

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

CAREFUSION Corp

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Mailing Address

*3750 TORREY VIEW COURT
SAN DIEGO CA 92130*

Business Address

*3750 TORREY VIEW COURT
SAN DIEGO CA 92130
800-684-8880*

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): January 14, 2013

CareFusion Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-34273
(Commission
File Number)

26-4123274
(IRS Employer
Identification Number)

3750 Torrey View Court, San Diego, California 92130
(Address of Principal Executive Offices, Including Zip Code)

(858) 617-2000
(Registrant's Telephone Number, Including Area Code)

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 (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.08 Shareholder Director Nominations

On January 14, 2013, CareFusion Corporation (the “Company”) issued a news release (the “News Release”) that included an announcement that the Company’s Board of Directors approved April 15, 2013 as the date of the Company’s 2012 Annual Meeting of Stockholders (the “2012 Annual Meeting”). The Board of Directors also approved February 14, 2013 as the record date for stockholders entitled to notice of and to vote at the 2012 Annual Meeting. A copy of the News Release is furnished as Exhibit 99.1 to this report.

Because the 2012 Annual Meeting will be held more than 30 days from the calendar date of the Company’s 2011 Annual Meeting of Stockholders, the due dates for the submission of any qualified stockholder proposal or qualified stockholder nominations under the rules of the Securities and Exchange Commission (the “SEC”) and the Company’s amended and restated by-laws listed in the Company’s 2011 Proxy Statement on Schedule 14A as filed with the SEC on September 22, 2011 are no longer applicable. Any such stockholder proposals or nominations, including any notice on Schedule 14N, intended to be considered for inclusion in the Company’s proxy materials for its 2012 Annual Meeting must be received by the Company at its principal offices by no later than February 14, 2013 and directed to the attention of the Corporate Secretary. Other requirements for inclusion in the Company’s proxy materials are set forth in the rules and regulations promulgated by the SEC and the Company’s amended and restated by-laws. The Company currently intends to make its proxy materials for its 2012 Annual Meeting available beginning on or about February 28, 2013.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

<u>No.</u>	<u>Description of Exhibit</u>
99.1	News release issued by CareFusion Corporation on January 14, 2013*

* Furnished herewith.

SIGNATURES

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

CareFusion Corporation
(Registrant)

Date: January 14, 2013

By: /s/ Joan Stafslie
Name: Joan Stafslie
Title: Executive Vice President, Chief Compliance
Officer, General Counsel and Secretary

EXHIBIT INDEX

Exhibit

No.

Description of Exhibit

99.1 News release issued by CareFusion Corporation on January 14, 2013*

* Furnished herewith.



3750 Torrey View Ct
San Diego, CA 92130
www.CareFusion.com

FOR IMMEDIATE RELEASE

Contacts:

Media: Kristen Cardillo
(858) 617-2317
kristen.cardillo@carefusion.com

Investors: Jim Mazzola
(858) 617-1203
jim.mazzola@carefusion.com

CAREFUSION TO REPORT SECOND QUARTER FISCAL 2013 RESULTS ON FEB. 7

Fiscal 2012 Annual Meeting Scheduled for April 15

SAN DIEGO, Jan. 14, 2013 - CareFusion Corporation (NYSE: CFN) today announced plans to release second quarter fiscal 2013 results on Thursday, Feb. 7, following the close of trading on the New York Stock Exchange.

The company will host a webcast and conference call on Feb. 7 at 2 p.m. PST (5 p.m. EST) to discuss the results for its second quarter fiscal 2013, ended on Dec. 31, 2012. To access the call, visit the [Investors page](#) at www.carefusion.com/. Log on at least 15 minutes before the call begins to register and download or install any necessary audio software.

Investors and other interested parties may also access the call by dialing (800) 706-7748 within the U.S. or (617) 614-3473 from outside the U.S., and use the access code 86859607. A replay of the conference call will be available from 4 p.m. PST (7 p.m. EST) on Feb. 7 through 8:59 p.m. PST on Feb. 14 and can be accessed by dialing (888) 286-8010 in the U.S. or (617) 801-6888 from outside the U.S. and using the access code 52148625.

As previously disclosed, CareFusion is modifying the manner in which it applies lease accounting principles to sales-type leases in its Pyxis® medication and supply dispensing product lines, which delayed the filing of its fiscal 2012 Form 10-K and first quarter Form 10-Q for the quarter ended Sept. 30, 2012. The company announced on Dec. 19 that it intends to file its Form 10-K, first quarter Form 10-Q and second quarter Form 10-Q by Feb. 11, the filing deadline for the second quarter Form 10-Q.

As a result of the Form 10-K filing delay, the company also delayed the filing of its proxy materials and postponed the scheduling of its 2012 Annual Meeting of Stockholders. Pending the company's ability to become current in its filings, the CareFusion 2012 Annual Meeting of Stockholders will be held on April 15 at 8:30 a.m. PDT in San Diego. Stockholders as of Feb. 14 will be entitled to vote at the 2012 Annual Meeting. CareFusion intends to make its proxy materials for its 2012 Annual Meeting available by the end of February.

About CareFusion Corporation

CareFusion (NYSE: CFN) is a global corporation serving the health care industry with products and services that help hospitals measurably improve the safety and quality of care. The company develops market-leading technologies including Alaris® infusion pumps, Pyxis® automated dispensing and patient identification systems, AVEA®, AirLife™ and LTV® series ventilation and respiratory products, ChloraPrep® products, MedMined® services for data mining surveillance, V. Mueller® surgical instruments, and an extensive line of products that support interventional medicine. CareFusion employs more than 15,000 people across its global operations. More information may be found at www.carefusion.com.

Cautions Concerning Forward-looking Statements

The CareFusion news release and the information contained herein present “forward-looking statements” addressing expectations, prospects, estimates and other matters that are dependent upon future events or developments, including statements regarding the modified application of lease accounting principles to the company’s sales-type leases; the timing for filing the company’s Form 10-K for fiscal 2012, Form 10-Q for the quarter ended Sept. 30, Form 10-Q for the quarter ended Dec. 31 and the company’s proxy materials; and the timing for the company’s 2012 Annual Meeting of Stockholders. CareFusion intends forward-looking terminology such as “believes,” “expects,” “may,” “will,” “should,” “anticipates,” “plans,” or similar expressions to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, which could cause the company’s actual results to differ materially from those anticipated by the forward-looking statements. These risks and uncertainties include, but are not limited to, the risk that additional information may arise during the course of the company’s lease accounting review that may require the company to make additional adjustments; the time and effort required to complete the company’s analysis and the review by the company’s independent auditors; the time and effort required to make any adjustments to the company’s financial reports, if required; and the time and effort required to prepare and file its periodic reports and proxy materials with the SEC, as well as other risks described more fully in Item 1A in the company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2011, which are expressly incorporated herein by reference, and other factors as may periodically be described in the company’s filings with the SEC. The CareFusion news release and the information contained herein reflect management’s views as of Jan. 14, 2013. Except to the limited extent required by applicable law, CareFusion undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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