
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 31, 2023 (January 29, 2023)

BOSTON SCIENTIFIC CORPORATION

(Exact name of registrant as specified in charter)

Delaware

(State or other
jurisdiction of incorporation)

1-11083

(Commission
file number)

04-2695240

(IRS employer
identification no.)

300 Boston Scientific Way, Marlborough, Massachusetts

(Address of principal executive offices)

01752-1234

(Zip code)

Registrant's telephone number, including area code: **(508) 683-4000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	BSX	New York Stock Exchange
0.625% Senior Notes due 2027	BSX27	New York Stock Exchange
5.50% Mandatory Convertible Preferred Stock, Series A, par value \$0.01 per share	BSX PR A	New York Stock Exchange

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

On January 29, 2023, Donna A. James informed the Company that she will not stand for re-election at the Company's 2023 Annual Meeting. Ms. James has served as a member of the Board of Directors (Board) since July 2015 and currently serves as the chair of the Executive Compensation and Human Resources Committee and a member of the Nominating and Governance Committee. Ms. James will continue to serve as a director and in her committee roles until the 2023 Annual Meeting, to be held on May 4, 2023. Ms. James' decision not to stand for re-election at the 2023 Annual Meeting is not the result of any disagreement with the Company.

Following the 2023 Annual Meeting, subject to their reelection by the stockholders, the Board will be composed of nine directors. The Board and Nominating and Governance Committee regularly review the size and composition of the Board and will continue to evaluate whether adding directors to the Board following Ms. James' departure is in the best interest of the Company.

SIGNATURE

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

January 31, 2023

BOSTON SCIENTIFIC CORPORATION

By: /s/ Susan Thompson
Susan Thompson
Vice President, Chief Corporate Counsel and Assistant Secretary
