stock units, and will be paid out if and when the underlying shares vest and are delivered.

(5) Options vest in equal annual installments over the four-year period commencing on the first anniversary of the date of grant (i.e., the first 1/4 of the stock option grant would vest on the first anniversary of the date of grant) so long as the executive officer is employed by the Company on each such date (subject to certain exceptions).

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**Outstanding Equity Awards at 2013 Fiscal Year-End**

Name	Option Awards				Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(1)	Market Value of Shares or Units of Stock That Have Not Vested (\$) @ \$111.35*	Equity Incentive Plan Awards: Number of Awards: Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) @ \$111.35*	Equity Incentive Plan Awards: Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) @ \$111.35*
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Number of Securities Underlying Unexercised Options (#) Equity Incentive Plan Awards: Unearned	Option Exercise Price (\$)					
Marc N. Casper	187,500			\$57.58	5/15/2015				
	187,500	163,020(2)		\$46.56	11/21/2019				
	100,000			\$46.56	11/21/2019				
	46,425	62,372(3)		\$54.97	2/23/2018				
		150,713(4)		\$73.24	2/26/2020				
						60,625(5)	\$6,750,594		
						71,929(6)	\$8,009,294		
						26,992(7)	\$3,005,559		
						40,495(8)	\$4,509,118		
								200,000(9)	\$22,270,000(10)
								75,600(11)	\$8,418,060(12)
Peter M. Wilver	69,900			\$36.10	2/26/2016				
	38,025	12,675(13)		\$49.49	3/5/2017				
	9,050	9,050(14)		\$49.49	3/5/2017				
	34,100	34,100(3)		\$54.97	2/23/2018				
		34,600(4)		\$73.24	2/26/2020				
						6,467(15)	\$720,100		
						21,434(16)	\$2,386,676		
						8,001(17)	\$890,911		
						13,090(18)	\$1,457,572		
								9,300(11)	\$1,035,555(12)
Alan J. Malus	50,000			\$58.40	7/10/2015				
	80,700			\$36.10	2/26/2016				
	39,975	13,325(13)		\$49.49	3/5/2017				
	14,500	14,500(14)		\$49.49	3/5/2017				
	40,175	40,175(3)		\$54.97	2/23/2018				



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		46,100(4)	\$73.24	2/26/2020				
					7,667(15)	\$853,720		
					29,200(16)	\$3,251,420		
					10,900(17)	\$1,213,715		
					17,510(18)	\$1,949,739		
							12,300(11)	\$1,369,605(12)
Edward A. Pesicka	39,975	13,325(13)	\$49.49	3/5/2017				
	14,500	14,500(14)	\$49.49	3/5/2017				
	35,625	35,625(3)	\$54.97	2/23/2018				
		43,600(4)	\$73.24	2/26/2020				
					6,767(15)	\$753,505		
					26,767(16)	\$2,980,505		

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Name	Option Awards				Option Expiration Date	Stock Awards		Equity	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Unearned Exercise Price (\$)		Number of Units of Stock That Have Not Vested (#)(1)	Market Value of Shares or Units of Stock That Have Not Vested (\$) @ \$111.35*	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) @\$111.35*
Thomas W. Loewald	15,187	5,063(13)		\$49.49	3/5/2017	10,000(17)	\$1,113,500		
	7,250	7,250(14)		\$49.49	3/5/2017	16,660(18)	\$1,855,091		
	14,025	14,025(3)		\$54.97	2/23/2018			11,700(11)	\$1,302,795(12)
		30,700(4)		\$73.24	2/26/2020				
						2,634(15)	\$293,296		
						14,567(16)	\$1,622,035		
						5,500(17)	\$612,425		
						11,645(18)	\$1,296,671		
								8,250(11)	\$918,638(12)

\* Reflects the closing price of the Company's Common Stock on the New York Stock Exchange on December 31, 2013.

(1) Unexercisable stock options and unvested shares and units of restricted stock vest as described in the footnotes below and under certain circumstances described under the heading "Agreements with Named Executive Officers; Potential Payments Upon Termination or Change in Control." Unexercisable stock options and unvested units of restricted stock also vest upon certain other events such as death, disability, or qualifying retirement.

(2) Represents the balance of a stock option granted on November 21, 2009, which vests in equal annual installments on November 21, 2014 and November 21, 2015, so long as Mr. Casper is employed by the Company on each such date (subject to certain exceptions).

(3) Represents the balance of a stock option granted on February 23, 2011 which vests in equal annual installments on February 23, 2014 and February 23, 2015, so long as the executive officer is employed by the Company on each such date (subject to certain exceptions).

(4) Options vest in equal annual installments on February 26, 2014, February 26, 2015, February 26, 2016 and February 26, 2017, so long as the executive officer is employed by the Company on each such date (subject to certain exceptions).

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- (5) Represents the balance of a time-based restricted stock unit award made on November 21, 2009, as to which 28,125 shares vest on February 15, 2014 and 32,500 shares vest on February 15, 2015, so long as Mr. Casper is employed by the Company on each such date (subject to certain exceptions).
- (6) Represents the balance of a time-based restricted stock unit award made on March 2, 2012, as to which 33,435 shares vest on March 2, 2014 and 38,494 shares vest on March 2, 2015, so long as Mr. Casper is employed by the Company on each such date (subject to certain exceptions).
- (7) Represents the balance of a performance-based restricted stock unit award made on March 2, 2012, as to which 12,547 shares vest on February 25, 2014 and 14,445 shares vest on February 25, 2015, so long as Mr. Casper is employed by the Company on each such date (subject to certain exceptions).
- (8) Represents the balance of a time-based restricted stock unit award made on February 26, 2013. Twenty-five percent (25%) of this award vested on August 26, 2013; 25% vests on August 26, 2014, and 30% vests on each of August 26, 2015 and August 26, 2016, so long as Mr. Casper is employed by the Company on each such

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date (subject to certain exceptions). Upon vesting, a portion of each tranche will be transferred to Mr. Casper's ex-spouse pursuant to a divorce decree. As a result, the following shares vest for the benefit of Mr. Casper: 11,548 shares on August 26, 2014, 14,364 shares on August 26, 2015 and 14,583 shares on August 26, 2016, so long as Mr. Casper is employed by the Company on each such date (subject to certain exceptions).

(9) Represents the maximum number of achievable shares that may be earned pursuant to a performance-based restricted stock unit award made on November 21, 2009. The number of performance-based restricted stock units to be earned (from 0 to 200,000) is based on the Company's total shareholder return for each of the applicable measurement periods, relative to the performance of the S&P 500 Industrials Index for the same period, assuming continued employment (subject to certain exceptions). From 0 to 100,000 performance-based restricted stock units will vest after each of the following two measurement periods: (1) October 15, 2009 through February 15, 2014, and (2) October 15, 2009 through February 15, 2015, assuming continued employment (subject to certain exceptions). In accordance with SEC rules, the maximum number of shares that may be earned is shown above because assuming the relevant measurement period ended on December 31, 2013, more than the target number of shares for this measurement period would have been earned; based on the actual measurement period end date of February 15, 2014, 200% of the target number of units were earned.

(10) Represents the maximum payout of a performance-based restricted stock unit award made on November 21, 2009 at \$111.35, the Company's closing stock price on December 31, 2013.

(11) Represents the maximum number of achievable shares that may be earned pursuant to a performance-based restricted stock unit award made on February 26, 2013. In connection with the awards of performance-based restricted stock units, the Compensation Committee adopted as performance goals a range of growth in organic revenue and adjusted earnings per share. If 2013 organic revenue growth was between 0.75% and 3.5% (or higher), and/or 2013 adjusted earnings per share growth was between 5% and 13% (or higher), then the executives would be entitled to a number of units ranging from 0 to 150% of the target number of units granted. Organic revenue growth for 2013 of 3% and growth in adjusted earnings per share for 2013 of 10% led to an actual payout of 113% of the target number of units for each executive. One-third of the total number of units earned vested in February 2014, and the same number of restricted units will vest on both the first anniversary and the second anniversary of this vesting date so long as the executive officer is employed by the Company on each such date (subject to certain exceptions).

(12) Represents the maximum payout of a performance-based restricted stock unit award made on February 26, 2013 at \$111.35, the Company's closing stock price on December 31, 2013.

(13) Represents the balance of a stock option granted on March 5, 2010 which vests on March 5, 2014, so long as the executive officer is employed by the Company on each such date (subject to certain exceptions).

(14) Represents the balance of a stock option granted on March 5, 2010 which vests in equal annual installments on March 5, 2014 and March 5, 2015, so long as the executive officer is employed by the Company on each such date (subject to certain exceptions).

(15) Represents the balance of a time-based restricted stock unit award made on February 23, 2011, which vests on February 23, 2014, so long as the executive officer is employed by the Company on each such date (subject to certain exceptions).

(16) Represents the balance of a time-based restricted stock unit award made on March 2, 2012, which vests in equal annual installments on March 2, 2014 and March 2, 2015, so long as the executive officer is employed by the Company on each such date (subject to certain exceptions).

(17) Represents the balance of a performance-based restricted stock unit award made on March 2, 2012, which vests in equal annual installments on February 25, 2014 and February 25, 2015, so long as the executive officer is employed by the Company on each such date (subject to certain exceptions).

(18) Represents the balance of a time-based restricted stock unit award made on February 26, 2013, which vests 25% on August 26, 2014, and 30% on August 26, 2015 and August 26, 2016, so long as the executive officer is employed by the Company on each such date (subject to certain exceptions).

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**Option Exercises and Stock Vested During 2013**

The following table reports information regarding stock option exercises and the vesting of stock awards during fiscal year 2013 by the Company's named executive officers. No stock appreciation rights were exercised or were outstanding during fiscal year 2013.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized On Exercise	Number of Shares Acquired on Vesting	Value Realized On Vesting
(#)	(#)	(\$)(1)	(#)(2)	(\$)(3)
Marc N. Casper			130,442	\$9,777,626
Peter M. Wilver	105,280	\$2,348,797	31,896	\$2,387,449
Alan J. Malus			39,714	\$2,976,947
Edward A. Pesicka	248,680	\$12,794,459	36,997	\$2,774,511
Thomas W. Loewald			18,078	\$1,366,737

(1) The amounts shown in this column represent the difference between the option exercise price and the market price on the date of exercise.

(2) The amounts shown in this column includes shares that vested in 2013 but pursuant to the terms of grant will not be delivered until 2014.

(3) The amounts shown in this column represent the number of shares vesting multiplied by the market price on the date of vesting. For Messrs. Casper, Wilver, Malus and Pesicka, actual value realized on the shares described in note 2 above will be determined in 2014, when the shares are delivered.

**Pension Benefits**

Prior to the Fisher Merger, Fisher maintained the Fisher Retirement Plan (which was renamed after the merger to the Thermo Fisher Scientific Inc. Retirement Plan, or the Retirement Plan), a broad-based, U.S. tax-qualified cash balance pension plan. Each month prior to January 1, 2006, Fisher credited each participating employee with an amount equal to 3.5% of monthly compensation, which included base salary plus certain annual bonuses and other types of compensation.

The Retirement Plan credits participants monthly with interest on their cash balances. The interest credit is equal to the balance of the participant's account as of the close of the prior calendar month multiplied by the applicable interest rate. The interest rate is set equal to the discount rate. The discount rate reflects the rate the Company would have to pay to purchase high-quality investments that would provide cash sufficient to settle its current pension obligations. The discount rate is determined based on a range of factors, including the rates of return on high-quality, fixed-income corporate bonds and the related expected duration of the obligations or, in certain instances, the Company has used a hypothetical portfolio of high-quality instruments with maturities that mirror the benefit obligation in order to accurately estimate the relevant discount rate. For 2013, the interest rate was 2.93%.

The Retirement Plan was amended, effective December 31, 2005, to discontinue future benefit accruals (other than crediting interest to outstanding account balances) as of such date. Accordingly, effective January 1, 2006, Fisher no longer credited each participating employee with an amount equal to 3.5% of the employee's monthly compensation. However, participants continue to earn interest on their previously accrued benefit (account balance). Generally, all participants who were employed as of January 1, 2006 became fully vested in their accrued benefits under the Retirement Plan as of such date. Vested participants can generally elect to receive their benefits under the Retirement Plan after separation from service in either a lump sum or an annuity.

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The table below shows the present value of accumulated benefits payable to each of the named executive officers under the Retirement Plan. As the Retirement Plan was a pension plan maintained by Fisher prior to the Fisher Merger, and was frozen prior to the merger, only Messrs. Malus and Pesicka (former employees of Fisher) participate in the Retirement Plan.

Name	Plan Name	Number of Years	Present Value of	Payments During
		Credited Service	Accumulated Benefit	Last Fiscal Year
		(#)	\$(1)	(\$)
Marc N. Casper Peter M. Wilver Alan J. Malus	Thermo Fisher Scientific Inc. Retirement Plan	15	\$72,561	
Edward A. Pesicka	Thermo Fisher Scientific Inc. Retirement Plan	14	\$58,115	
Thomas W. Loewald				

Thomas W. Loewald

(1) Represents the actuarial present value of accumulated benefit as of December 31, 2013 under the Retirement Plan, based on assumptions of a 4.75% discount rate, a cash balance interest crediting rate of 4.75%, and a retirement age of 65.

**Nonqualified Deferred Compensation For 2013**

Name	Executive	Registrant	Aggregate	Aggregate
	Contributions	Contributions	Earnings in	Withdrawals/
	in Last FY (\$)(1)	in Last FY (\$)(2)	Last FY (\$)	Distributions (\$)
				Aggregate Balance at Last FYE (\$)
Marc N. Casper	\$ 164,822	\$164,822	\$ 383,328	\$2,100,580(3)
Peter M. Wilver	\$ 65,829	\$ 65,829	\$ 130,321	\$ 811,303(4)
Alan J. Malus	\$ 148,806	\$ 75,357	\$ 282,161	\$1,850,982(5)
Edward A. Pesicka	\$ 445,615	\$ 61,795	\$ 340,581	\$1,866,324(6)
Thomas W. Loewald	\$ 40,128	\$ 40,128	\$ 31,959	\$ 224,944(7)

(1) Represents deferral of a portion of 2013 salary and/or bonus earned for 2012 performance (but paid in 2013).

(2) Represents a matching Company contribution in the deferred compensation plan with respect to 2013 salary and/or bonus earned for 2012 (but paid in 2013).

(3) Of this amount, \$45,300, \$46,754 and \$51,254 were withheld from Mr. Casper's 2011, 2012 and 2013 salary, respectively, for deferral, and \$78,000 and \$113,568 were withheld from his bonus earned for 2011 and 2012 performance, respectively, for deferral, which amounts are also included in the Salary column for 2011, 2012 and 2013, respectively, and the Non-Equity Incentive Plan Compensation column for 2011 and 2012, respectively, for Mr. Casper in the Summary Compensation Table on page 25.

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(4) Of this amount, \$22,655, \$22,917 and \$23,829 were withheld from Mr. Wilver's 2011, 2012 and 2013 salary, respectively, for deferral and \$31,875 and \$42,000 were withheld from his bonus earned for 2011 and 2012 performance, respectively, for deferral, which amounts are also included in the Salary column for 2011, 2012 and 2013, respectively, and the Non-Equity Incentive Plan Compensation column for 2011 and 2012, respectively, for Mr. Wilver in the Summary Compensation Table on page 25.

(5) Of this amount, \$180,000, \$50,000 and \$100,000 were withheld from Mr. Malus' 2011, 2012 and 2013 salary, respectively, for deferral, and \$24,000 and \$48,806 were withheld from Mr. Malus' bonus earned for

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2011 and 2012 performance, respectively, for deferral, which amounts are also included in the Salary column for 2011, 2012 and 2013, respectively, and the Non-Equity Incentive Plan Compensation column for 2011 and 2012, respectively, for Mr. Malus in the Summary Compensation Table on page 25.

(6) Of this amount, \$138,702, \$148,317 and \$279,865 were withheld from Mr. Pesicka's 2011, 2012 and 2013 salary, respectively, for deferral and \$122,188 and \$165,750 were withheld from Mr. Pesicka's bonus earned for 2011 and 2012 performance, respectively, for deferral, which amounts are also included in the Salary column for 2011, 2012 and 2013, respectively, and the Non-Equity Incentive Plan Compensation column for 2011 and 2012, respectively, for Mr. Pesicka in the Summary Compensation Table on page 25.

(7) Of this amount, \$5,670 and \$14,815 were withheld from Mr. Loewald's 2012 and 2013 salary, respectively, for deferral, and \$25,313 was withheld from Mr. Loewald's bonus earned for 2012 performance for deferral, which amounts are also included in the Salary column for 2012 and 2013, respectively, and the Non-Equity Incentive Plan Compensation column for 2012, for Mr. Loewald in the Summary Compensation Table on page 25.

The Company maintains a deferred compensation plan for its executive officers and certain other highly compensated employees. Under the plan in effect for amounts deferred on or after January 1, 2005 through December 31, 2008 (the 2005 Deferred Compensation Plan), a participant had the right to defer receipt of his or her annual base salary (up to 90%) and/or annual incentive bonus (up to 100%) until he or she ceased to serve as an employee of the Company or until a future date while the participant continued to be an employee of the Company. The Company credited (or debited) a participant's account with the amount that would have been earned (or lost) had the deferred amounts been invested in certain funds selected by the participant. The participant did not have any actual ownership in these funds. Any gains (or losses) on amounts deferred are not taxable until deferred amounts are paid to the participant. All amounts in the participant's deferred account represent unsecured obligations of the Company. The 2005 Deferred Compensation Plan is intended to comply with Section 409A of the Code as enacted under The American Jobs Creation Act of 2004. The 2005 Deferred Compensation Plan remains in existence and applies to amounts deferred between January 1, 2005 and December 31, 2008. The Deferred Compensation Plan that the Company adopted in 2001 (the Original Deferred Compensation Plan) remains in existence and applies to amounts deferred on or before December 31, 2004. The Company has frozen the terms of the Original Deferred Compensation Plan in existence as of December 31, 2004 for account balances resulting from amounts deferred through such date.

The Original Deferred Compensation Plan provides for the payout of either all or a portion of the participant's account beginning (1) at a specified date in the future if the participant so elects (in the case of a short-term payout), (2) in the case of the participant's death or disability, or (3) upon the participant's retirement or termination from employment with the Company. In the case of the participant's death or disability, or upon the participant's termination, payment is made in a lump sum distribution. Upon retirement, the participant may elect to receive his or her distribution in a lump sum or in annual installment payments over the course of five, ten or fifteen years. Additionally, with respect to account balances existing at December 31, 2004, the executive may receive a full or partial payout from the plan for an unforeseeable financial emergency (as defined in the plan), or may withdraw all of his or her account at any time less a withdrawal penalty equal to 10% of such amount (haircut provision). The distribution provisions of the 2005 Deferred Compensation Plan are substantially similar to the provisions of the Original Deferred Compensation Plan except that the 2005 Deferred Compensation Plan does not permit haircut distributions and the time and form of payment after retirement must be elected at the time the participant makes his or her initial deferral election.

In September 2008, the Compensation Committee approved the Amended and Restated 2005 Deferred Compensation Plan, effective January 1, 2009 (the Amended and Restated Deferred Compensation Plan). Pursuant to the Amended and Restated Deferred Compensation Plan, an eligible employee can defer receipt of his or her annual base salary (up to 50%) and/or bonus (up to 50%) until he or she ceases to serve as an employee of the Company or until a future date while the participant continues to be an employee of the Company. The Amended and Restated Deferred Compensation Plan is substantially similar to the original 2005 Deferred Compensation Plan, except the Amended and Restated Deferred Compensation Plan includes a Company match of 100% of the first 6% of pay that is deferred into the Plan over the IRS annual compensation limit for 401(k) purposes.



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During the year ended December 31, 2013, participants in the Original Deferred Compensation Plan and the Amended and Restated Deferred Compensation Plan were given the opportunity to invest amounts deferred under the plans in an array of mutual funds and vehicles, administered by The Newport Group, which are similar to the investment options available in the Company's 401(k) Plan. The Original Deferred Compensation Plan and the Amended and Restated Deferred Compensation Plan allow the executive to reallocate his or her balance and future deferrals among the investment choices up to four times in any plan year. The table below shows the funds available to participants and their annual rate of return for the year ended December 31, 2013.

<b>Name of Fund</b>	<b>Rate of Return (assuming reinvestment of dividends)</b>
T. Rowe Price Retirement Income Fund	9.12%
T. Rowe Price Retirement 2005 Fund	9.65%
T. Rowe Price Retirement 2010 Fund	11.75%
T. Rowe Price Retirement 2015 Fund	15.12%
T. Rowe Price Retirement 2020 Fund	18.01%
T. Rowe Price Retirement 2025 Fund	20.70%
T. Rowe Price Retirement 2030 Fund	23.14%
T. Rowe Price Retirement 2035 Fund	24.96%
T. Rowe Price Retirement 2040 Fund	25.98%
T. Rowe Price Retirement 2045 Fund	26.07%
T. Rowe Price Retirement 2050 Fund	25.98%
T. Rowe Price Retirement 2055 Fund	26.09%
T. Rowe Price Stable Value Common Trust Fund	2.26%
Pimco Total Return Institutional	-1.92%
Dodge & Cox Stock Fund	40.55%
SSgA S&P 500 Index C	32.32%
T. Rowe Price Growth Stock Trust	38.82%
Vanguard Mid Cap Index Institutional	35.17%
Jennison Institutional US Small Cap Equity	39.16%
Dodge & Cox International Stock	26.31%

**Agreements with Named Executive Officers; Potential Payments Upon Termination or Change in Control****Employment, Retention and Severance Agreements***Executive Change in Control Retention Agreements*

Thermo Fisher has entered into executive change in control retention agreements with its named executive officers and certain other key employees that provide cash and other severance benefits if there is a change in control of the Company and their employment is terminated by the Company without cause or by the individual for good reason, as those terms are defined therein, in each case within 18 months thereafter. For purposes of these agreements, a change in control exists upon (i) the acquisition by any person of 50% or more of the outstanding Common Stock or voting securities of Thermo Fisher; (ii) the failure of the Board to include a majority of directors who are continuing directors, which term is defined to include directors who were members of the Board on the date of the agreement or who subsequent to the date of the agreement were nominated or elected by a majority of directors who were continuing directors at the time of such nomination or election; (iii) the consummation of a merger, consolidation, reorganization, recapitalization or statutory share exchange involving Thermo Fisher or the sale or other disposition of all or substantially all of the assets of

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Thermo Fisher unless immediately after such transaction: (a) all holders of Common Stock immediately prior to such transaction own more than 50% of the outstanding voting securities of the resulting or acquiring corporation in substantially the same proportions as their ownership immediately prior to such transaction and (b) no person after the transaction owns 50% or more of the outstanding voting securities of the resulting or acquiring corporation; or (iv) approval by stockholders of a complete liquidation or dissolution of Thermo Fisher.

The executive change in control retention agreements with Messrs. Wilver, Malus, Pesicka and Loewald provide that, upon a qualifying termination, the executive would be entitled to (A) a lump sum payment equal to (1) two multiplied by (2) the sum of (x) the higher of the executive's annual base salary as in effect immediately prior to the measurement date or the termination date, as those terms are defined therein, and (y) the higher of the executive's target bonus as in effect immediately prior to the measurement date or the termination date, and (B) a pro rata bonus for the year of termination, based on the higher of the executive's target bonus as in effect immediately prior to the measurement date or the termination date. In addition, the executive would be provided continuing medical, dental and life insurance benefits for a period of two years, after such termination. The Company would also provide outplacement services through an outside firm to the executive up to an aggregate of \$20,000.

Mr. Casper's executive change in control agreement provides that, upon a qualifying termination, he would be entitled to (A) a lump sum payment equal to (1) two multiplied by (2) the sum of (x) the higher of Mr. Casper's annual base salary as in effect immediately prior to the change in control date or the date of termination, as those terms are defined therein, and (y) the higher of Mr. Casper's target bonus as in effect immediately prior to the change in control date or the date of termination, and (B) a pro rata bonus for the year of termination, based on the higher of Mr. Casper's target bonus as in effect immediately prior to the change in control date or the date of termination. In addition, Mr. Casper would be provided continuing medical, dental and life insurance benefits for a period of two years, after such termination. The Company would also provide outplacement services through an outside firm to Mr. Casper up to an aggregate of \$20,000.

None of our change in control agreements with named executive officers provide for a tax gross-up.

*Executive Severance Policy*

The Company maintains an executive severance policy for named executive officers and certain other key employees that provides that, in the event an executive officer's employment is terminated by the Company without cause (as such term is defined therein), he would be entitled to a lump sum severance payment equal to the sum of (A) 1.5 times his annual base salary then in effect for an executive officer (and 1.0 times his annual base salary then in effect for other executives), and (B) 1.5 times his target bonus for the year in which the date of termination occurs, for an executive officer (and 1.0 times his target bonus for other executives), except that if the executive receives benefits under the executive change in control retention agreement described above, he would not be entitled to also receive benefits under the executive severance policy. In addition, the executive would be entitled to a pro rata bonus for that year, based on his target bonus (which would not be paid until March of the following year, when the other executive officer bonuses would be paid, and only if the performance goals established under the annual incentive award plan applicable to the other executive officers were met), and for 18 months after the date of termination, he would be provided medical, dental and life insurance benefits at least equal to those he would have received had his employment not been terminated, or if more favorable, to those in effect generally during such period with respect to peer executives of the Company. Finally, the executive would be entitled to up to \$20,000 of outplacement services until the earlier of 12 months following his termination or the date he secures full-time employment. Messrs. Wilver, Malus, Pesicka and Loewald are eligible to receive benefits under the Company's executive severance policy.

*Executive Severance Agreement*

Mr. Casper's executive severance agreement provides that, in the event his employment is terminated by the Company without cause or by him for good reason (as such terms are defined therein), he would be entitled to a lump sum severance payment equal to the sum of (A) two (2) times his annual base salary then in effect, and (B) two (2) times his target bonus for the year in which the date of termination occurs, except that if Mr. Casper

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receives benefits under his executive change in control retention agreement described above, he would not be entitled to also receive benefits under his executive severance agreement. In addition, Mr. Casper would be entitled to a pro rata bonus for that year (which would not be paid until March of the following year, when the other executive officer bonuses would be paid, and only if the performance goals established under the annual incentive award plan applicable to the other executive officers were met), and for two years after the date of termination, he would be provided medical, dental and life insurance benefits at least equal to those he would have received had his employment not been terminated, or if more favorable, to those in effect generally during such period with respect to peer executives of the Company. Finally, Mr. Casper would be entitled to up to \$20,000 of outplacement services until the earlier of 12 months following his termination or the date he secures full-time employment.

Treatment of Equity

Upon death, disability, or a qualifying retirement of Messrs. Wilver, Malus, Pesicka and Loewald, certain outstanding stock options and certain restricted stock unit awards will vest. In the event that any of these individuals is terminated by the Company without cause or by the individual for good reason, as those terms are defined in the executive change in control agreements, within 18 months of a qualifying change in control, each outstanding stock option and time-based restricted stock unit award granted to an executive officer will vest.

In the case of Mr. Casper, in the event he is (i) terminated without cause or he leaves voluntarily for good reason, as those terms are defined in his severance agreement, or (ii) terminated without cause or he leaves voluntarily for good reason within 18 months of a qualifying change in control, as those terms are defined in his executive change in control agreement, certain portions of his unvested equity grants will vest.

Noncompetition Agreements

The Company has entered into noncompetition agreements with its named executive officers and certain key employees. The terms of the noncompetition agreement provide that during the term of the employee's employment with the Company, and for a period of eighteen (18) months in the case of Messrs. Wilver, Malus, Pesicka and Loewald, and twenty-four (24) months in the case of Mr. Casper, thereafter, the employee will not compete with the Company. The agreement also contains provisions that restrict the employee's ability during the term of the employee's employment with the Company and for a period of eighteen (18) months after termination (or twenty-four (24) months in the case of Mr. Casper), to solicit or hire employees of the Company or to solicit customers of the Company.

Tables

The tables below reflect the amount of compensation payable to each of the named executive officers of the Company in the event of termination of such executive's employment or a change in control of the Company. The amount of compensation payable to each named executive officer upon voluntary resignation, involuntary termination for cause, involuntary termination without cause, or voluntarily for good reason (in the case of Mr. Casper only), involuntary termination without cause or voluntarily for good reason within 18 months of a change in control, upon a change in control without termination, and in the event of disability or death of the executive is shown below. The amounts shown assume that such termination was effective as of December 31, 2013, and thus include amounts earned through such time and are estimates of the amounts which would be paid out to the executives upon such event. The actual amounts to be paid out can only be determined at the time of such event. In all termination scenarios, the named executive officer retains vested amounts in the Company's deferred compensation plan and pension plan. These amounts are described under Pension Benefits, and in the Aggregate Balance at Last FYE column of the Nonqualified Deferred Compensation table on pages 32 and 33, respectively.

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**Marc N. Casper**

The following table shows the potential payments upon termination or a change in control of the Company for Marc Casper, the Company's President and Chief Executive Officer.

	<b>Voluntary Resignation Without Good Reason 12/31/13</b>	<b>Involuntary For Cause 12/31/13</b>	<b>Involuntary Without Cause or by Executive for Good Reason 12/31/13</b>	<b>Involuntary Without Cause or by Executive for Good Reason (with CIC) 12/31/13</b>	<b>CIC Without Termination 12/31/13</b>	<b>Disability 12/31/13</b>	<b>Death 12/31/13</b>
<b>INCREMENTAL BENEFITS DUE TO TERMINATION EVENT OR CHANGE IN CONTROL</b>							
<b>Cash Severance</b>							
Base Salary	\$0	\$0	\$2,280,000	\$2,280,000	\$0	\$0	\$0
Bonus	\$0	\$0	\$3,876,000	\$3,876,000	\$0	\$0	\$0
Pro-rata Bonus	\$1,938,000(1)	\$0	\$1,892,800(2)	\$1,938,000(3)	\$0	\$1,892,800(2)	\$1,892,800(2)
<b>Total Cash Severance</b>	<b>\$1,938,000</b>	<b>\$0</b>	<b>\$8,048,800</b>	<b>\$8,094,000</b>	<b>\$0</b>	<b>\$1,892,800</b>	<b>\$1,892,800</b>
<b>Benefits &amp; Perquisites</b>							
Health and Welfare Benefits(4)	\$0	\$0	\$54,586	\$54,586	\$0	\$0	\$0
Outplacement	\$0	\$0	\$20,000	\$20,000	\$0	N/A	N/A
<b>Total Benefits &amp; Perquisites</b>	<b>\$0</b>	<b>\$0</b>	<b>\$74,586</b>	<b>\$74,586</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
<b>Long-Term Incentives</b>							
Gain on Accelerated Stock Options(5)	\$0	\$0	\$8,033,415	\$19,822,272	\$0	\$19,822,272	\$19,822,272
Value of Accelerated Time Based Restricted Stock Units(5)	\$0	\$0	\$11,651,553	\$28,616,171	\$0	\$14,308,252	\$14,308,252
Value of Accelerated Performance Restricted Stock Units(5)	\$0	\$0	\$9,186,375	\$18,372,750	\$0	\$5,567,500	\$5,567,500
<b>Total Value of Accelerated Equity Grants</b>	<b>\$0</b>	<b>\$0</b>	<b>\$28,871,343</b>	<b>\$66,811,192</b>	<b>\$0</b>	<b>\$39,698,024</b>	<b>\$39,698,024</b>
<b>Total Value: Incremental Benefits</b>	<b>\$1,938,000</b>	<b>\$0</b>	<b>\$36,994,729</b>	<b>\$74,979,778</b>	<b>\$0</b>	<b>\$41,590,824</b>	<b>\$41,590,824</b>

(1) Represents an assumed target bonus award for 2013.

(2) Represents bonus paid in 2013 for 2012 performance.

(3) Represents target bonus for 2013.

(4) Includes for the two-year period (a) premiums of \$29,300 with respect to medical and dental insurance, and (b) premiums of \$25,286 paid by the Company for life insurance.

(5) Based on the closing price of the Company's Common Stock on the New York Stock Exchange on December 31, 2013 of \$111.35.

**Table of Contents****Peter M. Wilver**

The following table shows the potential payments upon termination or a change in control of the Company for Peter Wilver, the Company's Senior Vice President and Chief Financial Officer.

	Voluntary Resignation Without Good Reason 12/31/13	Involuntary For Cause 12/31/13	Involuntary Without Cause 12/31/13	Involuntary Without Cause or by Executive for Good Reason (with CIC) 12/31/13	CIC		
					Without Termination 12/31/13	Disability 12/31/13	Death 12/31/13
<b>INCREMENTAL BENEFITS DUE TO TERMINATION EVENT OR CHANGE IN CONTROL</b>							
<b>Cash Severance</b>							
Base Salary	\$0	\$0	\$990,000	\$1,320,000	\$0	\$0	\$0
Bonus	\$0	\$0	\$841,500	\$1,122,000	\$0	\$0	\$0
Pro-rata Bonus	\$561,000(1)	\$0	\$561,000(2)	\$561,000(2)	\$0	\$561,000(1)	\$561,000(1)
<b>Total Cash Severance</b>	<b>\$561,000</b>	<b>\$0</b>	<b>\$2,392,500</b>	<b>\$3,003,000</b>	<b>\$0</b>	<b>\$561,000</b>	<b>\$561,000</b>
<b>Benefits &amp; Perquisites</b>							
Health and Welfare Benefits	\$0	\$0	\$21,196(3)	\$28,491(4)	\$0	\$0	\$0
Outplacement	\$0	\$0	\$20,000	\$20,000	\$0	N/A	N/A
<b>Total Benefits &amp; Perquisites</b>	<b>\$0</b>	<b>\$0</b>	<b>\$41,196</b>	<b>\$48,491</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
<b>Long-Term Incentives</b>							
Gain on Accelerated Stock Options(5)	\$0	\$0	\$0	\$4,585,073	\$0	\$4,585,073	\$4,585,073
Value of Accelerated Time Based Restricted Stock Units(5)	\$0	\$0	\$0	\$6,235,377	\$0	\$6,235,377	\$6,235,377
Value of Accelerated Performance Restricted Stock Units	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Value of Accelerated Equity Grants</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$10,820,450</b>	<b>\$0</b>	<b>\$10,820,450</b>	<b>\$10,820,450</b>
<b>Total Value: Incremental Benefits</b>	<b>\$561,000</b>	<b>\$0</b>	<b>\$2,433,696</b>	<b>\$13,871,941</b>	<b>\$0</b>	<b>\$11,381,450</b>	<b>\$11,381,450</b>

(1) Represents an assumed target bonus award for 2013.

(2) Represents target bonus for 2013.

(3) Includes for the 1.5 year period (a) premiums of \$21,139 with respect to medical and dental insurance, and (b) premiums of \$58 paid by the Company for life insurance.

(4) Includes for the two-year period (a) premiums of \$28,414 with respect to medical and dental insurance, and (b) premiums of \$77 paid by the Company for life insurance.

(5) Based on the closing price of the Company's Common Stock on the New York Stock Exchange on December 31, 2013 of \$111.35.

**Table of Contents****Alan J. Malus**

The following table shows the potential payments upon termination or a change in control of the Company for Alan Malus, the Company's Executive Vice President.

	Voluntary			Involuntary			
	Resignation		Involuntary Without Cause	Without Cause or by Executive for Good Reason (with CIC)	CIC Without		
Without Good Reason	Involuntary For Cause	Without Cause			Termination	Disability	Death
	12/31/13	12/31/13	12/31/13	12/31/13	12/31/13	12/31/13	
<b>INCREMENTAL BENEFITS DUE TO TERMINATION EVENT OR CHANGE IN CONTROL</b>							
<b>Cash Severance</b>							
Base Salary	\$0	\$0	\$1,053,188	\$1,404,250	\$0	\$0	\$0
Bonus	\$0	\$0	\$1,000,528	\$1,334,038	\$0	\$0	\$0
Pro-rata Bonus	\$667,019(1)	\$0	\$667,019(2)	\$667,019(2)	\$0	\$667,019(1)	\$667,019(1)
<i>Total Cash Severance</i>	<i>\$667,019</i>	<i>\$0</i>	<i>\$2,720,735</i>	<i>\$3,405,307</i>	<i>\$0</i>	<i>\$667,019</i>	<i>\$667,019</i>
<b>Benefits &amp; Perquisites</b>							
Health and Welfare Benefits	\$0	\$0	\$18,971(3)	\$25,475(4)	\$0	\$0	\$0
Outplacement	\$0	\$0	\$20,000	\$20,000	\$0	N/A	N/A
<i>Total Benefits &amp; Perquisites</i>	<i>\$0</i>	<i>\$0</i>	<i>\$38,971</i>	<i>\$45,475</i>	<i>\$0</i>	<i>\$0</i>	<i>\$0</i>
<b>Long-Term Incentives</b>							
Gain on Accelerated Stock Options(5)	\$0	\$0	\$0	\$5,743,192	\$0	\$5,743,192	\$5,743,192
Value of Accelerated Time Based Restricted Stock Units(5)	\$0	\$0	\$0	\$8,300,363	\$0	\$8,300,363	\$8,300,363
Value of Accelerated Performance Restricted Stock Units	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<i>Total Value of Accelerated Equity Grants</i>	<i>\$0</i>	<i>\$0</i>	<i>\$0</i>	<i>\$14,043,555</i>	<i>\$0</i>	<i>\$14,043,555</i>	<i>\$14,043,555</i>
<b>Total Value: Incremental Benefits</b>	<b>\$667,019</b>	<b>\$0</b>	<b>\$2,759,706</b>	<b>\$17,494,337</b>	<b>\$0</b>	<b>\$14,710,574</b>	<b>\$14,710,574</b>

(1) Represents an assumed target bonus award for 2013.

(2) Represents target bonus for 2013.

(3) Includes for the 1.5 year period (a) premiums of \$16,667 with respect to medical and dental insurance, and (b) premiums of \$2,304 paid by the Company for life insurance.

(4) Includes for the two-year period (a) premiums of \$22,403 with respect to medical and dental insurance, and (b) premiums of \$3,072 paid by the Company for life insurance.

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- (5) Based on the closing price of the Company's Common Stock on the New York Stock Exchange on December 31, 2013 of \$111.35.

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**Edward A. Pesicka**

The following table shows the potential payments upon termination or a change in control of the Company for Edward Pesicka, the Company's Senior Vice President.

	Voluntary Resignation Without Good Reason 12/31/13	Involuntary For Cause 12/31/13	Involuntary Without Cause 12/31/13	Involuntary Without Cause or by Executive for Good Reason (with CIC) 12/31/13	CIC Without Termination 12/31/13	Disability 12/31/13	Death 12/31/13
<b>INCREMENTAL BENEFITS DUE TO TERMINATION EVENT OR CHANGE IN CONTROL</b>							
<b>Cash Severance</b>							
Base Salary	\$0	\$0	\$945,000	\$1,260,000	\$0	\$0	\$0
Bonus	\$0	\$0	\$803,250	\$1,071,000	\$0	\$0	\$0
Pro-rata Bonus	\$535,500(1)	\$0	\$535,500(2)	\$535,500(2)	\$0	\$535,500(1)	\$535,500(1)
<i>Total Cash Severance</i>	<i>\$535,500</i>	<i>\$0</i>	<i>\$2,283,750</i>	<i>\$2,866,500</i>	<i>\$0</i>	<i>\$535,500</i>	<i>\$535,500</i>
<b>Benefits &amp; Perquisites</b>							
Health and Welfare Benefits	\$0	\$0	\$20,232(3)	\$27,171(4)	\$0	\$0	\$0
Outplacement	\$0	\$0	\$20,000	\$20,000	\$0	N/A	N/A
<i>Total Benefits &amp; Perquisites</i>	<i>\$0</i>	<i>\$0</i>	<i>\$40,232</i>	<i>\$47,171</i>	<i>\$0</i>	<i>\$0</i>	<i>\$0</i>
<b>Long-Term Incentives</b>							
Gain on Accelerated Stock Options(5)	\$0	\$0	\$0	\$5,391,388	\$0	\$5,391,388	\$5,391,388
Value of Accelerated Time Based Restricted Stock Units(5)	\$0	\$0	\$0	\$7,684,041	\$0	\$7,684,041	\$7,684,041
Value of Accelerated Performance Restricted Stock Units	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<i>Total Value of Accelerated Equity Grants</i>	<i>\$0</i>	<i>\$0</i>	<i>\$0</i>	<i>\$13,075,429</i>	<i>\$0</i>	<i>\$13,075,429</i>	<i>\$13,075,429</i>
<b>Total Value: Incremental Benefits</b>	<b>\$535,500</b>	<b>\$0</b>	<b>\$2,323,982</b>	<b>\$15,989,100</b>	<b>\$0</b>	<b>\$13,610,929</b>	<b>\$13,610,929</b>

(1) Represents an assumed target bonus award for 2013.

(2) Represents target bonus for 2013.

(3) Includes for the 1.5 year period (a) premiums of \$18,080 with respect to medical and dental insurance, and (b) premiums of \$2,151 paid by the Company for life insurance.

(4) Includes for the two-year period (a) premiums of \$24,303 with respect to medical and dental insurance, and (b) premiums of \$2,868 paid by the Company for life insurance.

(5) Based on the closing price of the Company's Common Stock on the New York Stock Exchange on December 31, 2013 of \$111.35.



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**Thomas W. Loewald**

The following table shows the potential payments upon termination or a change in control of the Company for Thomas Loewald, the Company's Senior Vice President.

	Voluntary Resignation Without Good Reason 12/31/13	Involuntary For Cause 12/31/13	Involuntary Without Cause 12/31/13	Involuntary Cause or by Executive for Good Reason (with CIC) 12/31/13	CIC Without Termination 12/31/13	Disability 12/31/13	Death 12/31/13
<b>INCREMENTAL BENEFITS DUE TO TERMINATION EVENT OR CHANGE IN CONTROL</b>							
<b>Cash Severance</b>							
Base Salary	\$0	\$0	\$787,500	\$1,050,000	\$0	\$0	\$0
Bonus	\$0	\$0	\$630,000	\$840,000	\$0	\$0	\$0
Pro-rata Bonus	\$420,000(1)	\$0	\$420,000(2)	\$420,000(2)	\$0	\$420,000(1)	\$420,000(1)
<b>Total Cash Severance</b>	<b>\$420,000</b>	<b>\$0</b>	<b>\$1,837,500</b>	<b>\$2,310,000</b>	<b>\$0</b>	<b>\$420,000</b>	<b>\$420,000</b>
<b>Benefits &amp; Perquisites</b>							
Health and Welfare Benefits	\$0	\$0	\$23,547(3)	\$31,633(4)	\$0	\$0	\$0
Outplacement	\$0	\$0	\$20,000	\$20,000	\$0	N/A	N/A
<b>Total Benefits &amp; Perquisites</b>	<b>\$0</b>	<b>\$0</b>	<b>\$43,547</b>	<b>\$51,633</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
<b>Long-Term Incentives</b>							
Gain on Accelerated Stock Options(5)	\$0	\$0	\$0	\$2,722,389	\$0	\$2,722,389	\$2,722,389
Value of Accelerated Time Based Restricted Stock Units(5)	\$0	\$0	\$0	\$4,516,467	\$0	\$4,516,467	\$4,516,467
Value of Accelerated Performance Restricted Stock Units	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Value of Accelerated Equity Grants</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$7,238,856</b>	<b>\$0</b>	<b>\$7,238,856</b>	<b>\$7,238,856</b>
<b>Total Value: Incremental Benefits</b>	<b>\$420,000</b>	<b>\$0</b>	<b>\$1,881,047</b>	<b>\$9,600,489</b>	<b>\$0</b>	<b>\$7,658,856</b>	<b>\$7,658,856</b>

(1) Represents an assumed target bonus award for 2013.

(2) Represents target bonus for 2013.

(3) Includes for the 1.5 year period (a) premiums of \$21,798 with respect to medical and dental insurance, and (b) premiums of \$1,750 paid by the Company for life insurance.

(4) Includes for the two-year period (a) premiums of \$29,300 with respect to medical and dental insurance, and (b) premiums of \$2,333 paid by the Company for life insurance.

(5) Based on the closing price of the Company's Common Stock on the New York Stock Exchange on December 31, 2013 of \$111.35.

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**Table of Contents****DIRECTOR COMPENSATION**

The Compensation Committee periodically reviews director compensation and makes recommendations to the Board for changes when deemed appropriate. The Board then acts on any such recommendation by the Compensation Committee.

**Cash Compensation**

Each non-management director (except Mr. Manzi) receives an annual retainer of \$100,000. Mr. Casper, as an employee of the Company, receives no additional compensation from the Company for service as a director or committee member. The chairpersons of each of the Audit, Compensation, and Nominating and Corporate Governance Committees, as well as the chairpersons of the Strategy and Finance Committee of the Board (the Strategy Committee), which Committee consists of Ms. Lewent (Chair), Messrs. Casper and Parrett and Dr. Jacks, and the Science and Technology Committee of the Board, which Committee consists of Dr. Jacks (Chair) and Mr. Casper, receive additional compensation for their services in those positions. The chairman of the Audit Committee receives an additional annual retainer of \$25,000, and the chairpersons of the Compensation, Nominating and Corporate Governance, Strategy and Finance, and Science and Technology Committees receive an additional annual retainer of \$15,000.

Mr. Manzi serves as Chairman of the Board. As Chairman of the Board, Mr. Manzi receives an annual retainer of \$270,000. Payment of the annual retainers during 2013 was made quarterly. Directors are reimbursed for out-of-pocket expenses incurred in attending Board and committee meetings.

Prior to February 26, 2013, each non-management director (except Mr. Manzi) received an annual retainer of \$80,000, the chairman of the Audit Committee received an additional annual retainer of \$20,000, and the chairpersons of the Compensation, Nominating and Corporate Governance, Strategy and Finance, and Science and Technology Committees received an additional annual retainer of \$10,000. Mr. Manzi received an annual retainer of \$250,000.

**Deferred Compensation Plan for Directors**

The Company maintains a deferred compensation plan for its non-management directors (the Directors Deferred Compensation Plan). Under the Directors Deferred Compensation Plan, a participant may elect to defer receipt of his or her annual retainer. Amounts deferred under the Directors Deferred Compensation Plan are valued at the end of each quarter as units of Common Stock and, when payable under the plan, may only be paid in shares of Common Stock. Additional credits are made to a participant's account for cash and stock dividends that he or she would have received had the participant been the owner of such Common Stock on the record dates for payment of such dividends. The Common Stock and cash credited to a participant's account are paid to the participant within 60 days after the end of the fiscal year in which the participant ceases to serve as a director unless the participant makes a timely election to defer the distribution in accordance with the requirements of Section 409A of the Code. The participant does not have any actual ownership of the Common Stock until the Common Stock is distributed to the participant. As of December 31, 2013, a total of 283,789 shares of Common Stock were available for issuance under the Directors Deferred Compensation Plan, of which deferred units equal to 19,547 shares of Common Stock were accumulated.

**Fisher Retirement Plan for Non-Employee Directors**

Fisher maintained a Retirement Plan for non-employee directors, pursuant to which a director who retires from the board of directors with at least five years of service is eligible to receive an annual retirement benefit for the remainder of the director's lifetime and his or her spouse's lifetime. The annual retirement benefit for a director who retires with five years of service is equal to 50% of the director's fee in effect at the date of the director's retirement from the Fisher board. For directors with more than five years of service, the annual benefit is increased by 10% of the director's fee in effect at the date of the director's retirement for each additional year of service, up to 100% of such fee for 10 or more years of service as a director. The Fisher Merger resulted in a termination of service from the Fisher board for Mr. Sperling, which started the payout of benefits under the Retirement Plan. Mr. Sperling's annual benefit is equal to 80% of his then director's fee. Mr. Sperling receives a quarterly payment under this plan of \$12,000.

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**Stock-Based Compensation**

Annual equity grants to non-management directors are made upon the recommendation of the Compensation Committee. In May 2013 each non-management director on the Board at that time received a grant of 1,739 time-based restricted stock units of the Company, which vest on the earlier of the anniversary of the grant date or the Company's next annual meeting of stockholders.

**Matching Charitable Donation Program**

The Company has a matching charitable donation program for independent directors, pursuant to which the Company matches donations made by a director to a charity selected by the director, up to \$10,000 per director per year.

**Summary Director Compensation Table**

The following table sets forth a summary of the compensation of the Company's non-employee directors for 2013:

Name	Fees		Nonqualified		Earnings (\$)(2)	Total (\$)	
	Earned or		Deferred				All Other Compensation
	Paid in	Stock	Option	Compensation			
	Cash(\$)	Awards\$(1)	Awards(\$)				
Nelson J. Chai	\$96,854	\$150,041			\$11,150(3)	\$258,045	
C. Martin Harris	\$96,854	\$150,041			\$1,150	\$248,045	
Tyler Jacks	\$111,067	\$150,041			\$1,150	\$262,258	
Judy C. Lewent	\$111,067	\$150,041			\$11,594(4)	\$272,702	
Thomas J. Lynch	\$111,067	\$150,041			\$11,150(3)	\$272,258	
Jim P. Manzi	\$266,854	\$150,041			\$11,150(3)	\$428,045	
William G. Parrett	\$121,067	\$150,041			\$11,150(3)	\$282,258	
Lars R. Sørensen	\$96,854	\$150,041			\$1,150	\$248,045	
Scott M. Sperling(5)	\$111,067(6)	\$150,041			\$17,305(7)	\$278,413	
Elaine S. Ullian	\$96,854	\$150,041			\$15,611(8)	\$262,506	

(1) These amounts represent the aggregate grant date fair value of stock awards granted to directors in 2013, calculated in accordance with the Company's financial reporting practices. For information on the valuation assumptions with respect to these awards, refer to note 5 of the Thermo Fisher financial statements in the Form 10-K for the year ended December 31, 2013, as filed with the SEC. These amounts do not represent the actual amounts paid to or realized by the directors for these awards during fiscal year 2013. In May 2013, each non-management director on the Board at that time received a grant of 1,739 restricted stock units, having a grant date fair value of \$150,041, all of which is included in the "stock awards" column.

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The following table shows, for each of our non-employee directors, information concerning stock option awards granted during their respective service periods in fiscal 2013 and the corresponding grant date fair value of those awards, as well as the aggregate number of stock option awards outstanding as of December 31, 2013:

Name	Number of Stock Options Granted in 2013	Grant Date Fair Value of	Aggregate Stock Option
		Stock Options Granted in 2013	Awards Outstanding as of 12/31/13
Nelson J. Chai			
C. Martin Harris			
Tyler Jacks			15,000
Judy C. Lewent			
Thomas J. Lynch			15,000
Jim P. Manzi			
William G. Parrett			15,000
Lars R. Sørensen			
Scott M. Sperling			60,000
Elaine S. Ullian			

(2) These amounts include \$1,150 of dividends accrued in the form of dividend equivalents on restricted stock units held by each non-employee director.

(3) Represents matching company contributions under the Matching Charitable Donation Program for Directors.

(4) Represents \$10,000 for matching company contributions under the Matching Charitable Donation Program for Directors and \$444 of Company dividends accrued in the form of dividend equivalents in 2013 on deferred stock units held in the Directors Deferred Compensation Plan.

(5) Does not include amounts paid to Mr. Sperling under the Fisher Retirement Plan for Non-Employee Directors because such amounts relate solely to Mr. Sperling's service as a director of Fisher prior to the Fisher Merger.

(6) Represents compensation deferred and issued as 1,408 deferred stock units pursuant to the Directors Deferred Compensation Plan.

(7) Represents \$10,000 for matching company contributions under the Matching Charitable Donation Program for Directors and \$6,155 of Company dividends accrued in the form of dividend equivalents in 2013 on deferred stock units held in the Directors Deferred Compensation Plan.

(8) Represents \$10,000 for matching company contributions under the Matching Charitable Donation Program for Directors and \$4,461 of Company dividends accrued in the form of dividend equivalents in 2013 on deferred stock units held in the Directors Deferred Compensation Plan.

**Stock Ownership Policy for Directors**

The Compensation Committee has established a stock ownership policy that directors of the Company hold shares of Common Stock equal in value to five times the annual cash retainer for directors. Directors have until February 2018 to achieve this ownership level. For the purpose of this policy, a director's election to receive shares of Common Stock in lieu of director retainers will be counted towards this target, as will time-based restricted stock units. All of our directors are either currently in compliance or intend to be in compliance with this policy within the applicable time limit. Executive officers of the Company are required to comply with a separate stock holding policy established by the Compensation Committee, which is described under the sub-heading "Stock Ownership Policy" under the heading "Compensation Discussion and

Analysis.

**Table of Contents****SECURITY OWNERSHIP****Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth, as of February 11, 2014, the beneficial ownership of Common Stock by (a) each director and nominee for director, (b) each of the Company's executive officers named in the summary compensation table set forth under the heading EXECUTIVE COMPENSATION (the named executive officers), (c) all directors and executive officers as a group, and (d) persons known to the Company to be the beneficial owner of more than five percent of the Company's Common Stock.

Name and Address of Beneficial Owner(1)	Amount and Nature of Beneficial Ownership	Percent of Shares Beneficially Owned
BlackRock, Inc.	20,137,101(2)	5.1%
Massachusetts Financial Services Company	37,268,216(3)	9.4%
T. Rowe Price Associates, Inc.	25,769,888(4)	6.5%
Marc N. Casper	573,878(5)	*
Nelson J. Chai	4,400	*
C. Martin Harris	1,192	*
Tyler Jacks	20,500(6)	*
Judy C. Lewent	26,189(7)	*
Thomas W. Loewald	61,025(8)	*
Thomas J. Lynch	21,909(9)	*
Alan J. Malus	398,315(10)	*
Jim P. Manzi	46,658	*
William G. Parrett	9,449	*
Edward A. Pesicka	215,499(11)	*
Lars R. Sørensen	3,377	*
Scott M. Sperling	109,286(12)	*
Elaine S. Ullian	17,544(13)	*
Peter M. Wilver	205,007(14)	*
All directors and executive officers as a group (19 persons)	1,904,624(15)	*

\* Less than one percent.

(1) The address of each of the Company's executive officers and directors is c/o Thermo Fisher Scientific Inc., 81 Wyman Street, Waltham, MA 02451. Except as reflected in the footnotes to this table, shares of Common Stock beneficially owned by executive officers and directors consist of shares owned by the indicated person or by that person for the benefit of minor children, and all share ownership includes sole voting and investment power. Generally, stock options granted to the Company's officers and directors may be transferred by them to an immediate family member, a family trust or family partnership.

(2) This information was obtained from Schedule 13G/A filed with the Securities and Exchange Commission on January 30, 2014, by BlackRock, Inc., 40 East 52nd Street, New York, NY 10022, which reported such ownership as of December 31, 2013. The percentage of shares beneficially owned was calculated using the number of shares of Common Stock outstanding as of February 11, 2014. Blackrock has sole voting power with respect to 16,923,038 shares, shared voting power with respect to no shares, and sole dispositive power with respect to all shares.

(3) This information was obtained from Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2014, by Massachusetts Financial Services Company (MFS), 111 Huntington Ave., Boston, MA 02199, which reported such ownership as of December 31, 2013. The percentage of shares beneficially owned was calculated using the number of shares of Common Stock outstanding as of February 11, 2014. MFS has sole voting power with respect to 31,451,998 shares, shared voting power with respect to no shares, and sole dispositive power with respect to all shares.

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- (4) This information was obtained from Schedule 13G/A filed with the Securities and Exchange Commission on February 11, 2014, by T. Rowe Price Associates, Inc. ( Price Associates ), 100 E. Pratt Street, Baltimore, MD 21202, which reported such ownership as of December 31, 2013. The percentage of shares beneficially owned was calculated using the number of shares of Common Stock outstanding as of February 11, 2014. These securities are owned by various individual and institutional investors for which Price Associates serves as investment adviser with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities. Price Associates has sole voting power with respect to 6,958,546 shares, shared voting power with respect to no shares, and sole dispositive power with respect to all shares.
- (5) Includes 60,830 shares held indirectly, by the Marc N. Casper 2012 Irrevocable Trust, for the primary benefit of Mr. Casper's minor children, over which Mr. Casper shares dispositive power with the trustee and as to which the trustee has sole voting power; 398,204 shares of Common Stock underlying stock options that are exercisable within 60 days of February 11, 2014; and 94,654 restricted stock units that will settle and pursuant to which shares will be delivered within 60 days of February 11, 2014.
- (6) Includes 15,000 shares of Common Stock underlying stock options that are exercisable within 60 days of February 11, 2014.
- (7) Includes 15,000 shares of Common Stock underlying stock options that are exercisable within 60 days of February 11, 2014, and 740 stock-based units accrued under the Directors Deferred Compensation Plan that are payable in Common Stock at the time of distribution (See DIRECTOR COMPENSATION Deferred Compensation Plan for Directors ). These units may not be voted or transferred until they become shares of Common Stock.
- (8) Includes 37,400 shares of Common Stock underlying stock options that are exercisable within 60 days of February 11, 2014 and 14,738 restricted stock units that will settle and pursuant to which shares will be delivered within 60 days of February 11, 2014.
- (9) Includes 15,000 shares of Common Stock underlying stock options that are exercisable within 60 days of February 11, 2014.
- (10) Includes 277,537 shares of Common Stock underlying stock options that are exercisable within 60 days of February 11, 2014, 39,106 restricted stock units that will settle and pursuant to which shares will be delivered within 60 days of February 11, 2014, and 14,256 shares held by Mr. Malus' spouse.
- (11) Includes 139,387 shares of Common Stock underlying stock options that are exercisable within 60 days of February 11, 2014, and 36,419 restricted stock units that will settle and pursuant to which shares will be delivered within 60 days of February 11, 2014.
- (12) Includes 60,000 shares of Common Stock underlying stock options that are exercisable within 60 days of February 11, 2014, and 11,372 stock-based units accrued under the Directors Deferred Compensation Plan that are payable in Common Stock at the time of distribution (See DIRECTOR COMPENSATION Deferred Compensation Plan for Directors ). These units may not be voted or transferred until they become shares of Common Stock.
- (13) Includes 7,435 stock-based units accrued under the Directors Deferred Compensation Plan that are payable in Common Stock at the time of distribution (See DIRECTOR COMPENSATION Deferred Compensation Plan for Directors ). These units may not be voted or transferred until they become shares of Common Stock.
- (14) Includes 124,075 shares of Common Stock underlying stock options that are exercisable within 60 days of February 11, 2014, and 31,289 restricted stock units that will settle and pursuant to which shares will be delivered within 60 days of February 11, 2014.
- (15) Includes, in addition to the items described above for the named executive officers and directors, 941 shares held in the Company's 401(k) Plan by executive officers other than the named executive officers, 90,473 shares of Common Stock underlying stock options held by executive officers other than the named

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executive officers that are exercisable within 60 days of February 11, 2014 (or immediately if certain eligible executive officers retire), and 35,448 restricted stock units held by executive officers other than the named executive officers that will settle and pursuant to which shares will be delivered within 60 days of February 11, 2014 (or immediately if certain eligible executive officers retire).

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), requires the Company's directors and executive officers, and beneficial owners of more than 10% of the Common Stock, to file with the Securities and Exchange Commission initial reports of ownership and periodic reports of changes in ownership of the Company's securities. Based upon a review of such filings, all Section 16(a) filing requirements applicable to such persons were complied with during 2013.

**TRANSACTIONS WITH RELATED PERSONS, PROMOTERS AND CERTAIN CONTROL PERSONS****Review, Approval or Ratification of Transactions with Related Persons**

Our Board has adopted written policies and procedures for the review of any transaction, arrangement or relationship in which the Company is a participant, the amount involved exceeds \$120,000, and one of our executive officers, directors, director nominees or 5% stockholders (or their immediate family members), each of whom we refer to as a related person, has a direct or indirect material interest.

If a related person proposes to enter into such a transaction, arrangement or relationship, which we refer to as a related person transaction, the related person must report the proposed related person transaction to our General Counsel. The policy calls for the proposed related person transaction to be directed to, for review by, one of the Audit, Nominating and Corporate Governance or Compensation Committees, as designated by the General Counsel. Whenever practicable, the reporting, review and approval will occur prior to entry into the transaction. If advance review and approval is not practicable, the committee will review, and, in its discretion, may ratify the related person transaction. The policy also permits the chairman of the committee to review and, if deemed appropriate, approve proposed related person transactions that arise between committee meetings, subject to ratification by the committee at its next meeting. A related person transaction reviewed under the policy will be considered approved or ratified if it is authorized by the committee after full disclosure of the related person's interest in the transaction. As appropriate for the circumstances, the committee will review and consider:

the related person's interest in the related person transaction;

the approximate dollar value of the amount involved in the related person transaction;

the approximate dollar value of the amount of the related person's interest in the transaction without regard to the amount of any profit or loss;

whether the transaction was undertaken in the ordinary course of our business;

whether the terms of the transaction are no less favorable to the Company than terms that could have been reached with an unrelated third party;

the purpose of, and the potential benefits to the Company of, the transaction; and

any other information regarding the related person transaction or the related person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

The committee may approve or ratify the transaction only if the committee determines that, under all of the circumstances, the transaction is in, or is not inconsistent with, the Company's best interests. The committee may impose any conditions on the related person transaction that it deems appropriate.



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The policy exempts from the definition of related person transactions those transactions that are excluded by the instructions to the SEC's related person transaction disclosure rule, as well as the following: interests arising solely from the related person's position as an executive officer of another entity (whether or not the person is

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also a director of such entity), that is a participant in the transaction, where (a) the related person and all other related persons own in the aggregate less than a 10% equity interest in such entity, (b) the related person and his or her immediate family members are not involved in the negotiation of the terms of the transaction and do not receive any special benefits as a result of the transaction, (c) the amount involved in the transaction equals less than the greater of \$1 million dollars or 2% of the annual consolidated gross revenues of the other entity that is a party to the transaction, and (d) the amount involved in the transaction equals less than 2% of the Company's annual consolidated gross revenues.

The policy provides that transactions involving compensation of executive officers shall be reviewed and approved by the Compensation Committee in the manner specified in its charter.

**EQUITY COMPENSATION PLAN INFORMATION**

The following table provides information as of December 31, 2013, with respect to the Common Stock that may be issued under the Company's existing equity compensation plans.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights(1)(2)	(b) Weighted average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))(3)
Equity Compensation Plans Approved By Security Holders(4)(5)(6)	12,752,340	\$ 55.76	30,176,256
Equity Compensation Plans Not Approved By Security Holders(7)	665,863	\$ 42.14	0
Total	13,418,203	\$ 54.96	30,176,256

(1) This table excludes options to purchase shares of Fisher, which became options to purchase shares of the Company when the Company acquired Fisher in November 2006. All of the plans pursuant to which these options were granted have been frozen and no additional grants will be made. Options to purchase an aggregate of 65,548 shares at a weighted average exercise price of \$28.83 per share are outstanding under these plans.

(2) Column (a) includes an aggregate of 1,618,508 Common Stock time-based restricted stock units outstanding granted under the Company's approved plans. The weighted average exercise price set forth in column (b) does not take into account the Common Stock time-based units included in column (a).

(3) Equity compensation plans approved by security holders include 13,978,696 securities available for future issuance as awards other than options or stock appreciation rights (e.g., full value shares of restricted stock or restricted stock units).

(4) Column (a) includes an aggregate of 19,547 Common Stock-based units accrued under the Directors Deferred Compensation Plan for deferred directors' fees and retainers accrued through December 31, 2013. Column (c) includes an additional 283,789 shares that are available under the Directors Deferred Compensation Plan. See **DIRECTOR COMPENSATION** Deferred Compensation Plans for Directors for additional information regarding this plan. The weighted average exercise price set forth in column (b) does not take into account the Common Stock-based units included in column (a).

(5) Column (a) includes an aggregate of 392,375 Common Stock performance-based restricted stock units outstanding under the Thermo Fisher Scientific Inc. 2008 Stock Incentive Plan (which represents the maximum number of units achievable under such awards). The weighted average exercise price set forth in column (b) does not take into account the Common Stock performance-based units included in column (a).

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(6) Column (a) does not include shares issuable under the Thermo Fisher Scientific Inc. 2007 Employees Stock Purchase Plan (the ESPP ), which has a remaining stockholder approved reserve of 1,364,711 shares. Under the ESPP, each eligible employee may purchase a limited number of shares of the Common Stock of the

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Company two times each year (on June 30 and December 31) at a purchase price equal to 95% of the fair market value of the Common Stock on the respective stock purchase date. The remaining stockholder approved reserve is included in column (c).

(7) In connection with the Fisher Merger, the Company assumed options to purchase stock under the Fisher Scientific International Inc. 2005 Equity and Incentive Plan (the Fisher 2005 Plan). At December 31, 2013, these options covered 665,863 shares of Common Stock at a weighted average exercise price of \$42.14. Prior to the Fisher Merger, the Fisher 2005 Plan was approved by the Fisher stockholders. The material terms of this plan are described below.

**Fisher Scientific International Inc. 2005 Equity and Incentive Plan**

The Fisher 2005 Plan was originally adopted to secure for Fisher and its stockholders the benefits arising from capital stock ownership by employees of and consultants to the Company. In connection with the approval and adoption of the Company's 2013 Stock Incentive Plan, the Fisher 2005 Plan was frozen such that no additional awards will be granted under that plan, although outstanding awards under the Fisher 2005 Plan remain in effect. The Fisher 2005 Plan is administered by the Company's Board (or a committee thereof), which has the full authority, among other things, to (i) select the persons to whom awards would be granted, (ii) determine the terms and conditions of the awards, and (iii) amend or terminate the plan. Participants were eligible to receive non-statutory stock options, restricted stock awards, deferred stock awards (also known as restricted stock units) and performance awards (which could consist of stock and/or cash). The exercise price of stock options granted under the Fisher 2005 Plan could not be less than the fair market value of the Company's shares on the date of the grant.

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**REPORT OF THE AUDIT COMMITTEE**

The Audit Committee is responsible for assisting the Board in its oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, and the performance of the Company's internal audit function and independent auditors. The full text of the Audit Committee's charter is available on the Company's website at [www.thermofisher.com](http://www.thermofisher.com). The Committee reviews the charter annually.

As specified in the charter, management of the Company is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements. The Audit Committee's responsibility is to monitor and oversee these processes. The authority and responsibilities of the Audit Committee set forth in its charter do not reflect or create any duty or obligation of the Audit Committee to plan or conduct any audit, to determine or certify that the Company's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable law, or to guarantee the independent auditor's report.

In fulfilling its oversight responsibilities, the Audit Committee has reviewed and discussed the audited financial statements of the Company for the fiscal year ended December 31, 2013, with management and the Company's independent auditors, PricewaterhouseCoopers LLP (PwC). The Committee has also reviewed and discussed with management and PwC management's assessment of the effectiveness of the Company's internal control over financial reporting and PwC's audit of the Company's internal control over financial reporting.

The Audit Committee has also discussed with PwC the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board, as currently in effect. The Audit Committee has received from PwC the letters and written disclosures required by applicable requirements of the Public Company Accounting Oversight Board, as currently in effect, regarding the independent auditor's communications with the Audit Committee concerning independence, and has discussed with PwC the auditor's independence. The Committee also has considered whether the independent auditor's provision of non-audit services to the Company is compatible with the auditor's independence.

The Committee has discussed with the Company's internal audit department and independent auditor the overall scope and plans for their respective audits. The Committee meets with the Company's director of internal audit and representatives of the independent auditor, in regular and executive sessions, to discuss the results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

Based upon the review and discussions described in this report, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC.

**THE AUDIT COMMITTEE**

William G. Parrett (Chairman)

Nelson J. Chai

Lars R. Sørensen

**Table of Contents****INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM****Independent Auditor Fees**

The following table presents the aggregate fees billed for professional services rendered by PwC for the fiscal years ended December 31, 2013, and December 31, 2012:

	<b>Fiscal 2013</b>	<b>Fiscal 2012</b>
Audit Fees	\$14,017,235(1)	\$13,315,000
Audit-Related Fees	\$1,209,666	\$735,000
Tax Fees	\$6,549,573(2)	\$6,803,000(2)
All Other Fees		
<b>Total Fees</b>	<b>\$21,776,474</b>	<b>\$20,853,000</b>

(1) Reflects aggregate audit fees billed/estimated to be billed for professional services rendered by PwC for 2013.

(2) Includes \$2,726,757 and \$3,949,000 for tax compliance services and \$3,822,816 and \$2,854,000 for tax consulting services in 2013 and 2012, respectively.

**Audit Fees**

Consists of fees billed/estimated to be billed for professional services rendered by PwC for the audit of the Company's annual consolidated financial statements (including PwC's assessment of the Company's internal control over financial reporting) and review of the Company's interim financial statements included in the Company's quarterly reports on Form 10-Q and services that are normally provided by PwC in connection with statutory and regulatory filings or engagements for those fiscal years.

**Audit-Related Fees**

Consists of fees billed for assurance and related services by PwC that are reasonably related to the performance of the audit or review of the Company's consolidated financial statements and are not reported under Audit Fees above. These services include employee benefit plan audits, accounting consultations relating to acquisitions, divestitures, and financings, financial accounting and reporting matters, and SEC filing related matters.

**Tax Fees**

Consists of fees billed for professional services rendered by PwC for tax compliance, tax advice, and tax planning. These services include professional services related to the Company's international legal entity restructuring and international and domestic tax planning.

**All Other Fees**

Consists of fees billed for all other services provided by PwC other than those reported above, of which there were none in fiscal years 2013 and 2012.

**Audit Committee's Pre-Approval Policies and Procedures**

The Audit Committee's charter provides that the Audit Committee must pre-approve all audit services and non-audit services to be provided to the Company by its independent auditor as well as all audit services to be provided to the Company by other accounting firms. However, the charter permits de minimis non-audit services to be provided to the Company by its independent auditors to instead be approved in accordance with the listing standards of the NYSE and SEC rules and regulations. In addition, the charter provides that the Audit Committee may delegate to one or more members of the Audit Committee the authority to grant pre-approvals of permitted non-audit services that would otherwise be

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required to be pre-approved by the Audit Committee. Any pre-approvals granted under such delegation of authority are to be reported to the Audit Committee at the next

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regularly scheduled meeting. The Audit Committee has delegated authority to the chairman of the Audit Committee to pre-approve up to an additional \$100,000 of permitted non-audit services to be provided to the Company by its independent auditors per calendar year. During fiscal years 2013 and 2012, all audit services and all non-audit services provided to the Company by PwC were pre-approved in accordance with the Audit Committee's pre-approval policies and procedures described above.

**-PROPOSAL 2-**

**ADVISORY VOTE ON EXECUTIVE COMPENSATION**

Every year, we provide our stockholders the opportunity to vote to approve, on an advisory, non-binding basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the SEC's rules.

Our executive compensation program ties a substantial portion of each executive's overall compensation to the achievement of key strategic, financial and operational goals and uses a portfolio of equity awards to help align the interests of our executives with those of our stockholders. Key financial metrics include organic revenue growth, adjusted operating income margin, and adjusted earnings per share. Each of these metrics directly drove payouts to our named executive officers in incentive programs used in 2013.

The EXECUTIVE COMPENSATION section of this proxy statement beginning on page 12, including Compensation Discussion and Analysis, describes in detail our executive compensation programs and the decisions made by the Compensation Committee with respect to the year ended December 31, 2013. As described in the Compensation Discussion and Analysis, the compensation for our named executive officers for 2013 reflected our compensation philosophy and approach.

Consistent with this approach, the compensation of our named executive officers for 2013 featured:

- cash payouts under our annual cash incentive bonus program that ranged between 131% and 200% of target, reflective of the strong operating performance of the Company, and the superior performance on matters not directly affecting 2013 financial performance, including activities related to the acquisition of Life Technologies, and

- equity grants for our named executive officers that consisted of a mixture of stock options, performance-based restricted stock units and time-based restricted stock units.

Our executive compensation program also incorporates a number of other key features that are designed to align the interests of our named executive officers with that of our stockholders, including:

- a compensation package more heavily weighted toward long-term equity-based incentive compensation than salary and annual cash incentives in order to emphasize the focus on the Company's long-term performance,

- stock ownership guidelines, in order to encourage officers to focus on the Company's long-term performance and discourage unreasonable risk-taking,

- a policy not to include tax gross-ups in compensation arrangements,

- double-trigger provisions in all of our executives' change in control agreements, and

- limited perquisites, none of which are subject to a tax gross-up.

As required by Section 14(A) of the Securities and Exchange Act of 1934, as amended, our Board of Directors is asking stockholders to approve a non-binding advisory vote on the following resolution:



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RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the compensation discussion and analysis, the compensation tables and any related material disclosed in this proxy statement, is hereby approved.

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As an advisory vote, this proposal is not binding. The outcome of this advisory vote does not overrule any decision by the Company or the Board of Directors (or any committee thereof), create or imply any change to the fiduciary duties of the Company or the Board of Directors (or any committee thereof), or create or imply any additional fiduciary duties for the Company or the Board of Directors (or any committee thereof). However, our Compensation Committee and Board of Directors value the opinions expressed by our stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for named executive officers.

**The Board of Directors recommends that stockholders vote to approve the compensation of our named executive officers by voting FOR Proposal 2.** Proxies solicited by the Board of Directors will be voted FOR the proposal unless stockholders specify to the contrary on their proxy.

**-PROPOSAL 3-**

**RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS**

The Audit Committee has selected PricewaterhouseCoopers LLP as the Company's independent auditors for the fiscal year ending December 31, 2014. During the 2013 fiscal year, PwC served as the Company's independent auditors. See INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

PwC has audited the Company's financial statements each year since 2002. The Audit Committee exercises sole authority to approve all audit engagement fees and terms associated with the retention of PwC. In addition to overseeing the regular rotation of the lead audit partner, the Audit Committee is involved in the selection of, and reviews and evaluates the lead audit partner and considers whether, in order to assure continuing auditor independence, there should be regular rotation of the independent registered public accounting firm. The Audit Committee believes that the retention of PwC to serve as our independent auditors is in the best interests of the Company and its stockholders. Although the Company is not required to seek stockholder ratification of this selection, the Company has decided to provide its stockholders with the opportunity to do so. If this proposal is not approved by our stockholders at the 2014 Annual Meeting of Stockholders, the Audit Committee will reconsider the selection of PwC. Even if the selection of PwC is ratified, the Audit Committee in its discretion may select a different firm of independent auditors at any time during the year if it determines that such a change would be in the best interest of the Company and its stockholders.

Representatives of PwC are expected to be present at the 2014 Annual Meeting of Stockholders. They will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions from the stockholders.

**The Board of Directors recommends a vote FOR the ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent auditors for fiscal year 2014.** Proxies solicited by the Board will be voted FOR the proposal unless stockholders specify to the contrary on their proxy.

**OTHER ACTION**

Management is not aware at this time of any other matters that will be presented for action at the 2014 Annual Meeting of Stockholders, and the deadline under our bylaws for stockholders to notify the Company of any proposals or director nominees has passed. Should any other matters be properly presented, the proxies grant power to the proxy holders to vote shares represented by the proxies in the discretion of such proxy holders.

**STOCKHOLDER PROPOSALS**

Proposals of stockholders intended to be included in the proxy statement and proxy card relating to the 2015 Annual Meeting of Stockholders of the Company and to be presented at such meeting must be received by the Company for inclusion in the proxy statement and proxy card no later than December 9, 2014. In addition, the Company's bylaws include an advance notice provision that requires stockholders desiring to bring proposals before an annual meeting (which proposals are not to be included in the Company's proxy statement and thus are submitted outside the processes of Rule 14a-8 under the Exchange Act) to do so in accordance with the terms of such advance notice provision. The advance notice provision requires that, among other things, stockholders give

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timely written notice to the Secretary of the Company regarding their proposals. To be timely, notices must be delivered to the Secretary at the principal executive office of the Company not less than 60, nor more than 75, days prior to the first anniversary of the date on which the Company mailed its proxy materials for the preceding year's annual meeting of stockholders. Accordingly, a stockholder who intends to present a proposal at the 2015 Annual Meeting of Stockholders without inclusion of the proposal in the Company's proxy materials must provide written notice of such proposal to the Secretary no earlier than January 23, 2015, and no later than February 7, 2015. Proposals received at any other time will not be voted on at the meeting. If a stockholder makes a timely notification, the proxies that management solicits for the meeting may still exercise discretionary voting authority with respect to the stockholder's proposal under circumstances consistent with the proxy rules of the SEC.

**SOLICITATION STATEMENT**

The cost of this solicitation of proxies will be borne by the Company. Solicitation will be made primarily by mail and electronic means, but regular employees of the Company may solicit proxies personally or by telephone. In addition, the Company has engaged AST Phoenix Advisors for an approximate fee of \$15,000, and an additional fee based on the number of telephone calls made to stockholders, plus reimbursement of out-of-pocket expenses in order to assist in the solicitation of proxies. Brokers, nominees, custodians and fiduciaries are requested to forward solicitation materials to obtain voting instructions from beneficial owners of stock registered in their names, and the Company will reimburse such parties for their reasonable charges and expenses in connection therewith.

**HOUSEHOLDING OF ANNUAL MEETING MATERIALS**

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements, notices of internet availability of proxy materials and annual reports. This means that only one copy of our proxy statement, notice of internet availability of proxy materials and annual report to stockholders may have been sent to multiple stockholders in your household. The Company will promptly deliver a separate copy of any of these documents to you if you contact us at the following address or telephone number: Investor Relations Department, Thermo Fisher Scientific Inc., 81 Wyman Street, Waltham, Massachusetts 02451, telephone: 781-622-1111. If you want to receive separate copies of the proxy statement, notice of internet availability of proxy materials or annual report to stockholders in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker, or other nominee record holder, or you may contact the Company at the above address or telephone number.

Waltham, Massachusetts

April 8, 2014

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**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

***THERMO FISHER SCIENTIFIC INC.***

***81 WYMAN STREET***

***WALTHAM, MA 02451***

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M71788-P50364

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**THERMO FISHER SCIENTIFIC INC.**

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The Board of Directors recommends you vote FOR each of the following nominees:

1. Election of Directors Nominees:	For	Against	Abstain		For	Against	Abstain
1a. Marc N. Casper	..	..	..				
1b. Nelson J. Chai	..	..	..				
1c. C. Martin Harris	..	..	..	1i. Lars R. Sørensen	..	..	..
1d. Tyler Jacks	..	..	..	1j. Scott M. Sperling	..	..	..
1e. Judy C. Lewent	..	..	..	1k. Elaine S. Ullian	..	..	..
1f. Thomas J. Lynch	..	..	..	<b>The Board of Directors recommends you vote FOR the following proposals:</b>			
1g. Jim P. Manzi	..	..	..	2. An advisory vote to approve named executive officer compensation.	..	..	..
1h. William G. Parrett	..	..	..	3. Ratification of the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent auditors for 2014.	..	..	..
For address change/comments, mark here.			..				
(see reverse side for instructions)							
Please indicate if you plan to attend this meeting.	..	..					
	<b>Yes</b>	<b>No</b>					

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]      Date

Signature (Joint Owners)      Date

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

M71789-P50364

**THERMO FISHER SCIENTIFIC INC.**

**This proxy is solicited by the Board of Directors**

**ANNUAL MEETING OF THE STOCKHOLDERS TO BE**

**HELD ON MAY 20, 2014**

The undersigned hereby appoints Marc N. Casper, Jim P. Manzi and Peter M. Wilver, and each of them, proxies of the undersigned, each with power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side, all the shares of common stock of Thermo Fisher Scientific Inc. held of record by the undersigned on March 28, 2014, at the Annual Meeting of the Stockholders to be held at the Hilton New York, 1335 Avenue of the Americas, New York, New York, on Tuesday, May 20, 2014 at 1:00 p.m., and at any adjournments thereof, as set forth on the reverse side hereof, and in their discretion upon any other business that may properly come before the meeting.

**The Proxy will be voted as specified, or if no choice is specified, FOR the election of each of the nominees for director, FOR the approval of an advisory vote on named executive officer compensation, FOR ratification of the selection of independent auditors, and as said proxies deem advisable on such other matters as may properly come before the meeting.**

**Address changes/comments:**

(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side.)

**Continued and to be signed on reverse side**