

AMERISOURCEBERGEN CORP

Form 8-K

November 21, 2017

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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FORM 8-K

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): November 20, 2017

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AmerisourceBergen Corporation

(Exact name of Registrant as specified in its charter)

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|---|---------------------------|--|
| Delaware  | 1-16671                   | 23-3079390                                       |
| (State or Other Jurisdiction of<br>Incorporation or Organization) | Commission<br>File Number | (I.R.S.<br>Employer<br>Identification<br>Number) |

|  |            |
|--|------------|
| 1300 Morris Drive                        | 19087      |
| Chesterbrook, PA                         | (Zip Code) |
| (Address of principal executive offices) |            |

Registrant's telephone number, including area code: (610) 727-7000

N/A

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 8.01. Other Events.

On November 20, 2017, AmerisourceBergen Corporation (the “Company”) and H.D. Smith Holding Company (“H.D. Smith”) issued a joint news release announcing that the Company had entered into an agreement to acquire H.D. Smith, the largest independent wholesaler in the U.S., for \$815 million in cash. H.D. Smith is a privately held independent pharmaceuticals distributor of wholesale brand, generic and specialty pharmaceuticals. Prior to the closing of the transaction, H.D. Smith will transfer certain of its businesses that will not be included in the transaction to certain of its shareholders. The transaction is subject to customary closing conditions, including the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. The transaction is expected to close in early calendar 2018.

The joint news release issued on November 20, 2017 is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed as part of this report:

99.1 Joint News Release, dated November 20, 2017, of AmerisourceBergen Corporation and H.D. Smith Holding Company, regarding the entry into an agreement to acquire H.D. Smith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERISOURCEBERGEN CORPORATION

Date: November 21, 2017 By: /s/ Tim G. Guttman

Name: Tim G. Guttman

Title: Executive Vice President and Chief Financial Officer