

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

GENZYME CORP

CIK: **732485** | IRS No.: **061047163** | State of Incorpor.: **MA** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **333-90510** | Film No.: **031035711**
SIC: **2836** Biological products, (no disgnostic substances)

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**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): **December 3, 2003**

GENZYME CORPORATION

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction
of incorporation or organization)

06-1047163
(I.R.S. Employer
Identification No.)

500 Kendall St., Cambridge, Massachusetts
(Address of principal executive offices)

02142
(zip code)

(617) 252-7500
(Registrant's telephone number, including area code)

Item 7. Financial Statements, Pro Forma Financial Information And Exhibits.

(c) Exhibits:

99 Press Release of Genzyme Corporation dated December 3, 2003.

Item 9. Regulation FD Disclosure

On December 3, 2003, Genzyme Corporation issued a press release announcing its intention to issue convertible notes. A copy of the press release is attached to this Form 8-K as Exhibit 99.

SIGNATURE

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.

GENZYME CORPORATION

/s/ MICHAEL S. WYZGA

Michael S. Wyzga

By: *Executive Vice President, Finance,
Chief Financial Officer, and
Chief Accounting Officer*

DATE: December 3, 2003

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|------------------------|---|
| 99 | Press Release of Genzyme Corporation dated December 3, 2003 |

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[SIGNATURE](#)

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For Immediate Release

December 3, 2003

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Genzyme Announces Proposed Offer of Convertible Senior Notes

CAMBRIDGE, Mass.—Genzyme Corporation (Nasdaq: GENZ) today announced that it plans to issue approximately \$600 million of convertible senior notes. The notes will be convertible into Genzyme Corporation common stock.

Genzyme expects to use these proceeds to pay off amounts outstanding under its credit facility, to redeem outstanding three percent debentures and for general corporate purposes. Genzyme currently has approximately \$300 million outstanding under its credit facility. The company has \$575 million in outstanding three percent convertible debentures, which are first redeemable on May 20, 2004.

The notes, and the common stock issuable upon conversion of the notes, have not been registered under the Securities Act of 1933, as amended, or securities laws of any state or other jurisdiction, and may not be offered or sold in the United States, absent registration or an applicable exemption from registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

This press release contains forward-looking statements concerning Genzyme's plan to issue convertible notes and potential uses of the proceeds from the offering, if completed. Genzyme may not be successful in issuing the notes due to market conditions or otherwise and, if the offering is completed, may not use the net proceeds for some of the potential purposes described above. These statements speak only as of the date of this press release, and Genzyme undertakes no obligation to update or revise the statements.

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