

SCIOS INC  
Form 8-K  
February 11, 2003

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## 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): **February 10, 2003**

## Scios Inc.

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of

Incorporation)

**0-11749**  
(Commission

File Number)

**95-3701481**  
(I.R.S. Employer

Identification No.)

**820 W. Maude Avenue**

**Sunnyvale, CA 94085**

(Address of Principal Executive Offices)

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**(408) 616-8200**

(Registrant's telephone number, including area code)

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**Item 5. Other Events.**

On February 10, 2003, Scios Inc. ( Scios ) and Johnson & Johnson ( J&J ) entered into a definitive agreement under which J&J will acquire Scios in a cash for stock exchange. Under the terms of the agreement, Scios shareholders will receive \$45.00 for each outstanding Scios share. A copy of the Merger Agreement is attached as Exhibit 2.1 and is incorporated by reference herein. The foregoing description is qualified in its entirety by reference to such exhibit.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) Exhibits

The following exhibit is filed as part of this Report:

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger dated as of February 10, 2003 among Johnson & Johnson, Saturn Merger Sub, Inc. and Scios Inc.



**Exhibit Index**

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