

AMERISOURCEBERGEN CORP

Form 11-K

June 21, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 11-K**

**þ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the fiscal year ended December 31, 2009**

**OR**

**o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 001-16671**

**AMERISOURCEBERGEN EMPLOYEE INVESTMENT PLAN**

**(Full title of the plan)**

**AMERISOURCEBERGEN CORPORATION**

**(Name of issuer of the securities held pursuant to the plan)**

**1300 Morris Drive, Chesterbrook, PA**

**19087-5594**

**(Address of principal executive offices of issuer of  
securities)**

**(Zip code)**

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AmerisourceBergen Employee Investment Plan

Financial Statements and Supplemental Schedule

December 31, 2009 and 2008 and for the year ended December 31, 2009 with Report of Independent Registered  
Public Accounting Firm

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AmerisourceBergen Employee Investment Plan  
Financial Statements and Supplemental Schedule  
December 31, 2009 and 2008 and for the year ended December 31, 2009

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Report of Independent Registered Public Accounting Firm

To the AmerisourceBergen Corporation Benefits Committee

We have audited the accompanying statements of net assets available for benefits of the AmerisourceBergen Employee Investment Plan as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2009 and 2008, and the changes in its net assets available for benefits for the year ended December 31, 2009, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2009, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP  
Philadelphia, Pennsylvania  
June 21, 2010

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AmerisourceBergen Employee Investment Plan  
Statements of Net Assets Available for Benefits

|                                                                                                                                                | <b>As of December 31,</b> |                |
|------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|----------------|
|                                                                                                                                                | <b>2009</b>               | <b>2008</b>    |
| <b>Assets</b>                                                                                                                                  |                           |                |
| Investments                                                                                                                                    |                           |                |
| Registered investment companies                                                                                                                | \$ 244,324,798            | \$ 168,309,798 |
| Common collective trust fund                                                                                                                   | 77,414,214                | 77,893,230     |
| Common stock funds                                                                                                                             | 43,091,719                | 29,550,855     |
| Participant loans                                                                                                                              | 9,945,211                 | 9,005,894      |
| Total investments                                                                                                                              | 374,775,942               | 284,759,777    |
| Receivables                                                                                                                                    |                           |                |
| Unsettled trades                                                                                                                               |                           | 93,905         |
| Employer contributions                                                                                                                         | 3,919,948                 | 3,672,878      |
| Total receivables                                                                                                                              | 3,919,948                 | 3,766,783      |
| Net assets reflecting investments at fair value                                                                                                | 378,695,890               | 288,526,560    |
| Adjustment from fair value to contract value for interest in common collective trust relating to fully-benefit responsive investment contracts | 972,639                   | 3,160,936      |
| Net assets available for benefits                                                                                                              | \$ 379,668,529            | \$ 291,687,496 |
| See accompanying notes.                                                                                                                        |                           |                |

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AmerisourceBergen Employee Investment Plan  
Statement of Changes in Net Assets Available for Benefits  
**Year ended December 31, 2009**

**Additions:**

Additions to net assets attributed to:

|                                               |              |
|-----------------------------------------------|--------------|
| Interest and dividend income                  | \$ 7,702,180 |
| Net appreciation in fair value of investments | 63,075,293   |

Contributions:

|             |            |
|-------------|------------|
| Participant | 26,190,832 |
| Employer    | 17,517,035 |
| Rollover    | 1,899,735  |
|             | 45,607,602 |

|                 |             |
|-----------------|-------------|
| Total additions | 116,385,075 |
|-----------------|-------------|

**Deductions:**

Deductions of net assets attributed to:

|                               |            |
|-------------------------------|------------|
| Benefits paid to participants | 28,244,719 |
| Administrative expenses       | 159,323    |

|                  |            |
|------------------|------------|
| Total deductions | 28,404,042 |
|------------------|------------|

|              |            |
|--------------|------------|
| Net increase | 87,981,033 |
|--------------|------------|

Net assets available for benefits:

|                   |             |
|-------------------|-------------|
| Beginning of year | 291,687,496 |
|-------------------|-------------|

|             |                |
|-------------|----------------|
| End of year | \$ 379,668,529 |
|-------------|----------------|

See accompanying notes.

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AmerisourceBergen Employee Investment Plan  
Notes to Financial Statements

**NOTE 1 DESCRIPTION OF PLAN**

The following description of the AmerisourceBergen Employee Investment Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution plan that covers eligible employees of AmerisourceBergen Corporation and affiliated companies (collectively, the "Company"), who have at least 30 days of continuous employment or 1,000 hours of service during 12 consecutive months, beginning with the first hour of service, and are age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

**Contributions**

Each year, participants are entitled to contribute 1% to 25% of their pretax annual compensation, as defined in the Plan, to the extent that the contributions comply with Internal Revenue Code ("IRC") limitations. Participants may also contribute amounts representing distributions and/or transfers from other qualified defined benefit or defined contribution plans. The Company contributes to the Plan for each participating employee an amount equal to 100% of the participant's contributions up to 3% of eligible pretax compensation and 50% of the participant's contributions for the next 2% of eligible pretax compensation.

Additional amounts may be contributed to each participating employee's account for those employees currently employed by the Company on the last day of the last pay period of the Plan year, at the discretion of the Company. The Company elected to make discretionary contributions of \$3,752,512 and \$3,479,035 for the 2009 and 2008 Plan years, respectively.

Upon enrollment, a participant may direct the investment of employee and employer contributions to any of the Plan's fund options. Participants may change their investment options at any time.

**Participant Accounts**

A separate account is maintained for each investment option of a participant by type of contribution. Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and, (b) Plan earnings, and is charged with an allocation of (a) administrative expenses and (b) Plan losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.



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AmerisourceBergen Employee Investment Plan  
Notes to Financial Statements

**Vesting**

Participants immediately vest in their own contributions and actual earnings or losses thereon.

In addition, participants are immediately vested in their Company matching contributions, and actual earnings or losses thereon. The vesting of the Company discretionary contribution, if any, is based on a graded schedule as follows:

| Years of Service              | Vested Percentage |
|-------------------------------|-------------------|
| Less than 2 years             | 0%                |
| 2 years but less than 3 years | 25%               |
| 3 years but less than 4 years | 50%               |
| 4 years but less than 5 years | 75%               |
| 5 years or more               | 100%              |

**Participant Loans**

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000, reduced by the highest outstanding loan balance in the last twelve months or 50% of their vested account balance. This amount will be transferred from the participant's account and placed in a separate Participant Loan Fund. Interest charged on participant loans is credited to the individual participant accounts.

The term of the loan may not exceed five years unless it qualifies as a primary residence loan, in which case the loan may not exceed ten years. Participant loans are collateralized by the vested balance in the participant's account and bear interest at the Prime Rate (as determined by the Administrator as of the date the loan is processed) plus one percent. Foreclosure on defaulted participant loans does not occur until a distributable event, as defined, occurs. At December 31, 2009 and 2008, participant loans are shown as separate investments of the Plan, with interest rates ranging from 4.0% to 10.5%.

**Payment of Benefits**

Upon termination of service, death, disability or retirement, the vested portion of a participant's account, less any loans outstanding, may be distributed in a lump sum (or, in certain defined situations, in annual installments). In addition, hardship withdrawals are permitted if certain criteria are met. Hardship withdrawals require a suspension from contributions to the Plan for a period of six months after receipt of the distribution.

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AmerisourceBergen Employee Investment Plan  
Notes to Financial Statements

**Forfeited Accounts**

If participants separate from service before becoming fully vested in their accounts, the portion of the account attributable to nonvested employer contributions plus/minus actual earnings or losses thereon is not forfeited until the earlier of the date the participant receives a distribution or the date the participant incurs a five-year break in service. Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company matching contributions. During the year ended December 31, 2009, employer matching contributions were reduced by \$100,879 from forfeited nonvested accounts. Forfeited nonvested accounts totaled \$100,114 and \$62,873 at December 31, 2009 and 2008, respectively.

**Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the Plan's net assets available for benefits after Plan expenses will be distributed to each participant according to his or her account balance, which will be immediately 100% vested.

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The accompanying financial statements have been prepared on the accrual basis in accordance with U.S. generally accepted accounting principles.

**New Accounting Pronouncements**

On December 31, 2009, the Plan adopted Accounting Standards Update (ASU) No. 2009-1, Topic 105 - Generally Accepted Accounting Principles, which amended ASC 105, Generally Accepted Accounting Principles, to establish the Accounting Standards Codification, (the Codification) as the source of authoritative GAAP recognized by the Financial Accounting Standards Board (FASB) to be applied by nongovernmental entities. On the effective date, the Codification superseded all then-existing accounting and reporting standards. All previous references to the superseded standards in the Plan's financial statements have been replaced by references to the applicable sections of the Codification. The adoption of these sections did not have a material impact on the Plan's financial statements. In January 2010, the FASB issued ASU No. 2010-06, Improving Disclosures about Fair Value Measurements (ASU No. 2010-06), which primarily requires new disclosures related to the levels within the fair value hierarchy. An entity is required to disclose significant transfers in and out of Levels 1 and 2 of the fair value hierarchy, and separately present information related to purchases, sales, issuances, and settlements in the reconciliation of fair value measurements classified as Level 3. In addition, ASU 2010-06 amends the fair value disclosure requirement for pension and postretirement benefit plan assets to require this disclosure at the investment class level. ASU 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements, which will be effective for reporting periods beginning after December 15, 2010. Adoption of ASU 2010-06 did not have a material impact on the Plan's financial statements.

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AmerisourceBergen Employee Investment Plan  
Notes to Financial Statements

In September 2009, the FASB issued ASU No. 2009-12, Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent) ( ASU 2009-12 ), which amends the Fair Value Measurements and Disclosures Topic of the FASB ASC to permit the use of net asset value per share, without further adjustment, to estimate the fair value of investments in investment companies that do not have readily determinable fair values. The net asset value per share must be calculated in a manner consistent with the measurement principles of the Financial Services Investment Companies Topic of the FASB ASC and can be used by investors in investments such as hedge funds, private equity funds, venture capital funds, and real estate funds. If it were probable the investment will be sold for an amount other than net asset value, the investor would be required to estimate the fair value of the investment considering all of the rights and obligations of the investment and any other market available data. In addition, the amendments require enhanced disclosure for the investments within the scope of this accounting update. The accounting guidance in ASU 2009-12 is effective for periods ending after December 15, 2009, and early adoption is permitted. Adoption of ASU No. 2009-12 did not have a material impact on the Plan's financial statements.

In October 2008, the Financial Accounting Standards Board ( FASB ) issued ASC 820-10-65-2, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active, which clarifies the application of ASC 820, Fair Value Measurements and Disclosures, in markets that are not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for an asset is not active. The guidance in ASC 820-10-65-2 was effective upon issuance, including prior periods for which financial statements had not been issued. The Plan adopted ASC 820 effective January 1, 2008. Adoption of ASC 820-10-65-2 did not have a material impact on the Plan's financial statements.

In April 2009, the FASB issued ASC 820-10-65-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly. ASC 820-10-65-4 supersedes ASC 820-10-65-2 and amends ASC 820 to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased in relation to normal market activity for the asset or liability. ASC 820-10-65-4 also provides additional guidance on circumstances that may indicate that a transaction is not orderly and on defining major categories of debt and equity securities in meeting the disclosure requirements of ASC 820. ASC 820-10-65-4 is effective for reporting periods ending after June 15, 2009. Adoption of ASC 820-10-65-4 did not have a material impact on the Plan's financial statements.

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AmerisourceBergen Employee Investment Plan  
Notes to Financial Statements

**Use of Estimates**

The preparation of financial statements, in conformity with U.S. generally accepted accounting principles, requires management to make estimates that affect the amounts reported in the financial statements, accompanying notes, and supplemental schedule. Actual results could differ from those estimates.

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value. Shares of Registered Investment Companies are quoted at market prices, which represent the net asset value of shares held by the Plan at year-end. The Plan's interest in the Common Collective Trust Fund is valued based on information reported by the investment advisor using the audited financial statements of the Common Collective Trust Fund at year-end. The AmerisourceBergen Common Stock Fund is valued at its year-end closing price (constituting market value of shares owned, plus un-invested cash position). Participant Loans are valued at their outstanding balances, which approximate fair value.

As described in ASC 946-210-45-9, Fully Benefit-Responsive Investment Contracts, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common collective trust, Fidelity Managed Income Portfolio II Class II. As required by ASC 946-210-45-9, the statements of net assets available for benefits present the fair value of the plan's holdings of Fidelity Managed Income Portfolio II Class II as of December 31, 2009 and 2008, and the adjustment from fair value to contract value. The fair value of the Plan's interest in the Fidelity Managed Income Portfolio II Class II is based on information reported by the issuer of the common collective trust at year-end. The contract value of Fidelity Managed Income Portfolio II Class II represents contributions plus earnings, less participant withdrawals and administrative expenses. Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are recorded as a component of dividend income.

**Payment of Benefits**

Benefits are recorded when paid.

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AmerisourceBergen Employee Investment Plan  
Notes to Financial Statements

**NOTE 3 FAIR VALUE MEASUREMENTS**

Effective January 1, 2008 the Plan adopted ASC 820, Fair Value Measurements and Disclosures. ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements). Adoption of ASC 820 did not have a material impact on the Plan's financial statements.

The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Financial assets and liabilities whose values are based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 Financial assets and liabilities whose values are based on the following:

- a) Quoted prices for similar assets or liabilities in active markets;
- b) Quoted prices for identical or similar assets or liabilities in non-active markets;
- c) Pricing models whose inputs are observable for substantially the full term of the asset or liability;
- d) Pricing models whose inputs are derived principally from or corroborated by observable market data through correlation or other means for substantially the full term of the asset or liability.

Level 3 Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable. These inputs reflect management's own judgment about the assumptions a market participant would use in pricing the asset or liability.

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AmerisourceBergen Employee Investment Plan  
Notes to Financial Statements

Below are the Plan's financial instruments carried at fair value on a recurring basis by their ASC 820 fair value hierarchy levels:

| As of December 31, 2009          |                  |                                                                          |                                                         |                                                  |
|----------------------------------|------------------|--------------------------------------------------------------------------|---------------------------------------------------------|--------------------------------------------------|
|                                  | Total Fair Value | Level 1<br>Quoted Prices<br>in Active<br>Markets For<br>Identical Assets | Level 2<br>Significant<br>Other<br>Observable<br>Inputs | Level 3<br>Significant<br>Unobservable<br>Inputs |
| Investments                      |                  |                                                                          |                                                         |                                                  |
| Registered Investment Companies: |                  |                                                                          |                                                         |                                                  |
| <i>Equity Funds</i>              | 143,327,270      | 143,327,270                                                              |                                                         |                                                  |
| <i>Blended Funds</i>             | 73,272,347       | 73,272,347                                                               |                                                         |                                                  |
| <i>Bond Fund</i>                 | 27,725,181       | 27,725,181                                                               |                                                         |                                                  |
| Common Stock Fund                | 43,091,719       | 43,091,719                                                               |                                                         |                                                  |
| Common Collective Trust Fund     | 77,414,214       |                                                                          | 77,414,214                                              |                                                  |
| Participant Loans                | 9,945,211        |                                                                          |                                                         | 9,945,211                                        |

| As of December 31, 2008          |                  |                                                                          |                                                         |                                                  |
|----------------------------------|------------------|--------------------------------------------------------------------------|---------------------------------------------------------|--------------------------------------------------|
|                                  | Total Fair Value | Level 1<br>Quoted Prices<br>in Active<br>Markets For<br>Identical Assets | Level 2<br>Significant<br>Other<br>Observable<br>Inputs | Level 3<br>Significant<br>Unobservable<br>Inputs |
| Investments                      |                  |                                                                          |                                                         |                                                  |
| Registered Investment Companies: |                  |                                                                          |                                                         |                                                  |
| <i>Equity Funds</i>              | 100,868,931      | 100,868,931                                                              |                                                         |                                                  |
| <i>Blended Funds</i>             | 46,156,228       | 46,156,228                                                               |                                                         |                                                  |
| <i>Bond Fund</i>                 | 21,284,639       | 21,284,639                                                               |                                                         |                                                  |
| Common Stock Funds               | 29,550,855       | 29,550,855                                                               |                                                         |                                                  |
| Common Collective Trust Fund     | 77,893,230       |                                                                          | 77,893,230                                              |                                                  |
| Participant Loans                | 9,005,894        |                                                                          |                                                         | 9,005,894                                        |

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 investment assets and liabilities for the year ended December 31, 2009:

| Investment        | Beginning Fair Value | Purchases, Sales, Issuances, Settlements, Net | Ending Fair Value |
|-------------------|----------------------|-----------------------------------------------|-------------------|
| Participant Loans | \$ 9,005,894         | \$ 939,317                                    | \$ 9,945,211      |

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AmerisourceBergen Employee Investment Plan  
Notes to Financial Statements

**NOTE 4 RELATED PARTY TRANSACTIONS**

The Plan invests in shares of registered investment companies and a common collective trust fund managed by an affiliate of Fidelity Management Trust Company ( Fidelity ). Fidelity acts as trustee for investments in the Plan. Transactions in such investments qualify as party-in-interest transactions and are exempt from the prohibited transaction rules.

The plan held investments in AmerisourceBergen common stock with a fair value of \$43,091,719 and \$29,550,831 as of December 31, 2009 and 2008, respectively. Dividends of \$411,532 were received during the year ended December 31, 2009.

**NOTE 5 INVESTMENTS**

The individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

|                                                                          | December 31,  |               |
|--------------------------------------------------------------------------|---------------|---------------|
|                                                                          | 2009          | 2008          |
| Legg Mason Value Trust Fund, Inc. Financial Intermediary Class           | \$ 21,567,746 | \$ 14,909,897 |
| Fidelity Growth Company Fund                                             | 29,287,785    | 19,256,604    |
| Fidelity Diversified International Fund                                  | 28,099,709    | 20,318,146    |
| Fidelity Freedom 2020 Fund                                               | 21,729,257    | 16,463,506    |
| Fidelity Managed Income Portfolio II Class II (stated at contract value) | 78,386,853    | 81,054,166    |
| AmerisourceBergen Common Stock Fund                                      | 43,091,719    | 29,550,831    |
| PIMCO Total Return Fund Institutional Class                              | 27,725,181    | 21,284,639    |

During the year ended December 31, 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

|                                 |               |
|---------------------------------|---------------|
| Registered investment companies | \$ 49,278,096 |
| Common stock funds              | 13,797,197    |
|                                 | \$ 63,075,293 |

The investment objective of the Fidelity Managed Income Portfolio II Class II ( MIP II ) is to seek the preservation of capital. To achieve its investment objective, MIP II invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enters into wrapper contracts issued by third-parties, and invests in cash equivalents represented by shares in a money market fund. MIP II seeks to minimize its exposure to wrap credit risk through, among other means, diversification of the wrap contracts across an approved group of issuers. MIP II's ability to receive amounts due pursuant to these contracts is dependent upon the issuer's ability to meet their financial obligations. The Plan is required to provide Fidelity with advance notification in the event that it elects to fully liquidate its investment in MIP II.

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AmerisourceBergen Employee Investment Plan  
Notes to Financial Statements

**NOTE 6 TAX STATUS**

The Plan has received a determination letter from the Internal Revenue Service ( IRS ) dated May 5, 2008, stating that the Plan is qualified under Section 401(a) of the IRC and, therefore, the related trust is exempt from taxation.

Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

**NOTE 7 RISKS AND UNCERTAINTIES**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

**NOTE 8 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

|                                                                                                                                                | December 31,   |                |
|------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------|
|                                                                                                                                                | 2009           | 2008           |
| Net assets available for benefits per the financial statements                                                                                 | \$ 379,668,529 | \$ 291,687,496 |
| Adjustment from contract value to fair value for interest in common collective trust relating to fully-benefit responsive investment contracts | (972,639)      | (3,160,936)    |
| Participant loans deemed distributed                                                                                                           | (158,150)      | (116,893)      |
| Net assets available for benefits per Form 5500                                                                                                | \$ 378,537,740 | \$ 288,409,667 |



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AmerisourceBergen Employee Investment Plan  
Notes to Financial Statements

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500:

|                                                                                                       | Year Ended<br>December 31,<br>2009 |
|-------------------------------------------------------------------------------------------------------|------------------------------------|
| Benefits paid to participants per the financial statements                                            | \$ 28,244,719                      |
| Add: Amounts allocated on Form 5500 to deemed distributions of participant loans                      | 71,119                             |
| Less: Amounts allocated on Form 5500 to repayments on participant loans previously deemed distributed | (29,862)                           |
| Benefits paid to participants per Form 5500                                                           | \$ 28,285,976                      |

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Schedule 1

AmerisourceBergen Employee Investment Plan  
 EIN: 23-2353106 Plan: 010  
 Schedule H, line 4i Schedule of Assets (Held At End of Year)  
 December 31, 2009

| Identity of Issue, Borrower, Lessor, or Similar                                | Description of Investment, Including<br>Maturity Date, Rate of Interest, | Current<br>Value |
|--------------------------------------------------------------------------------|--------------------------------------------------------------------------|------------------|
| Party                                                                          | Collateral, Par or Maturity Value                                        |                  |
| * Fidelity Diversified International Fund                                      | Registered Investment Company                                            | \$ 28,099,709    |
| * Fidelity Growth Company Fund                                                 | Registered Investment Company                                            | 29,287,785       |
| * Fidelity Low-Priced Stock Fund                                               | Registered Investment Company                                            | 10,517,121       |
| * Fidelity Freedom Income Fund                                                 | Registered Investment Company                                            | 1,578,751        |
| * Fidelity Freedom 2000 Fund                                                   | Registered Investment Company                                            | 938,495          |
| * Fidelity Freedom 2005 Fund                                                   | Registered Investment Company                                            | 274,021          |
| * Fidelity Freedom 2010 Fund                                                   | Registered Investment Company                                            | 4,715,126        |
| * Fidelity Freedom 2015 Fund                                                   | Registered Investment Company                                            | 4,203,852        |
| * Fidelity Freedom 2020 Fund                                                   | Registered Investment Company                                            | 21,729,257       |
| * Fidelity Freedom 2025 Fund                                                   | Registered Investment Company                                            | 5,434,114        |
| * Fidelity Freedom 2030 Fund                                                   | Registered Investment Company                                            | 12,384,049       |
| * Fidelity Freedom 2035 Fund                                                   | Registered Investment Company                                            | 6,436,015        |
| * Fidelity Freedom 2040 Fund                                                   | Registered Investment Company                                            | 9,361,112        |
| * Fidelity Freedom 2045 Fund                                                   | Registered Investment Company                                            | 4,248,885        |
| * Fidelity Freedom 2050 Fund                                                   | Registered Investment Company                                            | 1,968,670        |
| * Fidelity Spartan U.S. Equity Index Fund                                      | Registered Investment Company                                            | 14,109,866       |
| Allianz NFJ Dividend Value Fund Institutional Class                            | Registered Investment Company                                            | 13,918,978       |
| Legg Mason Value Trust, Inc. Financial Intermediary Class                      | Registered Investment Company                                            | 21,567,746       |
| Morgan Stanley Institutional Fund, Inc. Small Company Growth Portfolio Class P | Registered Investment Company                                            | 6,629,114        |
| Munder Mid-Cap Core Growth Fund Class Y                                        | Registered Investment Company                                            | 11,905,097       |
| PIMCO Total Return Fund Institutional Class                                    | Registered Investment Company                                            | 27,725,181       |
| RS Value Fund Class A Shares                                                   | Registered Investment Company                                            | 7,291,854        |
| * Fidelity Managed Income Portfolio II Class II                                | Common Collective Trust Fund                                             | 77,414,214       |
| * AmerisourceBergen Common Stock Fund                                          | Common Stock Fund                                                        | 43,091,719       |
| * Participant Loans                                                            | Interest rates from 4.0% to 10.5%                                        | 9,945,211        |
| Total                                                                          |                                                                          | \$ 374,775,942   |

\* Party in Interest

Note: Cost information has not been presented as all investments are participant directed.



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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

AmerisourceBergen Employee Investment Plan

By: /s/ June Barry  
June Barry  
Senior Vice President,  
Human Resources  
AmerisourceBergen Corporation

June 21, 2010