

AMERISOURCEBERGEN CORP

Form 8-K

September 07, 2017

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): August 31, 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

(Commission File Number)

(IRS

Employer

Identification

No.)

incorporation)

1300 Morris Drive

Chesterbrook, PA 19087

(Address of principal executive offices, including Zip Code)

(610) 727-7000

(Registrant's telephone number, including area code)

Not Applicable

(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:

- ☐ 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 August 31, 2017, Steven H. Collis, Chairman, President and Chief Executive Officer of AmerisourceBergen Corporation (the "Company"), adopted a pre-arranged Rule 10b5-1 stock trading plan (the "10b5-1 plan"). Under the 10b5-1 plan, Mr. Collis may sell up to an aggregate of 384,294 shares of the Company's common stock to be acquired through the exercise of stock options which are scheduled to expire on March 1, 2019 and November 14, 2019. Shares may be sold under the 10b5-1 plan on the open market at prevailing market prices and subject to minimum price thresholds specified therein. The 10b5-1 plan is scheduled to terminate on March 8, 2019, unless terminated sooner in accordance with its terms.

Mr. Collis continues to be subject to the Company's executive stock ownership guidelines, under which he is required to hold Company stock valued at least six times his base salary. As of September 6, 2017, Mr. Collis beneficially owned 1,042,526 shares of the Company's common stock. In addition, Mr. Collis has unvested stock options and restricted stock units, and is eligible to receive performance shares based on the Company's cumulative performance at the end of the applicable three-year performance cycle. Mr. Collis does not expect the 10b5-1 plan to materially change his ownership position.

The 10b5-1 plan was adopted in a scheduled open window period under the Company's insider trading policy. The 10b5-1 plan was designed to comply with the guidelines specified in Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended, which permit persons to enter into a pre-arranged plan for buying or selling Company stock at a time when such person is not in possession of material, nonpublic information about the Company.

The transactions under the 10b5-1 plan will be disclosed publicly through Form 4 filings with the Securities and Exchange Commission. Except as may be required by law, the Company does not undertake to report on specific pre-arranged Rule 10b5-1 stock trading plans of Company officers, nor to report modifications or terminations of the aforementioned 10b5-1 plan or the plans of any other individual.

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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: September 7, 2017 By: /s/ John G. Chou  
Name: John G. Chou  
Title: Executive Vice President and  
Chief Legal & Business Officer