AMERISOURCEBERGEN CORP
Form 10-Q
August 08, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE QUARTERLY PERIOD ENDED June 30, 2011

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE TRANSITION PERIOD FROM _________ TO _________

Commission file number 1-16671

AMERISOURCEBERGEN CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**23-3079390**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1300 Morris Drive, Chesterbrook, PA	**19087-5594**
(Address of principal executive offices)	(Zip Code)

(610) 727-7000

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer þ   Accelerated filer o   Non-accelerated filer o   Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

The number of shares of common stock of AmerisourceBergen Corporation outstanding as of July 31, 2011 was 269,256,615.

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PART I. FINANCIAL INFORMATION
ITEM I. Financial Statements (Unaudited)
AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share data)	June 30, 2011 (Unaudited)	September 30, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	$ 2,000,453	$ 1,658,182
Accounts receivable, less allowances for returns and doubtful accounts: $367,640 at June 30, 2011 and $366,477 at September 30, 2010	3,907,112	3,827,484
Merchandise inventories	5,157,796	5,210,098
Prepaid expenses and other	55,944	52,586
Total current assets	11,121,305	10,748,350
Property and equipment, at cost:		
Land	36,040	36,407
Buildings and improvements	310,637	307,448
Machinery, equipment and other	957,426	841,586
Total property and equipment	1,304,103	1,185,441
Less accumulated depreciation	(542,115)	(473,729)
Property and equipment, net	761,988	711,712
Goodwill and other intangible assets	2,843,931	2,845,343
Other assets	128,505	129,438
TOTAL ASSETS	$ 14,855,729	$ 14,434,843
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 8,893,332	$ 8,833,285
Accrued expenses and other	332,426	369,016
Current portion of long-term debt	175	422
Deferred income taxes	781,852	703,621
Total current liabilities	10,007,785	9,906,344
Long-term debt, net of current portion	1,361,889	1,343,158
Other liabilities	282,975	231,044

Stockholders equity:		
Common stock, $0.01 par value authorized: 600,000,000 shares; issued and outstanding: 495,835,322 shares and 272,049,949 shares at June 30, 2011, respectively, and 489,831,248 shares and 277,521,183 shares at September 30, 2010, respectively	4,958	4,898
Additional paid-in capital	4,058,941	3,899,381
Retained earnings	3,939,044	3,465,886
Accumulated other comprehensive loss	(22,488)	(42,536)
	7,980,455	7,327,629
Treasury stock, at cost: 223,785,373 shares at June 30, 2011 and 212,310,065 shares at September 30, 2010	(4,777,375)	(4,373,332)
Total stockholders equity	3,203,080	2,954,297
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 14,855,729	$ 14,434,843

See notes to consolidated financial statements.

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AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(in thousands, except per share data)	Three months ended June 30, 2011	Three months ended June 30, 2010	Nine months ended June 30, 2011	Nine months ended June 30, 2010
Revenue	$ 20,161,022	$ 19,602,120	$ 59,809,888	$ 58,238,606
Cost of goods sold	19,507,441	19,013,750	57,888,739	56,474,798
Gross profit	653,581	588,370	1,921,149	1,763,808
Operating expenses:				
Distribution, selling, and administrative	308,806	289,288	882,971	849,018
Depreciation	23,578	17,556	66,758	50,815
Amortization	4,038	4,069	12,246	12,294
Facility consolidations, employee severance and other		(4,397)		(4,482)
Intangible asset impairments				700
Operating income	317,159	281,854	959,174	855,463
Other loss (income)	62	488	(1,747)	1,033
Interest expense, net	18,605	17,901	56,805	54,447
Income before income taxes	298,492	263,465	904,116	799,983
Income taxes	114,073	100,260	344,816	304,463
Net income	$ 184,419	$ 163,205	$ 559,300	$ 495,520
Earnings per share:				
Basic	$ 0.67	$ 0.58	$ 2.04	$ 1.75
Diluted	$ 0.66	$ 0.57	$ 2.00	$ 1.72
Weighted average common shares outstanding:				
Basic	273,492	281,195	274,484	283,390
Diluted	279,015	286,693	279,837	288,412
Cash dividends declared per share of common stock	$ 0.115	$ 0.08	$ 0.315	$ 0.24

See notes to consolidated financial statements.

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AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(in thousands)	Nine months ended June 30, 2011	2010
OPERATING ACTIVITIES		
Net income	$ 559,300	$ 495,520
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, including amounts charged to cost of goods sold	76,397	60,358
Amortization, including amounts charged to interest expense	15,865	16,043
Provision for doubtful accounts	27,729	30,560
Provision for deferred income taxes	122,233	60,688
Share-based compensation	21,608	24,119
Loss on disposal of property and equipment	584	1,414
Other	3,747	1,537
Changes in operating assets and liabilities:		
Accounts receivable	(93,630)	3,453
Merchandise inventories	55,899	(127,927)
Prepaid expenses and other assets	(2,431)	19,582
Accounts payable, accrued expenses, and income taxes	26,593	(25,511)
Other liabilities	(6,049)	(445)
NET CASH PROVIDED BY OPERATING ACTIVITIES	807,845	559,391
INVESTING ACTIVITIES		
Capital expenditures	(127,473)	(132,302)
Other	876	143
NET CASH USED IN INVESTING ACTIVITIES	(126,597)	(132,159)
FINANCING ACTIVITIES		
Long-term debt borrowings		396,696
Borrowings under revolving and securitization credit facilities	684,306	780,691
Repayments under revolving and securitization credit facilities	(667,105)	(997,411)
Purchases of common stock	(400,253)	(350,262)
Exercises of stock options, including excess tax benefits of $34,585 and $19,996 in fiscal 2011 and 2010, respectively	138,130	122,715
Cash dividends on common stock	(86,920)	(68,306)
Debt issuance costs and other	(7,135)	(10,007)
NET CASH USED IN FINANCING ACTIVITIES	(338,977)	(125,884)
INCREASE IN CASH AND CASH EQUIVALENTS	342,271	301,348
Cash and cash equivalents at beginning of period	1,658,182	1,009,368

CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 2,000,453	$ 1,310,716

See notes to consolidated financial statements.

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**AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

Note 1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements present the consolidated financial position, results of operations and cash flows of AmerisourceBergen Corporation and its wholly owned subsidiaries (the Company) as of the dates and for the periods indicated. All intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles (GAAP) for interim financial information, the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, all adjustments (consisting only of normal recurring accruals, except as otherwise disclosed herein) considered necessary to present fairly the financial position as of June 30, 2011 and the results of operations and cash flows for the interim periods ended June 30, 2011 and 2010 have been included. Certain information and footnote disclosures normally included in financial statements presented in accordance with U.S. GAAP, but which are not required for interim reporting purposes, have been omitted. The accompanying unaudited consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the fiscal year ended September 30, 2010.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual amounts could differ from these estimated amounts.

The Company has four operating segments, which include the operations of AmerisourceBergen Drug Corporation (ABDC), AmerisourceBergen Specialty Group (ABSG), AmerisourceBergen Consulting Services (ABCS), and AmerisourceBergen Packaging Group (ABPG). The Company has aggregated the operating results of all of its operating segments into one reportable segment, Pharmaceutical Distribution, which represents the consolidated operating results of the Company. The businesses of the Pharmaceutical Distribution operating segments are similar in that they service both healthcare providers and pharmaceutical manufacturers in the pharmaceutical supply channel.

Note 2. Income Taxes

The Company files income tax returns in U.S. federal and state jurisdictions as well as various foreign jurisdictions. In fiscal 2010, the U.S. Internal Revenue Service (IRS) completed its examination of the Company s U.S. federal income tax returns for fiscal 2006, 2007 and 2008. No significant adjustments were made resulting from the IRS examination.

In fiscal 2011, the Canada Revenue Service completed its examination of the Canadian federal income tax returns for fiscal 2007 and 2008 and no significant adjustments were made resulting from the examination.

As of June 30, 2011, the Company had unrecognized tax benefits, defined as the aggregate tax effect of differences between tax return positions and the benefits recognized in the Company s financial statements, of $49.3 million ($33.5 million net of federal benefit, which, if recognized, would reduce income tax expense). Included in this amount is $11.5 million of interest and penalties, which the Company records in income tax expense. During the nine months ended June 30, 2011, unrecognized tax benefits decreased by $6.6 million. During the next 12 months, it is reasonably possible that audit resolutions and the expiration of statutes of limitations could result in a reduction of unrecognized tax benefits by approximately $4.7 million.

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AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
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Note 3. Goodwill and Other Intangible Assets

Following is a summary of the changes in the carrying value of goodwill for the nine months ended June 30, 2011 (in thousands):

Goodwill at September 30, 2010	$ 2,544,367
Foreign currency translation	6,663
Goodwill at June 30, 2011	$ 2,551,030

Following is a summary of other intangible assets (in thousands):

	June 30, 2011			September 30, 2010		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Indefinite-lived intangibles-trade names	$ 238,947	$	$ 238,947	$ 238,355	$	$ 238,355
Finite-lived intangibles:						
Customer relationships	122,946	(78,810)	44,136	121,940	(69,207)	52,733
Other	39,224	(29,406)	9,818	36,330	(26,442)	9,888
Total other intangible assets	$ 401,117	$ (108,216)	$ 292,901	$ 396,625	$ (95,649)	$ 300,976

Amortization expense for other intangible assets was $12.2 million and $12.3 million in the nine months ended June 30, 2011 and 2010, respectively. Amortization expense for other intangible assets is estimated to be $16.7 million in fiscal 2011, $14.4 million in fiscal 2012, $12.2 million in fiscal 2013, $8.6 million in fiscal 2014, $4.1 million in fiscal 2015, and $10.2 million thereafter.

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Note 4. Debt

Debt consisted of the following (in thousands):

	June 30, 2011	September 30, 2010
Blanco revolving credit facility at 1.19% and 2.26%, respectively, due 2012	$ 55,000	$ 55,000
Receivables securitization facility due 2014		
Multi-currency revolving credit facility at 3.30% and 3.00%, respectively, due 2015	19,099	907
$392,326, 5 5/8% senior notes due 2012	391,917	391,682
$500,000, 5 7/8% senior notes due 2015	498,756	498,568
$400,000, 4 7/8% senior notes due 2019	397,117	396,915
Other	175	508
Total debt	1,362,064	1,343,580
Less current portion	175	422
Total, net of current portion	$ 1,361,889	$ 1,343,158

In March 2011, the Company entered into a new multi-currency senior unsecured revolving credit facility for $700 million, which expires in March 2015, (the Multi-Currency Revolving Credit Facility) with a syndicate of lenders. Interest on borrowings under the Multi-Currency Revolving Credit Facility accrues at specified rates based on the Company s debt rating and ranges from 87.5 basis points to 192.5 basis points over LIBOR/EURIBOR/Bankers Acceptance Stamping Fee, as applicable (130 basis points over LIBOR/EURIBOR/Bankers Acceptance Stamping Fee at June 30, 2011). Additionally, interest on borrowings denominated in Canadian dollars may accrue at the greater of the Canadian prime rate plus 30 basis points or the CDOR rate. The Company pays facility fees to maintain the availability under the Multi-Currency Revolving Credit Facility at specified rates based on the Company s debt rating, ranging from 12.5 basis points to 32.5 basis points, annually, of the total commitment (20 basis points at June 30, 2011). The Company may choose to repay or reduce its commitments under the Multi-Currency Revolving Credit Facility at any time. The Multi-Currency Revolving Credit Facility contains covenants, including compliance with a financial leverage ratio test, as well as others that impose limitations on, among other things, indebtedness of excluded subsidiaries and asset sales.

In April 2011, the Company amended its $700 million receivables securitization facility (Receivables Securitization Facility), which now expires in April 2014. The Company continues to have available to it an accordion feature whereby the commitment on the Receivables Securitization Facility may be increased by up to $250 million, subject to lender approval, for seasonal needs during the December and March quarters. Interest rates are based on prevailing market rates for short-term commercial paper or LIBOR plus a program fee of 90 basis points. The Company pays an unused fee of 45 basis points, annually, to maintain the availability under the Receivables Securitization Facility. At June 30, 2011, there were no borrowings outstanding under the Receivables Securitization Facility. The Receivables Securitization Facility contains similar covenants to the Multi-Currency Revolving Credit Facility.

In April 2011, the Company amended the Blanco revolving credit facility (the Blanco Credit Facility) to extend the maturity date to April 2012. Borrowings under the Blanco Credit Facility are guaranteed by the Company. Interest on borrowings under the Blanco Credit Facility accrues at specific rates based on the Company s debt rating (100 basis points over LIBOR at June 30, 2011). The Blanco Credit Facility is not classified in the current portion of long-term debt on the consolidated balance sheet at June 30, 2011 because the Company has both the ability and intent to refinance it on a long-term basis.

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AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Note 5. Stockholders Equity and Earnings per Share

The following table illustrates comprehensive income for the three and nine months ended June 30, 2011 and 2010 (in thousands):

	Three months ended June 30, 2011	Three months ended June 30, 2010	Nine months ended June 30, 2011	Nine months ended June 30, 2010
Net income	$ 184,419	$ 163,205	$ 559,300	$ 495,520
Foreign currency translation adjustments and other	4,219	(11,866)	20,048	(4,063)
Comprehensive income	$ 188,638	$ 151,339	$ 579,348	$ 491,457

In November 2009, the Company s board of directors increased the quarterly cash dividend by 33% from $0.06 per share to $0.08 per share. In November 2010, the Company s board of directors authorized another increase in the quarterly cash dividend by 25% to $0.10 per share. In May 2011, the Company s board of directors increased the quarterly cash dividend again by 15% to $0.115 per share.

In November 2009, the Company s board of directors authorized a program allowing the Company to purchase up to $500 million of its outstanding shares of common stock, subject to market conditions. During the fiscal year ended September 30, 2010, the Company purchased 14.4 million shares under this program for a total of $401.9 million. During the three months ended December 31, 2010, the Company purchased 3.2 million shares for $98.1 million to complete its authorization under this program.

In September 2010, the Company s board of directors authorized a new program allowing the Company to purchase up to $500 million of its outstanding shares of common stock, subject to market conditions. During the nine months ended June 30, 2011, the Company purchased 8.2 million shares for $301.9 million under the new program.

Basic earnings per share is computed on the basis of the weighted average number of shares of common stock outstanding during the periods presented. Diluted earnings per share is computed on the basis of the weighted average number of shares of common stock outstanding during the periods presented plus the dilutive effect of stock options, restricted stock, and restricted stock units.

(in thousands)	Three months ended June 30, 2011	Three months ended June 30, 2010	Nine months ended June 30, 2011	Nine months ended June 30, 2010
Weighted average common shares outstanding basic	273,492	281,195	274,484	283,390
Effect of dilutive securities: stock options, restricted stock, and restricted stock units	5,523	5,498	5,353	5,022
Weighted average common shares outstanding diluted	279,015	286,693	279,837	288,412

The potentially dilutive stock options that were antidilutive for the three months ended June 30, 2011 and 2010 were 3.3 million and 3.6 million, respectively, and for the nine months ended June 30, 2011 and 2010 were 1.6 million.

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Note 6. Legal Matters and Contingencies

In the ordinary course of its business, the Company becomes involved in lawsuits, administrative proceedings, government subpoenas, and government investigations, including antitrust, commercial, environmental, product liability, intellectual property, regulatory, employment discrimination, and other matters. Significant damages or penalties may be sought from the Company in some matters, and some matters may require years for the Company to resolve. The Company establishes reserves based on its periodic assessment of estimates of probable losses; however, there can be no assurance that an adverse resolution of one or more matters during any subsequent reporting period will not have a material adverse effect on the Company s results of operations for that period or on the Company s financial condition.

Ontario Ministry of Health and Long-Term Care Civil Rebate Payment Order and Civil Complaint

On April 27, 2009, the Ontario Ministry of Health and Long-Term Care (OMH) notified the Company s Canadian subsidiary, AmerisourceBergen Canada Corporation (ABCC), that it had entered a Rebate Payment Order requiring ABCC to pay C$5.8 million to the Ontario Ministry of Finance. OMH maintains that it has reasonable grounds to believe that ABCC accepted rebates, directly or indirectly, in violation of the Ontario Drug Interchangeability and Dispensing Fee Act. OMH at the same time announced similar rebate payment orders against other wholesalers, generic manufacturers, pharmacies, and individuals. ABCC was cooperating fully with OMH prior to the entry of the Order by responding fully to requests for information and/or documents and will continue to cooperate. ABCC filed an appeal of the Order pursuant to OMH procedures in May 2009. In addition, on the same day that the Order was issued, OMH notified ABCC that it had filed a civil complaint with Health Canada (department of the Canadian government responsible for national public health) against ABCC for potential violations of the Canadian Food and Drug Act. Health Canada subsequently conducted an audit of ABCC, and ABCC has cooperated fully with Health Canada in the conduct of the audit. The Company has met several times, including most recently in April 2011, with representatives of OMH to present its position on the Rebate Payment Order. Although the Company believes that ABCC has not violated the relevant statutes and regulations and has conducted its business consistent with widespread industry practices, the Company cannot predict the outcome of these matters.

Qui Tam Matter

On October 30, 2009, 14 states (including New York and Florida) and the District of Columbia filed a complaint (the Intervention Complaint) in the United States District Court for the District of Massachusetts (the Federal District Court) naming Amgen Inc. as well as two business units of AmerisourceBergen Specialty Group, AmerisourceBergen Specialty Group, and AmerisourceBergen Corporation as defendants. The Intervention Complaint was filed to intervene in a pending civil case against the defendants filed under the qui tam provisions of the federal and various state civil False Claims Acts (the Original Qui Tam Complaint). The qui tam provisions permit a private person, known as a relator (i.e. whistleblower), to file civil actions under these statutes on behalf of the federal and state governments. The relator in the Original Complaint is a former Amgen employee. The Office of the New York Attorney General is leading the intervention on behalf of the state governments.

The Original Qui Tam Complaint was initially filed under seal. On January 21, 2009, the Company learned that the United States Attorney for the Eastern District of New York (the DOJ) was investigating allegations in a sealed civil complaint filed in the Federal District Court under the qui tam provisions of the federal civil False Claims Act. In February 2009, the Company received a redacted copy of the then current version of the Original Qui Tam Complaint, pursuant to a court order. However, the Company was never served with the Original Qui Tam Complaint. Relator initially filed the action on or about June 5, 2006 and a first amendment thereto on or about July 2, 2007. On May 18, 2009, the Federal District Court extended the time period for federal and state government authorities to conduct their respective investigations and to decide whether to intervene in the civil action. On September 1, 2009, 14 states and the District of Columbia filed notices of their intent to intervene. The 14 states and the District of Columbia were given leave by the Federal District Court to file a complaint within 60 days, or by October 30, 2009. The DOJ filed a notice that it was not intervening as of September 1, 2009, but stated that its investigation is continuing. The Company has received subpoenas for records issued by the DOJ in connection with its investigation. The Company has been cooperating with the DOJ and is producing records in response to the subpoenas.

**AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

Both the Intervention Complaint and the Original Qui Tam Complaint, as amended on October 30, 2009, allege that from 2002 through 2009, Amgen and two of the Company s business units offered remuneration to medical providers in violation of federal and state health laws to increase purchases and prescriptions of Amgen s anemia drug, Aranesp. Specifically with regard to the Company s business units, the complaints allege that ASD Specialty Healthcare, Inc., which is a distributor of pharmaceuticals to physician practices (ASD), and International Nephrology Network, which was a business name for one of the Company s subsidiaries and a group purchasing organization for nephrologists and nephrology practices (INN), conspired with Amgen to promote Aranesp in violation of federal and state health laws. The complaints further allege that the defendants caused medical providers to submit to state Medicaid programs false certifications and false claims for payment for Aranesp. According to the complaints, the latter conduct allegedly violated state civil False Claims Acts and constituted fraud and unjust enrichment. The Original Qui Tam Complaint, as amended, also alleges that the defendants caused medical providers to submit to other federal health programs, including Medicare, false certifications and false claims for payment for Aranesp.

On December 17, 2009, the states and the relator both filed amended complaints. The State of Texas, which was not one of the original 14 states intervening in the action, joined in the amended complaint. Between January 20, 2010 and February 23, 2010, the States of Florida, Texas, New Hampshire, Louisiana, Nevada and Delaware filed notices to voluntarily dismiss the Intervention Complaint, leaving 9 states and the District of Columbia as intervenors. On February 1, 2010, the Company filed a motion to dismiss the complaints. Amgen, Inc. filed a motion to dismiss as well. On April 23, 2010, the Federal District Court issued a written opinion and order dismissing the Original Qui Tam Complaint, as amended, and the Intervention Complaint. Five states California, Illinois, Indiana, Massachusetts, and New York filed notices of appeal to the U.S. Court of Appeals for the First Circuit (the First Circuit) and the relator filed a notice of appeal to the First Circuit on behalf of Georgia and New Mexico. On July 15, 2010, the First Circuit issued an order requiring the Federal District Court to provide a written statement explaining why a final judgment was entered with respect to the states in order for the First Circuit to determine whether to allow the appeals to proceed, and the Federal District Court complied with the order. The appeals were consolidated and briefing of the appeals was completed on February 16, 2011. The First Circuit heard oral argument on the appeals on April 6, 2011.

On July 22, 2011, the First Circuit reversed in part and affirmed in part the district court s dismissal of the plaintiff state intervenors claims. The First Circuit reversed the dismissal of plaintiffs claims under the state False Claims Act statutes in California, Illinois, Indiana, Massachusetts, New Mexico, and New York, on the grounds that these plaintiff states had adequately alleged in their complaints claims under their respective state False Claims Act statutes sufficient to survive a motion to dismiss. The First Circuit affirmed the district court s dismissal of the claims brought by the relator on behalf of Georgia on the grounds that the plaintiffs complaint did not adequately allege that medical providers submitted false certifications and false claims for payment for Aransesp to Georgia s Medicaid program.

The relator also sought and received permission from the Federal District Court to file a further amended complaint with respect to claims brought on behalf of the United States (the Fourth Amended Complaint). On May 27, 2010, the relator filed a Fourth Amended Complaint with the Federal District Court, which names ASD and INN, along with Amgen, as defendants. The Fourth Amended Complaint contains many of the same allegations contained in the relator s prior complaints, but adds a count based on allegations that conduct by ASD, INN, and Amgen caused healthcare providers to submit false claims because it is alleged that the healthcare providers billed the government for amounts of Aranesp that were either not administered or administered, but medically unnecessary. On June 28, 2010, the Company and Amgen filed motions to dismiss the Fourth Amended Complaint. The motions to dismiss were denied following a hearing on July 21, 2010. The Company filed a Motion for Judgment on the Pleadings on February 18, 2011. The Motion was denied following a hearing on March 24, 2011. The Company, Amgen, and Relator filed Motions for Partial Summary Judgment on March 1, 2011. The Court heard oral argument on those motions on April 11, 2011. Those motions were denied by the Court. This matter is scheduled to go to trial in October 2011.

The Company has learned that there are both prior and subsequent filings in another federal district, including a complaint filed by a former employee of the Company, that are under seal and that contain allegations similar to those in the Federal District Court action against the same and/or additional subsidiaries or businesses of the Company that are defendants in the Federal District Court action, including the Company s group purchasing organization for oncologists and the Company s oncology distribution business. The DOJ investigation of the allegations contained in the Original Qui Tam Complaint appears to include investigation of allegations contained in some or all of these other filings.

The Company intends to continue to defend itself vigorously against the allegations contained in the Original Qui Tam Complaint, as amended (including the Fourth Amended Complaint), and the Intervention Complaint and against any appeals. The Company cannot predict the outcome of either the Federal District Court action (or any appeals thereof) or the DOJ investigation or the potential outcome of any other action involving similar allegations in which any AmerisourceBergen entity is or may become a defendant.

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AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
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Note 7. Litigation Settlements

Antitrust Settlements

During the last several years, numerous class action lawsuits have been filed against certain brand pharmaceutical manufacturers alleging that the manufacturer, by itself or in concert with others, took improper actions to delay or prevent generic drugs from entering the market. The Company has not been a named plaintiff in any of these class actions, but has been a member of the direct purchasers class (i.e., those purchasers who purchase directly from these pharmaceutical manufacturers). None of the class actions has gone to trial, but some have settled in the past with the Company receiving proceeds from the settlement funds. The Company recognized a gain of $1.2 million in the three and nine months ended June 30, 2011, relating to the above-mentioned class action lawsuits. In the three and nine months ended June 30, 2010, the Company recognized gains of $19.1 million and $20.7 million, respectively, relating to the above-mentioned class action lawsuits. The gains, which were net of attorney fees and estimated payments due to other parties, were recorded as reductions to cost of goods sold in the Company s consolidated statements of operations.

Note 8. Fair Value of Financial Instruments

The recorded amounts of the Company s cash and cash equivalents, accounts receivable and accounts payable at June 30, 2011 and September 30, 2010 approximate fair value based upon the relatively short-term nature of these financial instruments. Within cash and cash equivalents, the Company had $955.7 million and $1,552.4 million of investments in money market accounts as of June 30, 2011 and September 30, 2010, respectively. The fair values of the money market accounts were determined based on unadjusted quoted prices in active markets for identical assets, otherwise known as Level 1 investments. The fair values of the Company s debt instruments are estimated based on market prices. The recorded amount of debt (see Note 4) and the corresponding fair value as of June 30, 2011 were $1,362.1 million and $1,480.7 million, respectively. The recorded amount of debt and the corresponding fair value as of September 30, 2010 were $1,343.6 million and $1,486.3 million, respectively.

Note 9. Selected Consolidating Financial Statements of Parent, Guarantors and Non-Guarantors

The Company s 5 5/8% senior notes due September 15, 2012 (the 2012 Notes), 5 7/8% senior notes due September 15, 2015 (the 2015 Notes), and 4 7/8% senior notes due November 15, 2019 (the 2019 Notes and, together with the 2012 Notes and 2015 Notes, the Notes) each are fully and unconditionally guaranteed on a joint and several basis by certain of the Company s subsidiaries (the subsidiaries of the Company that are guarantors of any of the Notes being referred to collectively as the Guarantor Subsidiaries). The total assets, stockholders equity, revenue, earnings, and cash flows from operating activities of the Guarantor Subsidiaries reflect the majority of the consolidated total of such items as of or for the periods reported. The only consolidated subsidiaries of the Company that are not guarantors of any of the Notes (the Non-Guarantor Subsidiaries) are: (a) the receivables securitization special purpose entity, (b) the foreign operating subsidiaries, and (c) certain smaller operating subsidiaries. The following tables present condensed consolidating financial statements including AmerisourceBergen Corporation (the Parent), the Guarantor Subsidiaries, and the Non-Guarantor Subsidiaries. Such financial statements include balance sheets as of June 30, 2011 and September 30, 2010, statements of operations for the three and nine months ended June 30, 2011 and 2010, and statements of cash flows for the nine months ended June 30, 2011 and 2010.

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AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
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(UNAUDITED)

SUMMARY CONSOLIDATING BALANCE SHEETS:

	June 30, 2011				
(in thousands)	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Current assets:					
Cash and cash equivalents	$ 1,562,346	$ 380,325	$ 57,782	$	$ 2,000,453
Accounts receivable, net	83	1,189,357	2,717,672		3,907,112
Merchandise inventories		5,012,596	145,200		5,157,796
Prepaid expenses and other	143	52,206	3,595		55,944
Total current assets	1,562,572	6,634,484	2,924,249		11,121,305
Property and equipment, net		734,548	27,440		761,988
Goodwill and other intangible assets		2,702,437	141,494		2,843,931
Other assets	11,081	114,733	2,691		128,505
Intercompany investments and advances	2,642,132	2,403,860	(132,121)	(4,913,871)	
Total assets	$ 4,215,785	$ 12,590,062	$ 2,963,753	$ (4,913,871)	$ 14,855,729
Current liabilities:					
Accounts payable	$	$ 8,731,576	$ 161,756	$	$ 8,893,332
Accrued expenses and other	(275,085)	598,041	9,470		332,426
Current portion of long-term debt		175			175
Deferred income taxes		781,852			781,852
Total current liabilities	(275,085)	10,111,644	171,226		10,007,785
Long-term debt, net of current portion	1,287,790		74,099		1,361,889
Other liabilities		277,998	4,977		282,975
Total stockholders equity	3,203,080	2,200,420	2,713,451	(4,913,871)	3,203,080
Total liabilities and stockholders equity	$ 4,215,785	$ 12,590,062	$ 2,963,753	$ (4,913,871)	$ 14,855,729

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AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
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(UNAUDITED)

SUMMARY CONSOLIDATING BALANCE SHEETS:

	September 30, 2010				
(in thousands)	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Current assets:					
Cash and cash equivalents	$ 1,552,122	$ 79,700	$ 26,360	$	$ 1,658,182
Accounts receivable, net	227	1,303,333	2,523,924		3,827,484
Merchandise inventories		5,090,604	119,494		5,210,098
Prepaid expenses and other	87	49,753	2,746		52,586
Total current assets	1,552,436	6,523,390	2,672,524		10,748,350
Property and equipment, net		683,855	27,857		711,712
Goodwill and other intangible assets		2,708,901	136,442		2,845,343
Other assets	10,332	116,917	2,189		129,438
Intercompany investments and advances	2,404,018	1,905,733	23,401	(4,333,152)	
Total assets	$ 3,966,786	$ 11,938,796	$ 2,862,413	$ (4,333,152)	$ 14,434,843
Current liabilities:					
Accounts payable	$	$ 8,680,923	$ 152,362	$	$ 8,833,285
Accrued expenses and other	(274,676)	634,437	9,255		369,016
Current portion of long-term debt		346	76		422
Deferred income taxes		703,621			703,621
Total current liabilities	(274,676)	10,019,327	161,693		9,906,344
Long-term debt, net of current portion	1,287,165	86	55,907		1,343,158
Other liabilities		228,768	2,276		231,044
Total stockholders equity	2,954,297	1,690,615	2,642,537	(4,333,152)	2,954,297
Total liabilities and stockholders equity	$ 3,966,786	$ 11,938,796	$ 2,862,413	$ (4,333,152)	$ 14,434,843

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AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
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CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS:

	Three months ended June 30, 2011				
(in thousands)	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Revenue	$	$ 19,700,969	$ 492,991	$ (32,938)	$ 20,161,022
Cost of goods sold		19,068,342	439,099		19,507,441
Gross profit		632,627	53,892	(32,938)	653,581
Operating expenses:					
Distribution, selling, and administrative		324,103	17,641	(32,938)	308,806
Depreciation		22,661	917		23,578
Amortization		3,229	809		4,038
Operating income		282,634	34,525		317,159
Other loss (income)		138	(76)		62
Interest expense, net	311	16,199	2,095		18,605
(Loss) income before income taxes and equity in earnings of subsidiaries	(311)	266,297	32,506		298,492
Income taxes	(109)	103,312	10,870		114,073
Equity in earnings of subsidiaries	184,621			(184,621)	
Net income	$ 184,419	$ 162,985	$ 21,636	$ (184,621)	$ 184,419

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AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
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CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS:

	Three months ended June 30, 2010				
(in thousands)	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Revenue	$	$ 19,157,657	$ 476,078	$ (31,615)	$ 19,602,120
Cost of goods sold		18,590,407	423,343		19,013,750
Gross profit		567,250	52,735	(31,615)	588,370
Operating expenses:					
Distribution, selling, and administrative		300,954	19,949	(31,615)	289,288
Depreciation		16,667	889		17,556
Amortization		3,297	772		4,069
Facility consolidations, employee severance and other		(4,397)			(4,397)
Operating income		250,729	31,125		281,854
Other loss (income)		489	(1)		488
Interest expense, net	234	15,154	2,513		17,901
(Loss) income before income taxes and equity in earnings of subsidiaries	(234)	235,086	28,613		263,465
Income taxes	(82)	90,520	9,822		100,260
Equity in earnings of subsidiaries	163,357			(163,357)	
Net income	$ 163,205	$ 144,566	$ 18,791	$ (163,357)	$ 163,205

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AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS:

	Nine months ended June 30, 2011				
(in thousands)	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Revenue	$	$ 58,477,033	$ 1,430,674	$ (97,819)	$ 59,809,888
Cost of goods sold		56,616,760	1,271,979		57,888,739
Gross profit		1,860,273	158,695	(97,819)	1,921,149
Operating expenses:					
Distribution, selling, and administrative		926,881	53,909	(97,819)	882,971
Depreciation		64,110	2,648		66,758
Amortization		9,843	2,403		12,246
Operating income		859,439	99,735		959,174
Other income		(1,678)	(69)		(1,747)
Interest expense, net	1,231	48,424	7,150		56,805
(Loss) income before income taxes and equity in earnings of subsidiaries	(1,231)	812,693	92,654		904,116
Income taxes	(431)	313,119	32,128		344,816
Equity in earnings of subsidiaries	560,100			(560,100)	
Net income	$ 559,300	$ 499,574	$ 60,526	$ (560,100)	$ 559,300

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AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS:

	Nine months ended June 30, 2010				
(in thousands)	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Revenue	$	$ 56,949,476	$ 1,382,854	$ (93,724)	$ 58,238,606
Cost of goods sold		55,245,895	1,228,903		56,474,798
Gross profit		1,703,581	153,951	(93,724)	1,763,808
Operating expenses:					
Distribution, selling, and administrative		895,414	47,328	(93,724)	849,018
Depreciation		48,244	2,571		50,815
Amortization		9,798	2,496		12,294
Facility consolidations, employee severance and other		(4,482)			(4,482)
Intangible asset impairments		700			700
Operating income		753,907	101,556		855,463
Other loss (income)		1,039	(6)		1,033
Interest expense, net	1,459	44,554	8,434		54,447
(Loss) income before income taxes and equity in earnings of subsidiaries	(1,459)	708,314	93,128		799,983
Income taxes	(511)	272,160	32,814		304,463
Equity in earnings of subsidiaries	496,468			(496,468)	
Net income	$ 495,520	$ 436,154	$ 60,314	$ (496,468)	$ 495,520

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AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS:

	Nine months ended June 30, 2011				
(in thousands)	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Net income	$ 559,300	$ 499,574	$ 60,526	$ (560,100)	$ 559,300
Adjustments to reconcile net income to net cash provided by (used in) operating activities	(558,223)	449,086	(202,418)	560,100	248,545
Net cash provided by (used in) operating activities	1,077	948,660	(141,892)		807,845
Capital expenditures		(124,999)	(2,474)		(127,473)
Other		873	3		876
Net cash used in investing activities		(124,126)	(2,471)		(126,597)
Net borrowings under revolving and securitization credit facilities			17,201		17,201
Purchases of common stock	(400,253)				(400,253)
Exercises of stock options, including excess tax benefit	138,130				138,130
Cash dividends on common stock	(86,920)				(86,920)
Debt issuance costs and other	(6,855)	453	(733)		(7,135)
Intercompany financing and advances	365,045	(524,362)	159,317		
Net cash provided by (used in) financing activities	9,147	(523,909)	175,785		(338,977)
Increase in cash and cash equivalents	10,224	300,625	31,422		342,271
Cash and cash equivalents at beginning of period	1,552,122	79,700	26,360		1,658,182
Cash and cash equivalents at end of period	$ 1,562,346	$ 380,325	$ 57,782	$	$ 2,000,453

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AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS:

	Nine months ended June 30, 2010				
(in thousands)	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Net income	$ 495,520	$ 436,154	$ 60,314	$ (496,468)	$ 495,520
Adjustments to reconcile net income to net cash (used in) provided by operating activities	(497,225)	23,198	41,430	496,468	63,871
Net cash (used in) provided by operating activities	(1,705)	459,352	101,744		559,391
Capital expenditures		(129,684)	(2,618)		(132,302)
Other		24	119		143
Net cash used in investing activities		(129,660)	(2,499)		(132,159)
Long-term debt borrowings	396,696				396,696
Net repayments under revolving and securitization credit facilities			(216,720)		(216,720)
Purchases of common stock	(350,262)				(350,262)
Exercises of stock options, including excess tax benefit	122,715				122,715
Cash dividends on common stock	(68,306)				(68,306)
Debt issuance costs and other	(8,687)	(454)	(866)		(10,007)
Intercompany financing and advances	206,789	(335,159)	128,370		
Net cash provided by (used in) financing activities	298,945	(335,613)	(89,216)		(125,884)
Increase (decrease) in cash and cash equivalents	297,240	(5,921)	10,029		301,348
Cash and cash equivalents at beginning of period	927,049	58,900	23,419		1,009,368
Cash and cash equivalents at end of period	$ 1,224,289	$ 52,979	$ 33,448	$	$ 1,310,716

ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Overview

The following discussion should be read in conjunction with the Consolidated Financial Statements and notes thereto contained herein and in conjunction with the financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2010.

We are a pharmaceutical services company providing drug distribution and related healthcare services and solutions to our pharmacy, physician, and manufacturer customers, which are based primarily in the United States and Canada. We are organized based upon the products and services that we provide to our customers. Substantially all of our operations are located in the United States and Canada. We also have a pharmaceutical packaging operation in the United Kingdom.

Pharmaceutical Distribution

Our operations are comprised of one reportable segment, Pharmaceutical Distribution. The Pharmaceutical Distribution reportable segment represents the consolidated operating results of the Company and is comprised of four operating segments, which include the operations of AmerisourceBergen Drug Corporation (ABDC), AmerisourceBergen Specialty Group (ABSG), AmerisourceBergen Consulting Services (ABCS) and AmerisourceBergen Packaging Group (ABPG). Servicing both healthcare providers and pharmaceutical manufacturers in the pharmaceutical supply channel, the Pharmaceutical Distribution segment s operations provide drug distribution and related services designed to reduce healthcare costs and improve patient outcomes. Prior to fiscal 2011, the business operations of ABCS were included within ABSG.

ABDC distributes a comprehensive offering of brand-name and generic pharmaceuticals, over-the-counter healthcare products, home healthcare supplies and equipment, and related services to a wide variety of healthcare providers, including acute care hospitals and health systems, independent and chain retail pharmacies, mail order pharmacies, medical clinics, long-term care and other alternate site pharmacies, and other customers. ABDC also provides pharmacy management, staffing and other consulting services; scalable automated pharmacy dispensing equipment; medication and supply dispensing cabinets; and supply management software to a variety of retail and institutional healthcare providers.

ABSG, through a number of individual operating businesses, provides pharmaceutical distribution and other services primarily to physicians who specialize in a variety of disease states, especially oncology, and to other healthcare providers, including dialysis clinics. ABSG also distributes plasma and other blood products, injectible pharmaceuticals and vaccines. Additionally, ABSG provides third party logistics and other services for biotech and other pharmaceutical manufacturers.

ABCS provides commercialization support services including reimbursement strategy, outcomes research, contract field staffing, reimbursement support programs, adherence programs, risk mitigation services, and other market access programs to pharmaceutical and biotech manufacturers.

ABPG consists of American Health Packaging, Anderson Packaging (Anderson), and Brecon Pharmaceuticals Limited (Brecon). American Health Packaging delivers unit dose, punch card, unit-of-use, and other packaging solutions to institutional and retail healthcare providers. American Health Packaging s largest customer is ABDC and, as a result, its operations are closely aligned with the operations of ABDC. Anderson and Brecon (based in the United Kingdom) are leading providers of contract packaging and clinical trials services for pharmaceutical manufacturers.

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ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Summary Financial Information

(dollars in thousands)	Three months ended June 30, 2011	2010	Change
Revenue	$ 20,161,022	$ 19,602,120	2.9%
Gross profit	$ 653,581	$ 588,370	11.1%
Operating income	$ 317,159	$ 281,854	12.5%
Percentages of revenue:			
Gross profit	3.24%	3.00%	
Operating expenses	1.67%	1.56%	
Operating income	1.57%	1.44%	

(dollars in thousands)	Nine months ended June 30, 2011	2010	Change
Revenue	$ 59,809,888	$ 58,238,606	2.7%
Gross profit	$ 1,921,149	$ 1,763,808	8.9%
Operating income	$ 959,174	$ 855,463	12.1%
Percentages of revenue:			
Gross profit	3.21%	3.03%	
Operating expenses	1.61%	1.56%	
Operating income	1.60%	1.47%	

Results of Operations

Revenue of $20.2 billion in the quarter ended June 30, 2011 increased 2.9% from the prior year quarter. The increase in revenue was due to the 4% revenue growth of ABDC, offset in part by the 2% revenue decline of ABSG. During the quarter ended June 30, 2011, 71% of revenue was from sales to institutional customers and 29% was from sales to retail customers; this compared to a customer mix in the prior year quarter of 70% institutional and 30% retail. Sales to institutional customers increased 4% in the current year quarter and sales to retail customers were relatively flat in comparison to the prior year quarter. Revenue of $59.8 billion in the nine months ended June 30, 2011 increased 2.7% from the prior year period as ABDC s revenue grew 4%, offset in part by ABSG s 3% revenue decline.

ABDC s revenue increased 4% from the prior year quarter primarily due to alternate site and independent customer growth. ABDC s revenue increased 4% from the prior year nine-month period due to overall pharmaceutical market growth and the above market growth of a few of our largest customers, primarily our institutional customers.

ABSG s revenue of $3.9 billion and $11.6 billion in the quarter and nine months ended June 30, 2011 decreased 2% and 3%, respectively, from the prior year periods primarily due to the September 2010 discontinuance of its contract with a third party logistics customer that transitioned to a direct manufacturer distribution model. ABSG s revenue decline in the quarter and nine months ended June 30, 2011 was also attributable to a decline in sales to dialysis providers, and an increase in the utilization of specialty generic products. The majority of ABSG s revenue is generated from the distribution of pharmaceuticals to physicians who specialize in a variety of disease states, especially oncology. ABSG s business may be adversely impacted in the future by changes in medical guidelines and the Medicare reimbursement rates for certain pharmaceuticals, especially oncology drugs administered by physicians and anemia drugs. Since ABSG provides a number of services to or through physicians, any changes affecting this service channel could result in slower growth or reduced revenues.

ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

We continue to expect to grow our revenues between 2% and 4% in fiscal 2011. Our estimated revenue growth in fiscal 2011 reflects the growth rate of the overall pharmaceutical market and the September 2010 discontinuance of our contract with an ABSG third party logistics customer, as noted above. This customer loss will impact our revenue growth and ABSG s revenue growth in fiscal 2011 by approximately 1% and 5%, respectively. Our expected growth reflects U.S. pharmaceutical industry conditions, including increases in prescription drug utilization, the introduction of new products, and higher branded pharmaceutical prices, offset, in part, by the increased use of lower-priced generics. Our growth also may be impacted, among other things, by industry competition and changes in customer mix. One of our larger retail customers, the former Long s Drugs, with annual revenue totaling approximately $2 billion, was previously acquired by a customer of one of our competitors and did not renew its contract. As a result, we will no longer service this large retail customer after September 30, 2011. In July 2011, our largest customer, Medco Health Solutions, Inc. (Medco), which accounted for 18% of our revenue in fiscal 2010, announced its intention to merge with Express Scripts, Inc., which will be the surviving corporation and is a customer of one of our competitors. Our business with Medco contributes approximately 5% of our earnings. Our current contract with Medco continues at least through March 2013. We will make every effort to extend our relationship with the combined entity upon the expiration of our current contract; however, if we fail to do so, our revenue, earnings and cash flows would be significantly impacted. Our future revenue growth will continue to be affected by various factors such as industry growth trends, including the likely increase in the number of generic drugs that will be available over the next few years as a result of the expiration of certain drug patents held by brand-name pharmaceutical manufacturers, general economic conditions in the United States, competition within the industry, customer consolidation, changes in pharmaceutical manufacturer pricing and distribution policies and practices, increased downward pressure on reimbursement rates, and changes in Federal government rules and regulations.

Gross profit of $653.6 million in the quarter ended June 30, 2011 increased $65.2 million or 11.1% from the prior year quarter. Gross profit of $1.9 billion in the nine months ended June 30, 2011 increased $157.3 million or 8.9% from the prior year period. The increases in gross profit were in large part attributable to specialty generic product introductions (launches), our revenue growth, the continued strong growth and profitability of our non-specialty generic programs and increased contributions from our fee-for-service agreements with pharmaceutical manufacturers. All of the above was offset in part by normal competitive pressures on customer margins. Oxaliplatin, Gemcitabine, and Docetaxel (all generic oncology drugs), were launched in the quarters ended September 30, 2009, December 31, 2010, and March 31, 2011, respectively. The gross profit benefit achieved collectively from all three generic oncology drugs in the quarter and nine months ended June 30, 2011 was higher than the benefit achieved from Oxaliplatin alone in the prior year periods by approximately $50 million and $77 million, respectively. Sales of Oxaliplatin, the largest contributor of the three specialty generic drugs, benefited our gross profit by approximately $34 million and $106 million in the quarter and nine months ended June 30, 2011, respectively. We fully depleted our inventory of this product in the quarter ended June 30, 2011. Further quantities of Oxaliplatin are not expected to be available until the product is re-launched in August 2012. Additionally, beginning in our quarter ending September 30, 2011, we expect the gross profit contribution from sales of Gemcitabine and Docetaxel will begin to moderate as additional pharmaceutical manufacturers offer these products for sale and as third-party reimbursement rates to our customers decline. While we expect an increase in the number of brand to generic conversions in the future, the amount of gross profit attributable to each generic launch can cause significant variability in our results of operations. In the current quarter and nine-month period, we recognized a gain of $1.2 million from antitrust litigation settlements with pharmaceutical manufacturers. This compared to a gain of $19.1 million and $20.7 million, respectively, from antitrust litigation settlements with pharmaceutical manufacturers recognized in the prior year quarter and nine-month period. These gains were recorded as reductions to cost of goods sold. We are unable to estimate future gains, if any, we will recognize as a result of antitrust settlements (see Note 7 of the Notes to Consolidated Financial Statements).

As a percentage of revenue, our gross profit margin of 3.24% in the quarter ended June 30, 2011 improved 24 basis points from the prior year quarter. As a percentage of revenue, our gross profit margin of 3.21% in the nine months ended June 30, 2011 improved 18 basis points from the prior year period. The gross profit margin improvements were due to the above mentioned generic oncology drug launches, the strong growth and profitability of our non-specialty generic programs and increased contributions from our fee-for-service agreements with pharmaceutical manufacturers. These factors more than offset the above market growth of some of our largest customers, who benefit from our best pricing, and normal competitive pressures on customer margins. Additionally, the gains on antitrust litigation settlements, as noted above, had the effect of increasing our gross profit margin by 1 basis point in the current year quarter and increasing our gross profit margin by 10 basis points and 4 basis points in the prior year quarter and nine months, respectively.

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ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Our cost of goods sold for interim periods includes a last-in, first-out (LIFO) provision that is based on our estimated annual LIFO provision. We recorded a LIFO charge of $11.4 million and $11.3 million in the quarters ended June 30, 2011 and 2010, respectively. Our LIFO charge was $34.8 million and $29.9 million in the nine months ended June 30, 2011 and 2010, respectively. The annual LIFO provision is affected by changes in inventory quantities, product mix, and manufacturer pricing practices, which may be impacted by market and other external influences.

Beginning in July 2010 and through June 2011, we implemented various phases of our Business Transformation project and our new enterprise resource planning (ERP) platform. As a result, we started to depreciate a significant portion of our capitalized project costs in the fourth quarter of fiscal 2010. Additionally, we started to incur other significant costs to support our new ERP platform as we have begun the transition from our legacy information systems to our ERP platform. This transition is expected to last through the end of calendar 2012. The incremental costs of maintaining dual information technology platforms, including depreciation, are expected to be approximately $40 million per year during the transition period. We intend to mitigate the impact of these incremental costs by reducing expenses elsewhere, but there can be no assurance that we will be able to do so.

Operating expenses of $336.4 million in the quarter ended June 30, 2011 increased $29.9 million or 9.8% from the prior year quarter due to the incremental costs of maintaining dual information technology platforms (including depreciation), an increase in consulting expenses related to ABDC s Energiz program, an acceleration in pension expenses due to executive employee retirements, and an increase in incentive compensation expenses. ABDC s Energiz program encompasses a combination of initiatives to maximize salesforce productivity, improve customer contractual compliance, and drive efficiency by linking our information technology capabilities more effectively with our operations. Prior year operating expenses were impacted by a $4.4 million favorable adjustment relating to a legal matter. Operating expenses of $962.0 million in the nine months ended June 30, 2011 increased $53.6 million or 5.9% from the prior year period primarily due to the incremental costs of maintaining dual information technology platforms (including depreciation), and an increase in consulting expenses related to our Energiz program. As a percentage of revenue, operating expenses were 1.67% and 1.61% in the quarter and nine months ended June 30, 2011, respectively, and represented increases in our operating expense ratios of 11 basis points and 5 basis points, respectively, from the prior year periods due to the same matters as noted above and was offset, in part, by our operating leverage, particularly within ABDC.

Operating income of $317.2 million and $959.2 million in the quarter and nine months ended June 30, 2011 increased 12.5% and 12.1%, respectively, from the prior year periods due to the increases in our gross profit. As a percentage of revenue, operating income increased 13 basis points to 1.57% and 1.60% in the quarter and nine months ended June 30, 2011, respectively, from the prior year periods due to the increase in our gross profit margins, offset in part by the increase in our operating expense margins.

Other income of $1.7 million in the nine months ended June 30, 2011 included a $1.9 million gain resulting from payments received in excess of amounts accrued on a note receivable relating to a prior business disposition.

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ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Interest expense, interest income, and the respective weighted-average interest rates in the quarters ended June 30, 2011 and 2010 were as follows (in thousands):

	2011 Amount	2011 Weighted-Average Interest Rate	2010 Amount	2010 Weighted-Average Interest Rate
Interest expense	$ 19,355	5.31%	$ 18,615	5.34%
Interest income	(750)	0.17%	(714)	0.20%
Interest expense, net	$ 18,605		$ 17,901	

Interest costs capitalized relating to our Business Transformation project of $1.1 million and $2.0 million in the quarters ended June 30, 2011 and 2010, respectively, had the effect of reducing interest expense for those periods. We have and continue to expect to capitalize significantly less interest costs related to our Business Transformation project in fiscal 2011, since we began to implement our new ERP platform in the fourth quarter of fiscal 2010. Average borrowings in the quarter ended June 30, 2011 were $6.9 million lower than the prior year quarter. Interest income increased from the prior year quarter due to an increase in average invested cash of $413.1 million to $1.8 billion during the quarter ended June 30, 2011, offset, in part, by a decrease in the weighted-average interest rate.

Interest expense, interest income, and the respective weighted-average interest rates in the nine months ended June 30, 2011 and 2010 were as follows (in thousands):

	2011 Amount	2011 Weighted-Average Interest Rate	2010 Amount	2010 Weighted-Average Interest Rate
Interest expense	$ 58,718	5.33%	$ 55,855	5.14%
Interest income	(1,913)	0.19%	(1,408)	0.18%
Interest expense, net	$ 56,805		$ 54,447	

Interest expense increased from the prior nine-month period due to an increase in the weighted average interest rate and a $1.9 million decline in interest costs capitalized relating to our Business Transformation project. Interest costs capitalized relating to our Business Transformation project of $3.1 million and $5.0 million in the nine months ended June 30, 2011 and 2010, respectively, had the effect of reducing interest expense for those periods. Interest income increased from the prior nine-month period primarily due to an increase in average invested cash of $300.1 million.

Income taxes in the quarter ended June 30, 2011 reflect an effective income tax rate of 38.2%, compared to 38.1% in the prior year quarter. Income taxes in the nine months ended June 30, 2011 and 2010 reflect an effective tax rate of 38.1%. We continue to expect that our ongoing effective tax rate will be approximately 38.4%.

Net income of $184.4 million in the quarter ended June 30, 2011 increased 13.0% from the prior year quarter primarily due to the increase in operating income. Diluted earnings per share of $0.66 in the quarter ended June 30, 2011 increased 15.8% from $0.57 per share in the prior year quarter. Net income of $559.3 million in the nine months ended June 30, 2011 increased 12.9% from the prior year period primarily due to the increase in operating income. Diluted earnings per share of $2.00 in the nine months ended June 30, 2011 increased 16.3% from $1.72 in the prior year period. The differences between diluted earnings per share growth and the increase in net income for the quarter and nine months ended June 30, 2011 was primarily due to the 3% reduction in weighted average common shares outstanding in both periods, primarily from purchases of our common stock, net of the impact of stock option exercises.

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ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Liquidity and Capital Resources

The following table illustrates our debt structure at June 30, 2011, including availability under revolving credit facilities and the receivables securitization facility (in thousands):

	Outstanding Balance	Additional Availability
Fixed-Rate Debt:		
$392,326, 5 5/8% senior notes due 2012	$ 391,917	$
$500,000, 5 7/8% senior notes due 2015	498,756	
$400,000, 4 7/8% senior notes due 2019	397,117	
Other	175	
Total fixed-rate debt	1,287,965	
Variable-Rate Debt:		
Blanco revolving credit facility due 2012	55,000	
Multi-currency revolving credit facility due 2015	19,099	670,530
Receivables securitization facility due 2014		700,000
Other		1,605
Total variable-rate debt	74,099	1,372,135
Total debt, including current portion	$ 1,362,064	$ 1,372,135

Along with our cash balances, our aggregate availability under our revolving credit facilities and our receivables securitization facility provides us sufficient sources of capital to fund our working capital requirements.

In March 2011, we entered into a new multi-currency senior unsecured revolving credit facility for $700 million, which expires in March 2015, (the Multi-Currency Revolving Credit Facility) with a syndicate of lenders. Interest on borrowings under the Multi-Currency Revolving Credit Facility accrues at specified rates based on our debt rating and ranges from 87.5 basis points to 192.5 basis points over LIBOR/EURIBOR/Bankers Acceptance Stamping Fee, as applicable (130 basis points over LIBOR/EURIBOR/Bankers Acceptance Stamping Fee at June 30, 2011). Additionally, interest on borrowings denominated in Canadian dollars may accrue at the greater of the Canadian prime rate plus 30 basis points or the CDOR rate. We pay facility fees to maintain the availability under the Multi-Currency Revolving Credit Facility at specified rates based on our debt rating, ranging from 12.5 basis points to 32.5 basis points, annually, of the total commitment (20 basis points at June 30, 2011). On August 3, 2011, one of the credit rating agencies increased our debt rating and as a result, future interest on borrowings under our Multi-Currency Revolving Credit Facility will be reduced by 20 basis points and the facility fees will be reduced by 5 basis points. We may choose to repay or reduce our commitments under the Multi-Currency Revolving Credit Facility at any time. The Multi-Currency Revolving Credit Facility contains covenants, including compliance with a financial leverage ratio test, as well as others that impose limitations on, among other things, indebtedness of excluded subsidiaries and asset sales.

In April 2011, we amended our $700 million receivables securitization facility (Receivables Securitization Facility), which now expires in April 2014. We continue to have available to us an accordion feature whereby the commitment on the Receivables Securitization Facility may be increased by up to $250 million, subject to lender approval, for seasonal needs during the December and March quarters. Interest rates are based on prevailing market rates for short-term commercial paper or LIBOR plus a program fee of 90 basis points. We pay an unused fee of 45 basis points, annually, to maintain the availability under the Receivables Securitization Facility. At June 30, 2011, there were no borrowings outstanding under the Receivables Securitization Facility. The Receivables Securitization Facility contains similar covenants to the Multi-Currency Revolving Credit Facility.

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ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

In April 2011, we amended the $55 million Blanco revolving credit facility (the Blanco Credit Facility) to extend the maturity date to April 2012. Borrowings under the Blanco Credit Facility are guaranteed by us. Under the amended Blanco Credit Facility, interest on borrowings will accrue at 100 basis points over LIBOR. The Blanco Credit Facility is not classified in the current portion of long-term debt on the consolidated balance sheet at June 30, 2011 because we have both the ability and intent to refinance it on a long-term basis.

Our operating results have generated cash flow, which, together with availability under our debt agreements and credit terms from suppliers, has provided sufficient capital resources to finance working capital and cash operating requirements, and to fund capital expenditures, acquisitions, repayment of debt, the payment of interest on outstanding debt, dividends, and repurchases of shares of our common stock.

Our primary ongoing cash requirements will be to finance working capital, fund the payment of interest on debt, fund repurchases of our common stock, fund the payment of dividends, finance acquisitions, and fund capital expenditures (including our Business Transformation project, which involves the implementation of our new ERP platform) and routine growth and expansion through new business opportunities. In September 2010, our board of directors approved a new program allowing us to purchase up to $500 million of our outstanding shares of common stock, subject to market conditions. During the nine months ended June 30, 2011, we purchased $400.0 million of our common stock, of which $98.1 million was purchased to close out our prior November 2009 share repurchase program and $301.9 million was purchased under the current $500 million share repurchase program. As of June 30, 2011, we had $198.1 million of availability remaining on our current $500 million share repurchase program, which we expect to complete by the end of fiscal 2011. Future cash flows from operations and borrowings are expected to be sufficient to fund our ongoing cash requirements.

Our most significant market risk historically has been the effect of fluctuations in interest rates relating to our debt. We manage interest rate risk by using a combination of fixed-rate and variable-rate debt. At June 30, 2011, we had $74.1 million of variable-rate debt outstanding. The amount of variable-rate debt fluctuates during the year based on our working capital requirements. We periodically evaluate financial instruments to manage our exposure to fixed and variable interest rates. However, there are no assurances that such instruments will be available in the combinations we want and on terms acceptable to us. There were no such financial instruments in effect at June 30, 2011.

We also have market risk exposure to interest rate fluctuations relating to our cash and cash equivalents. We had $2.0 billion in cash and cash equivalents at June 30, 2011. The unfavorable impact of a hypothetical decrease in interest rates on cash and cash equivalents would be partially offset by the favorable impact of such a decrease on variable-rate debt. For every $100 million of cash invested that is in excess of variable-rate debt, a 10 basis point decrease in interest rates would increase our annual net interest expense by $0.1 million.

We are exposed to foreign currency and exchange rate risk from our non-U.S. operations. Our largest exposure to foreign exchange rates exists primarily with the Canadian Dollar. We may utilize foreign currency denominated forward contracts to hedge against changes in foreign exchange rates. Such contracts generally have durations of less than one year. We had no foreign currency denominated forward contracts at June 30, 2011. We may use derivative instruments to hedge our foreign currency exposure, but not for speculative or trading purposes.

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ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Following is a summary of our contractual obligations for future principal and interest payments on our debt, minimum rental payments on our noncancelable operating leases and minimum payments on our other commitments at June 30, 2011 (in thousands):

	Payments Due by Period				
	Total	Within 1 Year	1-3 Years	4-5 Years	After 5 Years
Debt, including interest payments	$ 1,700,509	$ 127,276	$ 502,370	$ 602,613	$ 468,250
Operating leases	221,759	44,014	67,933	49,943	59,869
Other commitments	341,090	191,320	119,352	30,418	
Total	$ 2,263,358	$ 362,610	$ 689,655	$ 682,974	$ 528,119

We have commitments to purchase blood plasma products from suppliers through December 31, 2012. We are required to purchase quantities at prices that we believe will represent market prices. We currently estimate our remaining purchase commitment under these agreements will be approximately $153.6 million as of June 30, 2011. These blood product commitments are included in Other commitments in the above table.

We have outsourced to IBM Global Services (IBM) a significant portion of our corporate and ABDC information technology activities, including assistance with the implementation of our new ERP platform. The remaining commitment under our 10-year arrangement, as amended, which expires in June 2015, is approximately $143.2 million as of June 30, 2011 and is included in Other commitments in the above table.

Our liability for uncertain tax positions was $49.3 million (including interest and penalties) as of June 30, 2011. This liability represents an estimate of tax positions that we have taken in our tax returns which may ultimately not be sustained upon examination by taxing authorities. Since the amount and timing of any future cash settlements cannot be predicted with reasonable certainty, the estimated liability has been excluded from the above table.

During the nine months ended June 30, 2011, our operating activities provided $807.8 million of cash in comparison to cash provided of $559.4 million in the prior year period. Cash provided by operations during the nine months ended June 30, 2011 was principally the result of net income of $559.3 million, non-cash items of $268.2 million, a decrease in merchandise inventories of $55.9 million, and an increase in accounts payable, accrued expenses and income taxes of $26.6 million, offset, in part, by an increase in accounts receivable of $93.6 million. Non-cash items include the provision for deferred income taxes of $122.2 million, which represents an increase of $61.5 million from the prior year nine-month period and is primarily attributable to tax bonus depreciation resulting from our Business Transformation capital expenditures. Merchandise inventories decreased slightly from the September 30, 2010 balance while the average number of inventory days on hand in the nine months ended June 30, 2011 decreased approximately one-half of one day from the prior year period. The average number of days payable outstanding in the nine months ended June 30, 2011 decreased approximately one-half of one day from the prior year period. Although accounts receivable increased from September 30, 2010, the average number of days sales outstanding during the quarter and nine months ended June 30, 2011 was relatively consistent to the prior year periods. Operating cash uses during the nine months ended June 30, 2011 included $47.5 million of interest payments and $184.9 million of income tax payments, net of refunds.

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ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

During the nine months ended June 30, 2010, our operating activities provided $559.4 million of cash in comparison to cash provided of $430.5 million in the prior year period. Cash provided by operations during the nine months ended June 30, 2010 was principally the result of net income of $495.5 million and non-cash items of $194.7 million, offset, in part, by an increase in merchandise inventories of $127.9 million. Despite the increase in revenue in the nine months ended June 30, 2010, accounts receivable decreased by 1% from September 30, 2009 as the average number of days sales outstanding during the nine-months ended June 30, 2010 decreased by nearly one day to 17.2 days from the prior year period, reflecting improved cash collection efforts and timing of customer receipts. Our accounts payable and inventory balances at September 30, 2009 were higher than normal as we made inventory purchases of approximately $400 million in the month of September 2009, primarily relating to the purchase of generic products due to a then recent product launch and purchases made in advance of a manufacturer s temporary plant shutdown in connection with its facility consolidation efforts. Despite our higher than normal accounts payable balance at September 30, 2009, accounts payable, accrued expenses and income taxes decreased only by 1% from September 30, 2009 to June 30, 2010 due to the growth in our business. Our merchandise inventories at June 30, 2010 increased 2% when compared to September 30, 2009, substantially less than our revenue growth, due to a reduction in the September 30, 2009 inventory balance related to the purchase made in advance of the temporary plant shutdown. The average number of inventory days on hand in the nine months ended June 30, 2010 was consistent with the prior year period. Operating cash uses during the nine months ended June 30, 2010 included $37.4 million in interest payments and $180.8 million of income tax payments, net of refunds.

Capital expenditures for the nine months ended June 30, 2011 and 2010 were $127.5 million and $132.3 million, respectively. Our most significant capital expenditures in the nine months ended June 30, 2011 and 2010 related to our Business Transformation project, which includes a new ERP platform that we have begun to implement in ABDC and our corporate office. Other capital expenditures in the nine months ended June 30, 2011 included ABDC purchases of machinery and equipment, which were previously sold to financial institutions and leased back by us, and other technology initiatives. Other capital expenditures in the nine months ended June 30, 2010 included improvements made to our operating facilities and other information technology initiatives. We currently expect to spend approximately $175 million for capital expenditures during fiscal 2011.

In November 2009, we issued $400 million of 4 7/8% senior notes due November 15, 2019 (the 2019 Notes) for net proceeds of $396.7 million. We used the net proceeds of the 2019 Notes to repay substantially all amounts then outstanding under our Multi-Currency Revolving Credit Facility and the remaining net proceeds were used for general corporate purposes.

During the nine months ended June 30, 2011, we purchased 11.4 million shares of our common stock for a total of $400.3 million. During the nine months ended June 30, 2010, we purchased 13.1 million shares of our common stock for a total of $350.3 million.

In November 2009, our board of directors increased the quarterly cash dividend by 33% to $0.08 per share. In November 2010, our board of directors authorized another increase in the quarterly cash dividend by 25% to $0.10 per share. In May 2011, our board of directors increased the quarterly cash dividend again by 15% to $0.115 per share. We anticipate that we will continue to pay quarterly cash dividends in the future. However, the payment and amount of future dividends remains within the discretion of our board of directors and will depend upon our future earnings, financial condition, capital requirements, and other factors.

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ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Certain of the statements contained in this Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These statements are based on management s current expectations and are subject to uncertainty and changes in circumstances. Actual results may vary materially from the expectations contained in the forward-looking statements. The following factors, among others, could cause actual results to differ materially from those described in any forward-looking statements: changes in pharmaceutical market growth rates; the loss of one or more key customer or supplier relationships; changes in customer mix; customer delinquencies, defaults or insolvencies; supplier defaults or insolvencies; changes in pharmaceutical manufacturers pricing and distribution policies or practices; adverse resolution of any contract or other dispute with customers or suppliers; federal and state government enforcement initiatives to detect and prevent suspicious orders of controlled substances and the diversion of controlled substances; qui tam litigation for alleged violations of fraud and abuse laws and regulations and/or any other laws and regulations governing the marketing, sale and purchase of pharmaceutical products or any related litigation, including shareholder derivative lawsuits; changes in federal and state legislation or regulatory action affecting pharmaceutical product pricing or reimbursement policies, including under Medicaid and Medicare; changes in regulatory or clinical medical guidelines and/or labeling for the pharmaceutical products we distribute, including certain anemia products; price inflation in branded pharmaceuticals and price deflation in generics; greater or less than anticipated benefit from launches of the generic versions of previously patented pharmaceutical products; significant breakdown or interruption of our information technology systems; our inability to continue to implement an enterprise resource planning (ERP) system to handle business and financial processes and transactions (including processes and transactions related to our customers and suppliers) of AmerisourceBergen Drug Corporation operations and our corporate functions as intended without functional problems, unanticipated delays and/or cost overruns; success of integration, restructuring or systems initiatives; interest rate and foreign currency exchange rate fluctuations; economic, business, competitive and/or regulatory developments in Canada, the United Kingdom and elsewhere outside of the United States, including changes and/or potential changes in Canadian provincial legislation affecting pharmaceutical product pricing or service fees or regulatory action by provincial authorities in Canada to lower pharmaceutical product pricing and service fees; the impact of divestitures or the acquisition of businesses that do not perform as we expect or that are difficult for us to integrate or control; our inability to successfully complete any other transaction that we may wish to pursue from time to time; changes in tax laws or legislative initiatives that could adversely affect our tax positions and/or our tax liabilities or adverse resolution of challenges to our tax positions; increased costs of maintaining, or reductions in our ability to maintain, adequate liquidity and financing sources; volatility and deterioration of the capital and credit markets; and other economic, business, competitive, legal, tax, regulatory and/or operational factors affecting our business generally. Certain additional factors that management believes could cause actual outcomes and results to differ materially from those described in forward-looking statements are set forth (i) elsewhere in this report, (ii) in Item 1A (Risk Factors) in the Company s Annual Report on Form 10-K for the fiscal year ended September 30, 2010 and elsewhere in that report and (iii) in other reports filed by the Company pursuant to the Exchange Act.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

The Company s most significant market risks are the effects of changing interest rates and foreign currency risk. See the discussion under Liquidity and Capital Resources in Item 2 on page 26.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are intended to ensure that information required to be disclosed in the Company s reports submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. These controls and procedures also are intended to ensure that information required to be disclosed in such reports is accumulated and communicated to management to allow timely decisions regarding required disclosures.

The Company s Chief Executive Officer and Chief Financial Officer, with the participation of other members of the Company s management, have evaluated the effectiveness of the Company s disclosure controls and procedures (as such term is defined in Rules 13a 15(e) and 15d 15(e) under the Exchange Act) and have concluded that the Company s disclosure controls and procedures were effective for their intended purposes as of the end of the period covered by this report.

Changes in Internal Control over Financial Reporting

During the fiscal quarter ended December 31, 2010, the Company began to implement and use a new Enterprise Resource Planning (ERP) system, which, when completed, will handle the business and financial processes within ABDC s operations and its corporate and administrative functions. The Company has modified and will continue to modify its internal controls relating to its business and financial processes throughout the entire ERP system implementation, which is expected to progress through the end of calendar 2012. While the Company believes that this new system and the related changes to internal controls will ultimately strengthen its internal controls over financial reporting, there are inherent risks in implementing any new ERP system and the Company will continue to evaluate and test control changes in order to provide certification as of its fiscal year ending September 30, 2011 on the effectiveness, in all material respects, of its internal controls over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

See Note 6 (Legal Matters and Contingencies) of the Notes to the Consolidated Financial Statements set forth under Item 1 of Part I of this report for the Company s current description of legal proceedings.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) Issuer Purchases of Equity Securities

The following table sets forth the number of shares purchased, the average price paid per share, the total number of shares purchased as part of publicly announced programs, and the approximate dollar value of shares that may yet be purchased under the programs during each month in the quarter ended June 30, 2011.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Programs
April 1 to April 30	394	$ 40.35		$ 343,149,418
May 1 to May 31	2,110,292	$ 41.42	2,109,473	$ 255,755,641
June 1 to June 30	1,409,098	$ 40.94	1,408,985	$ 198,087,242
Total	3,519,784		3,518,458	

a) In September 2010, the Company announced a new program to purchase up to $500 million of its outstanding shares of common stock, subject to market conditions. During the nine months ended June 30, 2011, the Company purchased 8.2 million shares under this program for $301.9 million. There is no expiration date related to this new program.

b) Employees surrendered 394 shares in April 2011, 819 shares in May 2011, and 113 shares in June 2011 to meet tax-withholding obligations upon vesting of restricted stock.

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ITEM 6. Exhibits

(a) Exhibits:

10.1	Non-Employee Directors Compensation Policy, effective as of November 11, 2010, as amended as of May 13, 2011.
10.2	First Amendment to Amended and Restated Receivables Purchase Agreement, dated as of April 28, 2011, among Amerisource Receivables Financial Corporation, as Seller, AmerisourceBergen Drug Corporation, as initial Servicer, various purchaser groups, and Bank of America, National Association, as Administrator (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed on May 4, 2011).
10.3	Second Amendment to Receivables Sales Agreement, dated as of April 28, 2011, between Amerisource Receivables Financial Corporation, as Buyer, and AmerisourceBergen Drug Corporation, as Originator (incorporated by reference to Exhibit 10.2 to the Registrant s Current Report on Form 8-K filed on May 4, 2011).
10.4	First Amendment to Amended and Restated Performance Undertaking Agreement, dated as of April 28, 2011, among Registrant, Amerisource Receivables Financial Corporation, Bank of America, National Association, as Administrator, and various purchaser groups (incorporated by reference to Exhibit 10.3 to the Registrant s Current Report on Form 8-K filed on May 4, 2011).
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32.1	Section 1350 Certification of Chief Executive Officer
32.2	Section 1350 Certification of Chief Financial Officer
101	Financial statements from the Quarterly Report on Form 10-Q of AmerisourceBergen Corporation for the quarter ended June 30, 2011, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Cash Flows, and (iv) the Notes to Consolidated Statements.

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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 thereunto duly authorized.

	AMERISOURCEBERGEN CORPORATION
August 8, 2011	/s/ Steven H. Collis Steven H. Collis President and Chief Executive Officer
August 8, 2011	/s/ Michael D. DiCandilo Michael D. DiCandilo Executive Vice President and Chief Financial Officer

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