

AMERISOURCEBERGEN CORP

Form 8-K

January 03, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): January 2, 2018

AmerisourceBergen Corporation

(Exact name of Registrant as specified in its charter)

Delaware

1-16671

23-3079390

(I.R.S.

(State or Other Jurisdiction of
Incorporation or Organization)

Commission
File Number

Employer
Identification
Number)

1300 Morris Drive

Chesterbrook, PA

(Address of principal executive offices)

19087

(Zip Code)

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

N/A

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

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.

Item 2.01. Completion of Acquisition or Disposition of Assets.

As previously disclosed in the Current Report on Form 8-K filed by AmerisourceBergen Corporation (the “Company”) with the Securities and Exchange Commission on November 21, 2017, the Company entered into an agreement on November 20, 2017, to acquire H.D. Smith Holding Company (“H.D. Smith”), the largest independent wholesaler in the U.S. On January 2, 2018, the Company completed the acquisition and H.D. Smith became a wholly owned subsidiary of the Company. The Company paid a purchase price of \$815 million in cash, subject to a customary working capital adjustment.

Item 7.01. Regulation FD Disclosure.

On January 3, 2018, the Company issued a news release announcing the completion of the acquisition of H.D. Smith, a copy of which is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 News Release, dated January 3, 2018, of AmerisourceBergen Corporation, regarding the completion of the acquisition of H.D. Smith.

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: January 3, 2018 By: /s/ Tim G. Guttman

Name: Tim G. Guttman

Title: Executive Vice President and Chief Financial Officer