

AMERISOURCEBERGEN CORP
Form SC 13D/A
November 14, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

AMERISOURCEBERGEN CORPORATION

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

03073E105

(CUSIP Number)

Marco Pagni

Executive Vice President, Global Chief Administrative Officer and General Counsel

Walgreens Boots Alliance, Inc.

108 Wilmot Road

Deerfield, Illinois 60015

(847) 315-2500

With a copy to:

Alan L. Dye, Esq.

Hogan Lovells US LLP

555 Thirteenth Street, N.W.

Washington, D.C. 20004

(202) 637-5600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 2, 2016

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13D

CUSIP No. 03073E105

1 Name of Reporting Person

Walgreens Boots Alliance Holdings LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

AF, WC

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

56,854,867

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

56,854,867

11 Aggregate Amount Beneficially Owned by Each Reporting Person

56,854,867

12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

25.8%*

14 Type of Reporting Person (See Instructions)

OO

* This calculation is based on 220.1 million shares of Common Stock outstanding as of September 30, 2016 (as reported by the Issuer in its Current Report on Form 8-K furnished to the SEC on November 2, 2016).

13D

CUSIP No. 03073E105

1 Name of Reporting Person

WBA Investments, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

AF, WC

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

56,854,867

12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

25.8%*

14 Type of Reporting Person (See Instructions)

CO

* This calculation is based on 220.1 million shares of Common Stock outstanding as of September 30, 2016 (as reported by the Issuer in its Current Report on Form 8-K furnished to the SEC on November 2, 2016).

13D

CUSIP No. 03073E105

1 Name of Reporting Person

Walgreens Boots Alliance, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

AF, WC

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of 7 Sole Voting Power

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56,854,867

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13 Percent of Class Represented by Amount in Row (11)

25.8%*

14 Type of Reporting Person (See Instructions)

HC, CO

* This calculation is based on 220.1 million shares of Common Stock outstanding as of September 30, 2016 (as reported by the Issuer in its Current Report on Form 8-K furnished to the SEC on November 2, 2016).

This Amendment No. 5 to Schedule 13D (this **Amendment No. 5**) amends and supplements the Schedule 13D (the **Schedule 13D**) relating to the common stock, \$0.01 par value per share (**Common Stock**), of AmerisourceBergen Corporation, a Delaware corporation (the **Issuer**), originally filed with the Securities and Exchange Commission (the **SEC**) on April 15, 2014, as amended by Amendment No. 1 thereto filed on January 16, 2015, Amendment No. 2 thereto filed on January 25, 2016, Amendment No. 3 thereto filed on March 22, 2016, and Amendment No. 4 thereto filed on August 25, 2016. Terms used but not defined in this Amendment No. 5 have the respective meanings given to such terms in the original Schedule 13D, as previously amended.

Explanatory Note

This Amendment No. 5 is being filed in accordance with Rule 13d-2(a) under the Exchange Act because the reported beneficial ownership percentage of each of the Reporting Persons has changed by one percent or more since the filing of Amendment No. 4 as a result of a decrease in the number of shares of Issuer Common Stock outstanding. There has been no change in the number of shares of Issuer Common Stock beneficially owned by the Reporting Persons since the filing of Amendment No. 4 hereto.

Item 2. Identity and Background.

Item 2 is amended and supplemented as follows:

This Amendment No. 5 is being filed by: (i) Walgreens Boots Alliance Holdings LLC, a Delaware limited liability company (**WBA Holdings**) (f/k/a WAB Holdings LLC); (ii) WBA Investments, Inc., a Delaware corporation (**WBA Investments**); and (iii) Walgreens Boots Alliance, Inc., a Delaware corporation (**WBA**). WBA Holdings, WBA Investments and WBA are collectively referred to as the **Reporting Persons**.

WBA Holdings was formed solely for the purpose of investing in the Issuer. All of the shares of Common Stock reported as beneficially owned by any Reporting Person in this Schedule 13D are held by WBA Holdings (including the shares received upon the exercise in full of Warrant 1 and Warrant 2). WBA Holdings is a direct wholly-owned subsidiary of WBA Investments. WBA Investments is a direct wholly-owned subsidiary of WBA. WBA, together with its subsidiaries, including the Reporting Persons, is a global pharmacy-led, health and wellbeing enterprise.

The principal business office of each of the Reporting Persons is: c/o Walgreens Boots Alliance, Inc., 108 Wilmot Road, Deerfield, Illinois 60015.

Attached as Annex A hereto and incorporated herein by reference is a list containing the (a) name, (b) residence or business address, (c) present principal occupation or employment and the name, principal business address of any corporation or other organization in which such employment is conducted, and (d) citizenship, in each case, of each director and executive officer of the Reporting Persons, as applicable.

During the last five years, each Reporting Person and, to the knowledge of such Reporting Person, each person listed in Annex A with respect to such Reporting Person, has not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) and has not been a party to a civil proceeding of any judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding of any violation with respect to such laws.

Item 4. Purpose of Transaction.

Item 4 is amended and supplemented as follows:

Based on the number of shares of Common Stock held by WBA Holdings and the number of shares of Common Stock outstanding as of the date of this Amendment No. 5, further regulatory approval would be required under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act) in order for WBA Holdings to acquire additional shares of Common Stock. The Reporting Persons would seek required regulatory approvals in advance of any future transaction requiring such approval. However, no decisions have been made regarding future transactions, if any, or their timing. Those determinations will depend upon various factors described in the original Schedule 13D, including market conditions and other factors.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by adding the following:

(a) and (b). The ownership percentages set forth below are based on 220.1 million shares of Common Stock outstanding as of September 30, 2016 (as reported by the Issuer in its Current Report on Form 8-K furnished to the SEC on November 2, 2016). WBA Holdings may be deemed to beneficially own 56,854,867 shares of Common Stock, representing approximately 25.8% of the total number of shares of Common Stock outstanding, as of the filing of this Amendment No. 5.

By virtue of relationships reported in Item 2, each of WBA Investments and WBA may be deemed to share the power to vote or direct to vote or to direct the voting of, and to dispose of or to direct the disposition of and, accordingly, may be deemed to beneficially own the 56,854,867 shares of Common Stock held by WBA Holdings, representing approximately 25.8% of the total number of shares of Common Stock outstanding, as of the filing of this Amendment No. 5.

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person (other than WBA Holdings) that it is the beneficial owner of any shares of Common Stock for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

(c) With respect to each Reporting Person, such Reporting Person and, to the knowledge of such Reporting Person, the persons listed in Annex A hereto with respect to such Reporting Person, have not effected any transaction in shares of Common Stock in the past 60 days.

(d) Other than WBA Holdings, WBA Investments and WBA and the persons listed in Annex A hereto with respect thereto, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the shares of Common Stock covered by this Schedule 13D.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended and restated as follows:

| Exhibits | Description of Exhibits |
|-----------------|--|
| 99.1 | Framework Agreement, dated as of March 18, 2013, by and among the Issuer, Walgreen Co. and Alliance Boots GmbH (filed as Exhibit 10.1 to the Issuer's Current Report on Form 8-K (File No. 001-16671), filed on March 20, 2013 and incorporated by reference herein). |
| 99.2 | Warrant issued on March 18, 2013 (filed as Exhibit 4.1 to the Issuer's Current Report on Form 8-K (File No. 001-16671), filed on March 20, 2013 and incorporated by reference herein). |
| 99.3 | Warrant issued on March 18, 2013 (filed as Exhibit 4.2 to the Issuer's Current Report on Form 8-K (File No. 001-16671), filed on March 20, 2013 and incorporated by reference herein). |
| 99.4 | Warrant issued on March 18, 2013 (filed as Exhibit 4.3 to the Issuer's Current Report on Form 8-K (File No. 001-16671), filed on March 20, 2013 and incorporated by reference herein). |
| 99.5 | Amendment No. 1 dated August 25, 2016 to Warrant issued on March 18, 2013 (filed as Exhibit 4.1 to the Issuer's Current Report on Form 8-K (File No. 001-16671), filed on August 25, 2016 and incorporated by reference herein). |
| 99.6 | Warrant issued on March 18, 2013 (filed as Exhibit 4.4 to the Issuer's Current Report on Form 8-K (File No. 001-16671), filed on March 20, 2013 and incorporated by reference herein). |
| 99.7 | Amendment No. 1 dated August 25, 2016 to Warrant issued on March 18, 2013 (filed as Exhibit 4.2 to the Issuer's Current Report on Form 8-K (File No. 001-16671), filed on August 25, 2016 and incorporated by reference herein). |
| 99.8 | Shareholders Agreement, dated as of March 18, 2013, by and among the Issuer, Walgreen Co. and Alliance Boots GmbH (filed as Exhibit 10.2 to the Issuer's Current Report on Form 8-K (File No. 001-16671), filed on March 20, 2013 and incorporated by reference herein). |
| 99.9 | Transaction Rights Agreement, dated as of March 18, 2013, by and among Walgreen Co., Walgreens Pharmacy Strategies, LLC, Alliance Boots GmbH, Alliance Boots Luxembourg S.à r.l., and WAB Holdings LLC (filed as Exhibit 10.3 to Walgreen Co.'s Current Report on Form 8-K (File No. 1-00604), |

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filed on March 20, 2013 and incorporated by reference herein).

- 99.10 Notice, dated as of December 31, 2014, provided by Walgreen Co. to AmerisourceBergen Corporation and Alliance Boots GmbH (previously filed on January 16, 2015 as Exhibit 99.11 to Amendment No. 1 to this Schedule 13D).
- 99.11 Joint Filing Agreement, dated August 25, 2016 (previously filed on August 25, 2016 as Exhibit 99.11 to Amendment No. 4 to this Schedule 13D).

SIGNATURES

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 14, 2016

**WALGREENS BOOTS ALLIANCE
HOLDINGS LLC**

By: /s/ Jason Dubinsky

Name: Jason Dubinsky

Title: Vice President

WBA INVESTMENTS, INC.

By: /s/ Jason Dubinsky

Name: Jason Dubinsky

Title: Vice President

WALGREENS BOOTS ALLIANCE, INC.

By: /s/ Kimberly Scardino

Name: Kimberly Scardino

Title: Senior Vice President, Global
Controller and

Chief Accounting Officer

ANNEX A

WALGREENS BOOTS ALLIANCE HOLDINGS LLC

OFFICERS

Unless otherwise noted, the business address for each person listed below is c/o Walgreens Boots Alliance, Inc., 108 Wilmot Road, Deerfield, Illinois 60015. To the knowledge of WBA, all officers listed below are United States citizens, except for Claudio Moreno, who is a citizen of Argentina.

Kimberly Scardino, President

Present Principal Occupation: Senior Vice President, Global Controller and Chief Accounting Officer, Walgreens Boots Alliance, Inc.

Jason Dubinsky, Vice President

Present Principal Occupation: Senior Vice President, CFO Planning and Central Operations, Walgreens Boots Alliance, Inc.

Collin Smyser, Vice President and Secretary

Present Principal Occupation: Vice President and Corporate Secretary, Walgreens Boots Alliance, Inc.

Claudio Moreno, Treasurer

Present Principal Occupation: Vice President, Global Treasury, Walgreens Boots Alliance, Inc.

Amelia Legutki, Assistant Secretary

Present Principal Occupation: Senior Director, US Tax Research & Planning, Walgreens Boots Alliance, Inc.

WBA INVESTMENTS, INC.

DIRECTORS

Unless otherwise noted, the business address for each person listed below is c/o Walgreens Boots Alliance, Inc., 108 Wilmot Road, Deerfield, Illinois 60015. To the knowledge of WBA, all directors listed below are United States citizens.

Jason Dubinsky

Present Principal Occupation: Senior Vice President, CFO Planning and Central Operations, Walgreens Boots Alliance, Inc.

Kimberly Scardino

Present Principal Occupation: Senior Vice President, Global Controller and Chief Accounting Officer, Walgreens Boots Alliance, Inc.

Collin Smyser

Present Principal Occupation: Vice President and Corporate Secretary, Walgreens Boots Alliance, Inc.

OFFICERS

Unless otherwise noted, the business address for each person listed below is c/o Walgreens Boots Alliance, Inc., 108 Wilmot Road, Deerfield, Illinois 60015. To the knowledge of WBA, all officers listed below are United States citizens, except for Claudio Moreno, who is a citizen of Argentina.

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Present Principal Occupation: Senior Vice President, Global Controller and Chief Accounting Officer, Walgreens Boots Alliance, Inc.

Jason Dubinsky, Vice President

Present Principal Occupation: Senior Vice President, CFO Planning and Central Operations, Walgreens Boots Alliance, Inc.

Collin Smyser, Vice President and Secretary

Present Principal Occupation: Vice President and Corporate Secretary, Walgreens Boots Alliance, Inc.

Claudio Moreno, Treasurer

Present Principal Occupation: Vice President, Global Treasury, Walgreens Boots Alliance, Inc.

Amelia Legutki, Assistant Secretary

Present Principal Occupation: Senior Director, US Tax Research & Planning, Walgreens Boots Alliance, Inc.

WALGREENS BOOTS ALLIANCE, INC.

DIRECTORS

Unless otherwise noted, the business address for each person listed below is c/o Walgreens Boots Alliance, Inc., 108 Wilmot Road, Deerfield, Illinois 60015. To the knowledge of WBA, all directors listed below are United States citizens, except for Janice M. Babiak, who is a citizen of the United States and the United Kingdom; John A. Lederer, who is a citizen of Canada; Stefano Pessina, who is a citizen of Monaco; and Dominic Murphy, who is a citizen of the Republic of Ireland.

Janice M. Babiak

Present Principal Occupation: Former Partner, Ernst & Young LLP

David J. Brailer, MD, Ph.D

Present Principal Occupation: Chairman, Health Evolution Partners

William C. Foote

Present Principal Occupation: Former Chairman and CEO, USG Corporation

Ginger L. Graham

Present Principal Occupation: President and CEO, Two Trees Consulting

John A. Lederer

Present Principal Occupation: Former President and CEO, US Foods

Dominic P. Murphy

Business Address: Stirling Square, 7 Carlton Gardens, London SW1Y 5AD, United Kingdom

Present Principal Occupation: Partner, Kohlberg Kravis Roberts & Co. Partners LLP

Stefano Pessina

Business address: 24 Boulevard de Ténaco, Monte Carlo, 98000 Monaco

Present Principal Occupation: Executive Vice Chairman and Chief Executive Officer, Walgreens Boots Alliance, Inc.

Leonard D. Schaeffer

Present Principal Occupation: Judge Robert Maclay Widney Chair and Professor, University of Southern California

Nancy M. Schlichting

Present Principal Occupation: CEO, Henry Ford Health System

James A. Skinner

Present Principal Occupation: Executive Chairman of the Board, Walgreens Boots Alliance, Inc.

OFFICERS

Unless otherwise noted, the business address for each person listed below is *c/o* Walgreens Boots Alliance, Inc., 108 Wilmot Road, Deerfield, Illinois 60015. To the knowledge of WBA, all executive officers listed below are United States citizens, except for George R. Fairweather, Alexander Gourlay and Marco Pagni, who are each citizens of the United Kingdom; Stefano Pessina and Ornella Barra, who are each citizens of Monaco; and Ken Murphy, who is a citizen of the Republic of Ireland.

James A. Skinner

Present Principal Occupation: Executive Chairman of the Board, Walgreens Boots Alliance, Inc.

Stefano Pessina

Business Address: 24 Boulevard de Ténau, Monte Carlo, 98000 Monaco

Present Principal Occupation: Executive Vice Chairman and Chief Executive Officer, Walgreens Boots Alliance, Inc.

Ornella Barra

Business Address: 24 Boulevard de Ténau, Monte Carlo, 98000 Monaco

Present Principal Occupation: Co-Chief Operating Officer of Walgreens Boots Alliance, Inc.

Alexander Gourlay

Present Principal Occupation: Co-Chief Operating Officer of Walgreens Boots Alliance, Inc.

George R. Fairweather

Business Address: Sedley Place, 4th Floor, 361 Oxford Street, London W1C 2JL, United Kingdom

Present Principal Occupation: Executive Vice President and Global Chief Financial Officer, Walgreens Boots Alliance, Inc.

Ken Murphy

Present Principal Occupation: Executive Vice President, Chief Commercial Officer and President, Global Brands, Walgreens Boots Alliance, Inc.

Marco Pagni

Business Address: Sedley Place, 4th Floor, 361 Oxford Street, London W1C 2JL, United Kingdom

Present Principal Occupation: Executive Vice President, Global Chief Administrative Officer and General Counsel, Walgreens Boots Alliance, Inc.

Kimberly Scardino

Present Principal Occupation: Senior Vice President, Global Controller and Chief Accounting Officer, Walgreens Boots Alliance, Inc.

Kathleen Wilson-Thompson

Present Principal Occupation: Executive Vice President and Global Chief Human Resources Officer, Walgreens Boots Alliance, Inc.