

BRISTOL MYERS SQUIBB CO

Form 425

November 19, 2009

Investor Presentation

November 2009

Mead Johnson Nutrition Company

Investor Road Show Presentation

Filed by Mead Johnson Nutrition Company

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Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Bristol-Myers Squibb Company

Subject Company's Commission File No.: 1-1136

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Certain statements in this presentation about the company's future plans and prospects, including statements about our financial performance, are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements that we anticipate, expect, intend and believe, involve certain risks and uncertainties that may cause actual results to differ from those presented in this presentation. These risks include, but are not limited to: (1) the ability to sustain brand strength, particularly the Enfa family of products, due to actual or perceived quality issues; (3) the adverse effect of commodity price increases; (4) increased competition from branded, private label and generic products; (5) the effect of an economic downturn on consumers' purchasing behavior and customers' ability to pay for product; (6) inventory risk; and (7) the impact of regulatory changes on our business.

in foreign currency exchange rates; (8) the possibility of changes in the Women, Infant and Children (WIC) program, or increase in research and development and market new, innovative products. In addition, there can be no guarantee that the exchange offer being made by BMS in this presentation will be completed, or if it is completed, that it will close within the anticipated time period. For additional information, see the information identified in the company's periodic reports, including the annual report on Form 10-K for 2008, quarterly reports on Form 10-Q, and the Registration Statement on Form S-4 that the company filed in connection with the exchange offer, all of which are available at [www.meadjohnson.com](http://www.meadjohnson.com). The company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, changes in circumstances, or otherwise. This presentation contains adjusted non-GAAP financial measures, including non-GAAP net sales and EBIT, adjusted for factors that are not GAAP. The items included in GAAP measures, but excluded for the purpose of determining non-GAAP net sales and EBIT, include adjustments, a gain on sale of an intangible asset, a favorable patent settlement and specified IPO and other costs. Non-GAAP financial measures are an indication of the company's underlying operating results and intended to enhance an investor's overall understanding of the company's performance. This information is among the primary indicators the company uses as a basis for evaluating company performance, setting incentive compensation, and other purposes for future periods. This information is not intended to be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP. Non-GAAP disclosures to non-GAAP disclosure are included in the Appendix.

The terms and conditions of the exchange offer being made by BMS are more fully described in the registration statement filed with the SEC. None of BMS, Mead Johnson or any of their respective directors or officers makes any recommendation as to whether investors should participate in the exchange offer. Investors can obtain the registration statement filed with the SEC by BMS and Mead Johnson at the SEC's web site at [www.sec.gov](http://www.sec.gov), and those documents may also be obtained from the company at [www.meadjohnson.com](http://www.meadjohnson.com).

The numbers used in this presentation have been subject to rounding.

Forward-Looking Statements

Factors Affecting Comparability Adjusted Non-GAAP Financial Measures

Additional Information

The prospectus, which is included in the registration statement, contains important information about the exchange offer and related matters. Investors and security holders are urged to read carefully and in its entirety the prospectus and any other information filed with the SEC before making any investment decision.

Safe Harbor Statement

filed by BMS with the SEC.

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The Exchange Offer  
Issuer:  
Mead Johnson Nutrition Company ( MJN  
or  
Mead Johnson )  
Offer to Exchange:

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Up to 170.0 million shares of MJN Class A  
common stock for outstanding shares of Bristol-  
Myers Squibb Company ( BMS ) common stock

Exchange Ratio:

Upper limit of 0.6027 shares of MJN per share of  
BMS

Averaging Period:

Expected December 8, 9 and 10, 2009

Expiration:

Expected December 14, 2009 at 12:00 midnight

New York City time

Exchange / Ticker:

NYSE / MJN

Dealer Managers:

Citi, Goldman Sachs, Morgan Stanley

Minimum Condition:

144.5 million shares of MJN

4  
Presenters  
Steve Golsby  
President and  
Chief Executive Officer  
Pete Leemputte  
Senior Vice President and

Chief Financial Officer



5  
Edward Mead Johnson, Sr.,  
with his son, Ted  
1  
clinically supported infant  
feeding product in the U.S.  
(1911)

Mead Johnson Heritage and Focus

Our Mission

to create nutritional brands and products

trusted to give infants and children the

best start in life

st

6  
A global leader in pediatric nutrition  
1  
2  
3  
4  
5

INFANT NUTRITION (0 - 12 MONTHS)

Rank

Abbott

Nestl

Danone

Wyeth

Company

CHILDREN'S NUTRITION (>12 MONTHS)

1

2

3

4

5

Rank

Nestl

Danone

Abbott

Wyeth

Company

Source: Annual AC Nielsen Value Share (USD), 2008, which excludes Wal-Mart and other non-tracked channels.

Note: Global leadership based on markets in which Mead Johnson competes.

Mead Johnson Today

Our Vision

to be the world's premier pediatric  
nutrition company

7  
Mead Johnson Formula for Growth

8  
\$0  
\$10  
\$20  
\$30  
\$40  
2004

2009E

2014E

Attractive Growth Industry

Global industry sales

Source: ERC Infant Children's Sales by Country, September 2009.

Asia leading industry growth

\$14.0

\$23.1

\$32.2

Total

Change in Market Size

2009E

2014E

100%

\$9.1

% of Total

\$ Growth

\$BN

Asia

Latin America

North America

Europe

Other

\$5.2

57%

12%

14%

12%

5%

\$1.1

\$1.2

\$1.1

\$0.5

9  
Growth Driven by Strong Fundamentals  
Consumers value the  
nutritional benefits  
of premium products  
Role of early nutrition in  
lifelong health



More women  
in the workforce  
Increasing  
middle-class births in  
emerging countries

10

Iconic Global Brands

Complete nutrition for 100% peace of mind

Recommended by pediatricians and  
trusted by moms to nourish every infant's  
and child's potential

Creating superior, innovative, science-

based nutritional products trusted to give  
infants and children the best start in life for  
more than 100 years

Providing superior nutritional solutions for  
babies with severe cow's milk protein  
allergies

11  
The Enfa Brand Architecture  
Prenatal to school age

12  
Comprehensive Product Portfolio  
Routine  
Children's  
Specialty  
Solutions  
Meeting all pediatric nutritional needs

For routine feeding  
For mild intolerance /  
allergies  
For children's nutritional  
supplementation  
For prematurity, severe  
intolerance, allergies  
and metabolic disorders

13  
Demand Creation  
Medical / Consumer / Retail

14  
Portfolio of Stable Markets



15

With Strength in Emerging Markets

MALAYSIA

CHINA

VIETNAM

PHILIPPINES

INDONESIA

THAILAND  
PERU  
COLOMBIA  
BRAZIL  
VENEZUELA  
MEXICO  
RUSSIA  
INDIA

16  
U.S. market share  
1  
stabilized in Q3 2009 by unit  
U.S. Growth Strategy  
Innovation  
Toddler

Business  
Consumer  
Messaging  
Medical / Retail  
Strategy

1. Nielsen Retail Audits for the 13 weeks ending October 24, 2009.

Investing at record levels

Message resonating with  
consumers

Consumers responding  
positively to innovations

Best-in-class execution in  
hospitals and retail

Strengthened leadership in key  
functions

Mead Johnson

4 Pillar

Growth

Strategy

3

4

1

2

17  
China: Our 2  
nd  
Largest Market  
1. Excludes Hong Kong.  
Mead Johnson in China  
\$322 MM

1

NET SALES

Launched operations  
in 1994

EBIT break-even in 2000

Mead Johnson's best start in life  
brand message resonates with  
parents

Systematic geographic expansion  
into 100+ of the largest cities

Further expansion planned in mid-  
tier cities

Strong operational capabilities

1995

1997

1999

2001

2003

2005

2007

2008

18  
Other Growth Markets

6 of Mead Johnson's top 10  
markets

Success underpinned by market

growth and market share gains

Rest of Asia

Latin America

Investing behind momentum

Strong brand portfolio

Economic prospects and  
demographic trends are favorable

2006

2007

2008

ASIA / LATIN AMERICA

NET SALES EX-CHINA

~\$1.2 BN



19  
Seed Opportunities  
India

25 million annual births with  
growing middle class

Complex, highly regulated market

Significant latent demand potential

Estimated 2009 \$800 million  
market  
Russia

Concentrated population

Upper-middle-class Russian  
mothers want Western brands  
and listen to healthcare  
professionals

Estimated 2009 \$600 million  
market

Source: US Census (International Data), ERC.

MJN Approach

Replicate Proven Business Model

Bring Science-Based Nutrition to Markets

Build Scale

Systematic Expansion of Distribution Footprint

20  
Proven Leader in Innovation  
Accelerating  
pace  
of  
innovation  
in

2009

over

30

new

products

Enfagrow with

Flavor Enhancement

Pouches for

Greater Value / Less Waste

Increased DHA and

Prebiotics / Fiber

Enfamil LIPIL with Prebiotics:

Triple Health Guard

Nutramigen LIPIL

with Probiotic LGG

Night Time Powder

for Hungry Babies

Enfagrow

Gentlease

21
Innovations Provide Tangible Developmental Benefits
60
80
100
120

Control

Enfamil

LIPIL

1. Same formulation but without DHA and ARA.
2. Defined as wheezing, asthma or atopic dermatitis.

0

20

40

60

Control

Enfamil LIPIL

ALLERGIC

MANIFESTATIONS

IN

FIRST

THREE

YEARS

OF

LIFE

2

Improved Vision

CONTROL

1

~20/40 VISION

ENFAMIL LIPIL ~20/28 VISION

Reduced Allergic Reaction

+7 pts

Improved Brain Development

55%

26%

1

1

22  
100 Years of Product Quality  
and Productivity  
MJN SPRAY DRYER  
AND PACKAGING  
MJN GLOBAL  
LIQUIDS

CONTRACT MJN  
SPRAY DRYER  
MJN

PACKAGING  
THIRD-PARTY  
PACKAGING

USA

MEXICO

BRAZIL

MALAYSIA

PHILIPPINES

CHINA

THAILAND

NETHERLANDS

AUSTRALIA

Highlights

Efficient and flexible  
manufacturing process

Culture of productivity

Efficient use of capital

Quality embedded  
throughout product life  
cycle



23

Diverse and Experienced Leadership

Steve Golsby

President and CEO

MJN: 12 years

Career: 32 years

UK

Bill P Pool  
SVP, Gen. Counsel / Secretary  
MJN: 5 years  
Career: 19 years  
USA

Charles Urbain  
President, Asia / Europe  
MJN: 13 years  
Career: 26 years  
South Africa

Pete Leemputte  
SVP, CFO  
MJN: 1 year  
Career: 28 years  
USA

Jeff Jobe  
SVP, Supply Chain  
MJN: 21 years  
Career: 28 years  
USA

Lynn Clark  
SVP, Human Resources  
MJN: 1 year  
Career: 26 years  
USA

Dirk Hondmann  
SVP, R&D  
MJN: 5 years  
Career: 16 years  
The Netherlands

Kasper Jakobsen  
President, Americas  
MJN: 11 years  
Career: 21 years  
Denmark

24  
Financial Review

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25  
Compelling Financial Performance  
\$2,847  
\$2,541  
\$2,309  
\$1,500  
\$2,000

\$2,500

\$3,000

2006

2007

2008

\$735

\$645

\$675

\$500

\$600

\$700

\$800

2006

2007

2008

1.

Adjusted

to

exclude

\$36

million

related

to

a

number

of

operating

model

changes

and

delays

in

establishing

new

operating

subsidiaries

in

Europe,

Mexico and Brazil in connection with Mead Johnson's separation from BMS.

2.

Adjusted to exclude \$16 million impairment charge in 2006, \$18 million bad debt expense in 2007 and \$45 million in separation

\$6 million related to a number of operating model changes and delays in establishing new operating subsidiaries in Europe, Mead

Johnson's separation from BMS.

A consistent history of sales and profit growth

ADJUSTED NET SALES

1

ADJUSTED

EBIT

2

26

Note: Nine-month results not audited.

1.

Adjusted to exclude \$25 million in 2008 related to operating model changes and delays in establishing new operating subsidiaries in Brazil in connection with Mead Johnson's separation from BMS.

2.

Adjusted to exclude \$14 million in separation costs in 2008 and \$31 million in separation costs, \$5 million in litigation costs, \$

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\$12 million gain on sale of a non-strategic intangible asset and \$10 million favorable patent settlement in 2009. Excludes model changes and delays in establishing new operating subsidiaries in Europe, Mexico and Brazil in connection with Me

Before FX

After FX

Before FX

After FX

2009 September YTD Performance

Strong sales growth in emerging markets and lower commodity costs driving profit improvement

ADJUSTED NET SALES

1

ADJUSTED

EBIT

2

\$2,112

\$2,149

\$2,240

\$500

\$1,000

\$1,500

\$2,000

\$2,500

9M2008

9M2009

\$668

\$591

\$573

\$0

\$200

\$400

\$600

\$800

9M2008

9M2009

27

Constant Dollar Sales Growth

2005-2008

CAGR

4.2%

3.8%

Balanced growth over time between pricing and volume



9.0%  
1.9%  
3.2%  
1.5%  
1.7%  
3.2%  
3.4%  
8.5%  
10.7%  
5.1%  
6.6%  
10.0%

2005

1

PRICE

VOLUME

2006

2007

2008

1. Adjusted to exclude the Adult Nutrition business, which was sold in 2004. Volume growth was 7.3% on a reported basis.

28

Cost of Goods Sold

Dairy accounts for about one-quarter of approximately \$1 billion  
annual COGS

Conversion  
and Other

Dairy

Agricultural  
Products  
Other Raw  
Materials  
Packaging

29  
\$0  
\$1  
\$2  
\$3  
\$4  
\$5

Q3 06  
Q4 06  
Q1 07  
Q2 07  
Q3 07  
Q4 07  
Q1 08  
Q2 08  
Q3 08  
Q4 08  
Q1 09  
Q2 09  
Q3 09  
50%  
55%  
60%  
65%  
70%

Dairy Prices and Gross Margin Trends

Note: All

data shown on a GAAP basis. Nine-month results not audited.

1. Weighted

average for Oceania, Europe and North America non-fat / skim milk powder.

WEIGHTED

GLOBAL

MILK

PRICES

ON

6

MONTH

LAG

1

ANNUAL MJN GROSS MARGIN

63.7%

63.2%

62.5%

65.5%

30  
2004  
2005  
2006  
2007  
2008  
Supply Chain Productivity

Productivity improvements contribute to our industry-leading margins

Target is 3% COGS reduction each year

\$30

\$33

\$32

\$32

\$37

ESTIMATED ANNUAL REDUCTION  
IN COGS

31  
Operating Expense Spending  
A&P % OF NET SALES  
13.4%  
2009 YTD  
12.8%  
2008



12.4%

2007

**SALES FORCE ADDITIONS**

Investing in key emerging  
markets, including China  
and seed  
countries

**R&D SPENDING**

\$73

\$67

\$62

\$51

\$43

2004

2005

2006

2007

2008

Investments for sustainable growth

Note: All data shown on a GAAP basis.

32  
Still to Come

Tax

IT

Back Office Accounting

Indirect Procurement

Installation of SAP  
Platform

Replacement of BMS  
Shared Services with IBM  
Accomplished in 2009

Human Resources

Legal

Internal Audit

Treasury

Financial Controls and  
Reporting

Investor Relations

Communications  
Transition to Stand-Alone

33

Fully  
repaid  
\$1.74BN  
debt  
owed

to  
BMS

Refinanced at attractive rates

Doubled average duration from 6 to 12  
years

#### NOVEMBER DEBT REFINANCING

Pro Forma Capitalization

1.

At September 30, 2009, Mead Johnson had cash and cash equivalents of \$597 million. As described in Mead Johnson's registration S-4 filed with the SEC on November 16, 2009, Mead Johnson paid down \$1,744 million of debt owed to BMS with proceeds of the issuance, a \$200 million draw on its revolver and \$61 million cash on hand.

2.

Consists of capital lease obligations and other debt. Does not include pension liability of \$102 million.

\$200

Revolver

\$1,500

Senior Unsecured Notes

\$50

Other

Debt

2

\$ in Millions

Cash

1

\$536

Debt:

Total Debt

\$1,750

Shareholders

(Deficit)

(\$698)

Total Capitalization

\$1,052

9/30/09 Pro Forma Capitalization

Anticipate after-tax interest expense savings of about \$0.07 to \$0.09 per share in 2010, including fixed to floating rate swaps

#### CURRENT CAPITAL STRUCTURE

\$500MM of 5-year notes due in 2014

\$700MM of 10-year notes due in 2019

\$300MM of 30-year notes due in 2039

\$200MM revolver drawdown

(\$410MM

total

capacity)

34  
Strong and Stable Free Cash Flow  
\$ in Millions  
Net Earnings  
1  
Depreciation and Amortization  
Change in Working Capital

Other  
 Net Cash from Operations  
 Capital Expenditures  
 Free Cash Flow  
 2007  
 \$430  
 \$51  
 (\$33)  
 \$31  
 \$479  
 (\$78)  
 \$400  
 2008  
 \$401  
 \$52  
 \$20  
 \$16  
 \$489  
 (\$81)  
 \$408  
 2009  
 \$343  
 \$44  
 \$47  
 (\$18)  
 \$417  
 (\$59)  
 \$357  
 2008  
 \$354  
 \$38  
 (\$18)  
 \$10  
 \$384  
 (\$51)  
 \$333  
 September YTD  
 Full Year

Note: All data shown on a GAAP basis. Nine-month results not audited.

1. Reflects interest expense of \$43 million incurred by Mead Johnson & Company ( MJC ) in 2008 with respect to the BMS in August 2008. Does not reflect the effect of the restructuring of such intercompany note at the IPO date and the subsequent refinancing of the note by Mead Johnson & Company ( MJN ) in November 2009 with the proceeds of (i) the issue by MJN of \$500 million aggregate principal amount of 3.50% notes due 2019 and \$300 million aggregate principal amount of 4.90% notes due 2019 and (ii) the borrowing under the revolving credit facility. In November 2009, MJN also entered into interest rate swaps agreements with respect to \$500 million in aggregate principal amount of 3.50% notes due 2019 and \$200 million out of the \$700 million aggregate principal amount of 4.90% notes due 2019.

35  
Mead Johnson Strategy for Growth  
Market Share Gains  
Adjacencies  
New / Expanded  
Geographies  
Market Growth



36  
QUALITY & PRODUCTIVITY  
GROWTH INDUSTRY  
LEADING BRANDS  
GLOBAL REACH  
INNOVATION PIPELINE  
EXPERIENCED LEADERSHIP

FINANCIAL PERFORMANCE

Global leader in pediatric nutrition, an attractive growth industry

Enfa family of brands is the #1 global brand franchise in pediatric nutrition

Leadership in emerging markets

Robust new product and innovation pipeline

100-year history of quality and productivity

Diverse and experienced management team

Industry-leading profitability and strong free cash flow

Investment Highlights



38  
Reconciliation of GAAP to Non-GAAP  
Year Ended December 31,  
9 Months Ended September 30,  
\$ in millions  
2006  
2007

2008  
 2008  
 2009  
 Net Sales  
 GAAP  
 \$2,345  
 \$2,576  
 \$2,882  
 \$2,175  
 \$2,112  
 Adjustments:  
 Operating Model  
 1  
 (36)  
 (36)  
 (36)  
 (25)  
 0  
 Adjusted Non-GAAP  
 \$2,309  
 \$2,541  
 \$2,847  
 \$2,149  
 \$2,112  
 Earnings Before Interest and Income Taxes (EBIT)  
 GAAP  
 \$635  
 \$663  
 \$696  
 \$561  
 \$567  
 Adjustments:  
 Operating Model  
 1  
 (6)  
 (6)  
 (6)  
 (2)  
 0  
 Impairment Charge  
 16  
 0  
 0  
 0  
 0  
 Bad Debt Expense  
 2  
 0  
 18  
 0

0
0
Separation Costs
3
0
0
45
14
31
Litigation Costs
0
0
0
0
5
Severance Costs
0
0
0
0
10
Gain on Sale of an Intangible Asset
0
0
0
0
(12)
Favorable Patent Settlement
0
0
0
0
(10)
Adjusted Non-GAAP
\$645
\$675
\$735
\$573
\$591

Note: Nine-month results not audited.

1. Reflects the combined effect of a number of operating model changes and delays in establishing new operating subsidiaries from MJN's separation from BMS. In Europe, MJN has transitioned to a third-party distributor model with BMS temporarily servicing MJN's business through a newly formed operating subsidiary that is expected to incur higher profit sharing costs than were allocated to MJN. Furthermore, a BMS subsidiary currently leases to MJN's Mexico operating subsidiary all of the property, plant and equipment under a 20-year lease that is treated as a capital lease. In Brazil, MJN's ability to operate as a standalone subsidiary was delayed until that time, BMS distributed and recorded sales for MJN's products, and MJN conducted marketing activities. For more detail, see the "Description of Financial Condition and Results of Operations of MJN" in MJN's Prospectus dated November 16, 2009 included in MJN's SEC filing on November 16, 2009.

2. Reflects a bad debt expense related to a distributor's insolvency in Asia.

3. Reflects separation costs incurred in connection with Mead Johnson's IPO, including costs relating to legal, accounting and other professional fees.