

MWI Veterinary Supply, Inc.
Form SC TO-T
January 26, 2015

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

MWI VETERINARY SUPPLY, INC.

(Name of Subject Company (Issuer))

ROSCOE ACQUISITION CORP.

a wholly owned subsidiary of

AMERISOURCEBERGEN CORPORATION

(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

55402X105

(CUSIP Number of Class of Securities)

**John G. Chou, Esq.
Executive Vice President and General Counsel
AmerisourceBergen Corporation
1300 Morris Drive
Chesterbrook, PA
(610) 727-7000**

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

With copies to:

**Damien R. Zoubek, Esq.
Robert I. Townsend III, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza**

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Items 1 through 9, Item 11.

All information contained in the Offer to Purchase and the related Letter of Transmittal, including all schedules thereto, is hereby expressly incorporated herein by reference in response to Items 1 through 9 and Item 11 in this Schedule TO.

Item 10. Financial Statements.

Not applicable.

Item 12. Exhibits.

- (a)(1)(A) Offer to Purchase, dated January 26, 2015.*
 - (a)(1)(B) Form of Letter of Transmittal (including Internal Revenue Service Form W-9 and instructions for completing the form).*
 - (a)(1)(C) Form of Notice of Guaranteed Delivery.*
 - (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
 - (a)(1)(E) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
 - (a)(1)(F) Summary Newspaper Advertisement as published in *The New York Times* on January 26, 2015.*
 - (a)(2) Not applicable.
 - (a)(3) Not applicable.
 - (a)(4) Not applicable.
 - (a)(5)(A) Press Release issued by AmerisourceBergen and MWI on January 12, 2015, originally filed as Exhibit 99.1 to AmerisourceBergen's Current Report on Form 8-K filed by AmerisourceBergen with the Securities and Exchange Commission on January 12, 2015, which is incorporated by reference herein.
 - (a)(5)(B) Transcript of Conference Call held by AmerisourceBergen on January 12, 2015, originally filed as Exhibit 99.1 to AmerisourceBergen's Schedule TO-C filed by AmerisourceBergen with the Securities and Exchange Commission on January 13, 2015, which is incorporated by reference herein.
 - (a)(5)(C) Selected Slides presented by AmerisourceBergen at the J.P. Morgan Healthcare Conference on January 13, 2015, originally filed as Exhibit 99.1 to AmerisourceBergen's Schedule TO-C filed by AmerisourceBergen with the Securities and Exchange Commission on January 14, 2015, which is incorporated by reference herein.
 - (a)(5)(D) Excerpts from a Transcript of AmerisourceBergen's presentation at the J.P. Morgan Healthcare Conference on January 13, 2015, originally filed as Exhibit 99.2 to AmerisourceBergen's Schedule TO-C filed by AmerisourceBergen with the Securities and Exchange Commission on January 14, 2015, which is incorporated by reference herein.
 - (a)(5)(E) Press Release issued by AmerisourceBergen on January 26, 2015.*
 - (b) Commitment Letter, dated as of January 11, 2015, among AmerisourceBergen Corporation, Bank of America, N.A. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, originally filed as Exhibit 10.1 to AmerisourceBergen's Current Report on Form 8-K filed by AmerisourceBergen with the Securities and Exchange Commission on January 12, 2015, which is incorporated by reference herein.
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- (d)(1) Agreement and Plan of Merger, dated as January 11, 2015, by and among AmerisourceBergen Corporation, Roscoe Acquisition Corp. and MWI Veterinary Supply, Inc., originally filed as Exhibit 2.1 to AmerisourceBergen's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 12, 2015, which is incorporated by reference herein.
- (d)(2) Confidentiality Agreement, dated as of August 5, 2014, between MWI Veterinary Supply, Inc. and AmerisourceBergen Corporation.*
- (g) Not applicable.
- (h) Not applicable.
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*

Filed herewith.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 26, 2015

ROSCOE ACQUISITION CORP.

By: /s/ JOHN G. CHOU

Name: John G. Chou

Title: Executive Vice President and General Counsel

AMERISOURCEBERGEN CORPORATION

By: /s/ JOHN G. CHOU

Name: John G. Chou

Title: Executive Vice President and General Counsel

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