

AMERISOURCEBERGEN CORP  
Form SC 13D/A  
January 25, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**AMERISOURCEBERGEN CORPORATION**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**03073E105**

**(CUSIP Number)**

**Jan Stern Reed**  
**Senior Vice President, General Counsel and Corporate Secretary**

**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)**

**January 18, 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

34,157,955

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

34,157,955

11 Aggregate Amount Beneficially Owned by Each Reporting Person

34,157,955

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)

14.96%\*

14 Type of Reporting Person (See Instructions)

OO

\* This calculation is based on 205,632,943 shares of Common Stock outstanding as of October 31, 2015 (as reported by the Issuer in its Annual Report on Form 10-K for the fiscal year ended September 30, 2015 filed with the SEC on November 24, 2015), plus the 22,696,912 shares of Common Stock issuable upon the exercise of warrants (Warrant 1) that may be deemed to be beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this Amendment No. 2, which shares are deemed to be outstanding for the purpose of computing the percentage of outstanding shares beneficially owned by the Reporting Person in accordance with Exchange Act Rule 13d-3(d)(1)(i).

13D

CUSIP No. 03073E105

1 Name of Reporting Person

Walgreens Pharmacy Strategies, 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

Illinois

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

34,157,955

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

34,157,955

11 Aggregate Amount Beneficially Owned by Each Reporting Person

34,157,955

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)

14.96%\*

14 Type of Reporting Person (See Instructions)

OO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Bond Drug Company of Illinois, 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

Illinois

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

34,157,955

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With



34,157,955

11 Aggregate Amount Beneficially Owned by Each Reporting Person

34,157,955

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)

14.96%\*

14 Type of Reporting Person (See Instructions)

OO

\* This calculation is based on 205,632,943 shares of Common Stock outstanding as of October 31, 2015 (as reported by the Issuer in its Annual Report on Form 10-K for the fiscal year ended September 30, 2015 filed with the SEC on November 24, 2015), plus the 22,696,912 shares of Common Stock issuable upon the exercise of warrants (Warrant 1) that may be deemed to be beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this Amendment No. 2, which shares are deemed to be outstanding for the purpose of computing the percentage of outstanding shares beneficially owned by the Reporting Person in accordance with Exchange Act Rule 13d-3(d)(1)(i).

13D

CUSIP No. 03073E105

1 Name of Reporting Person

Walgreen Eastern Co., 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

New York

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

34,157,955

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

34,157,955

11 Aggregate Amount Beneficially Owned by Each Reporting Person

34,157,955

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)

14.96%\*

14 Type of Reporting Person (See Instructions)

CO

\* This calculation is based on 205,632,943 shares of Common Stock outstanding as of October 31, 2015 (as reported by the Issuer in its Annual Report on Form 10-K for the fiscal year ended September 30, 2015 filed with the SEC on November 24, 2015), plus the 22,696,912 shares of Common Stock issuable upon the exercise of warrants (Warrant 1) that may be deemed to be beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this Amendment No. 2, which shares are deemed to be outstanding for the purpose of computing the percentage of outstanding shares beneficially owned by the Reporting Person in accordance with Exchange Act Rule 13d-3(d)(1)(i).

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Walgreen Arizona Drug Co.

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

Arizona

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

34,157,955

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

34,157,955

11 Aggregate Amount Beneficially Owned by Each Reporting Person

34,157,955

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)

14.96%\*

14 Type of Reporting Person (See Instructions)

CO

\* This calculation is based on 205,632,943 shares of Common Stock outstanding as of October 31, 2015 (as reported by the Issuer in its Annual Report on Form 10-K for the fiscal year ended September 30, 2015 filed with the SEC on November 24, 2015), plus the 22,696,912 shares of Common Stock issuable upon the exercise of warrants (Warrant 1) that may be deemed to be beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this Amendment No. 2, which shares are deemed to be outstanding for the purpose of computing the percentage of outstanding shares beneficially owned by the Reporting Person in accordance with Exchange Act Rule 13d-3(d)(1)(i).

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Walgreen Hastings Co.

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

Nebraska

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

34,157,955

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

34,157,955

11 Aggregate Amount Beneficially Owned by Each Reporting Person

34,157,955

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)

14.96%\*

14 Type of Reporting Person (See Instructions)

CO

\* This calculation is based on 205,632,943 shares of Common Stock outstanding as of October 31, 2015 (as reported by the Issuer in its Annual Report on Form 10-K for the fiscal year ended September 30, 2015 filed with the SEC on November 24, 2015), plus the 22,696,912 shares of Common Stock issuable upon the exercise of warrants (Warrant 1) that may be deemed to be beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this Amendment No. 2, which shares are deemed to be outstanding for the purpose of computing the percentage of outstanding shares beneficially owned by the Reporting Person in accordance with Exchange Act Rule 13d-3(d)(1)(i).

13D

CUSIP No. 03073E105

1 Name of Reporting Person

Walgreen Co.

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)

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

Illinois

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

34,157,955

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With



34,157,955

11 Aggregate Amount Beneficially Owned by Each Reporting Person

34,157,955

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)

14.96%\*

14 Type of Reporting Person (See Instructions)

CO

\* This calculation is based on 205,632,943 shares of Common Stock outstanding as of October 31, 2015 (as reported by the Issuer in its Annual Report on Form 10-K for the fiscal year ended September 30, 2015 filed with the SEC on November 24, 2015), plus the 22,696,912 shares of Common Stock issuable upon the exercise of warrants (Warrant 1) that may be deemed to be beneficially owned by the Reporting Person that are exercisable within 60 days of the date of this Amendment No. 2, which shares are deemed to be outstanding for the purpose of computing the percentage of outstanding shares beneficially owned by the Reporting Person in accordance with Exchange Act Rule 13d-3(d)(1)(i).

13D

CUSIP No. 03073E105

1 Name of Reporting Person

Alliance Boots Luxembourg S.à r.l.

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)

OO

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

..

6 Citizenship or Place of Organization

Luxembourg

Number of 7 Sole Voting Power

Shares

Beneficially 0

8 Shared Voting Power

Owned by

Each

0

Reporting 9 Sole Dispositive Power

Person

With 0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

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)

0%

14 Type of Reporting Person (See Instructions)

OO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Alliance Boots Holdings Limited

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)

OO

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

..

6 Citizenship or Place of Organization

England and Wales

Number of 7 Sole Voting Power

Shares

Beneficially 0

8 Shared Voting Power

Owned by

Each

0

Reporting 9 Sole Dispositive Power

Person

With 0

10 Shared Dispositive Power

0