

AMERISOURCEBERGEN CORP

Form 3

January 25, 2016

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Walgreens Boots Alliance, Inc.

(Last) (First) (Middle)

108 WILMOT ROAD

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
01/18/20163. Issuer Name and Ticker or Trading Symbol
AMERISOURCEBERGEN CORP [ABC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

11,461,043

I (1)

See footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Warrants (right to buy)	03/18/2016	09/18/2016	Common Stock	22,696,912	\$ 51.5	I ⁽²⁾	See footnote ⁽²⁾
Warrants (right to buy)	03/18/2017	09/18/2017	Common Stock	22,696,912	\$ 52.5	I ⁽²⁾	See footnote ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walgreens Boots Alliance, Inc. 108 WILMOT ROAD DEERFIELD, IL 60015	Â	Â X	Â	Â
WALGREEN CO C/O 108 WILMOT ROAD DEERFIELD, IL 60015	Â	Â X	Â	Â

Signatures

/s/ Jan Stern Reed (General Counsel)
 01/25/2016
 **Signature of Reporting Person Date

/s/ Jan Stern Reed (General Counsel)
 01/25/2016
 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares are held by Walgreens Boots Alliance Holdings LLC ("WBA Holdings"), an indirect wholly-owned subsidiary of Walgreens Boots Alliance, Inc. ("WBA"), and were acquired on various dates in 2013 and 2014 in accordance with the Framework Agreement, dated as of March 18, 2013 among Walgreen Co. ("Walgreen"), Alliance Boots GmbH ("Alliance Boots") and the Issuer (the "Framework Agreement"). The Framework Agreement is described in a Schedule 13D filed by Walgreen and others on April 15, 2014, as amended on January 16, 2015 and January 25, 2016 (as amended, the "Schedule 13D"). On December 31, 2014, WBA became the successor of Walgreen pursuant to a merger to effect a reorganization of Walgreen into a holding company structure, and Walgreen became a direct wholly-owned subsidiary of WBA.

(2) These warrants are held by WBA Holdings, an indirect wholly-owned subsidiary of WBA. This Form 3 is being filed because, pursuant to SEC Rule 13d-3(d), the warrants that become exercisable on March 18, 2016 are deemed to represent beneficial ownership of the underlying shares of common stock for purposes of Section 13(d) of the Exchange Act as of the 60th day preceding the date the warrants become exercisable. WBA Holdings and certain intermediate wholly-owned subsidiaries of WBA and Walgreen (Walgreens Pharmacy Strategies, LLC, Bond Drug Company of Illinois, LLC, Walgreen Eastern Co., Inc., Walgreen Arizona Drug Co. and Walgreen Hastings Co.) described in the Schedule 13D may also be deemed beneficial owners of the securities reported in this Form 3. As a result of the foregoing, the reporting persons may be deemed to beneficially own more than 10% of the Issuer's outstanding common stock for purposes of SEC Rule 16a-1(a)(1).

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Remarks:

Each reporting person expressly disclaims beneficial ownership of the securities described herein except.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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