

AMERISOURCEBERGEN CORP

Form 4

August 25, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

2. Issuer Name **and** Ticker or Trading  
Symbol  
AMERISOURCEBERGEN CORP  
[ABC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
108 WILMOT ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/25/2016

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

DEERFIELD, IL 60015

4. 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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/25/2016		X		22,696,912	A	\$ 52.5
					56,854,867	I	(1) (3)

See  
footnotes  
(1) (3)

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

# Edgar Filing: AMERISOURCEBERGEN CORP - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount Number of Shares
Warrants (right to buy)	\$ 52.5	08/25/2016		X	22,696,912	08/25/2016	02/27/2017	Common Stock	22,696,912		

## Reporting Owners

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

## Signatures

/s/ Kimberly Scardino, Senior Vice President, Global Controller and Chief Accounting Officer of WBA	08/25/2016
____Signature of Reporting Person	Date
/s/ Jason Dubinsky, Vice President of WBA Holdings	08/25/2016
____Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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 in accordance with the Framework Agreement, dated as of March 18, 2013 among Walgreen Co. ("Walgreen"), Alliance Boots GmbH 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, January 25, 2016, March 22, 2016 and August 25, 2016 (as amended, the "Schedule 13D").
- (2) These warrants were held by WBA Holdings and were acquired pursuant to the Framework Agreement on March 18, 2013 and became exercisable on August 25, 2016 as described in the Schedule 13D.
- (3) As described in the Schedule 13D, WBA Investments, Inc., a direct wholly-owned subsidiary of WBA and the sole member of WBA Holdings, may also be deemed to beneficially own the securities reported in this Form 4.

### Remarks:

Each reporting person expressly disclaims beneficial ownership of the securities described herein except to the extent of such person's direct ownership. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

## Edgar Filing: AMERISOURCEBERGEN CORP - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.