

MCKESSON CORP  
Form DEFA14A  
July 09, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

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Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
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**McKesson Corporation**  
(Name of Registrant as Specified In Its Charter)

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2013 Annual Meeting of Stockholders  
July 9, 2013

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Executive Summary

Strong Performance

Over the past five years, McKesson has delivered returns that exceeded both our compensation peers and the S&P 500

In FY 2013, we generated operating cash flows of \$2.5 billion, completed acquisitions valued at \$2.5 billion and ended the year with \$2.5 billion in cash and cash equivalents

Substantial

Improvements to

Pay Program

More closely aligned pay and performance and reduced total direct compensation

Further explained and adjusted where appropriate the prevalence of, and rationale for selecting, our financial

metrics

Continued to set ambitious targets for performance-based pay

Significant

Investor Outreach

and Response

We routinely engage with investors to better understand their concerns and address their expectations

In response, the Board and senior management recently made substantial compensation and governance

changes

Reduction of Total

Compensation Levels

Effective Independent

Oversight and

Strong Corporate

Governance Practices

We

have

a

strong,

independent

Board

that

effectively

governs

the

Company,

listens

and

responds

to

stockholder concerns, and has overseen tremendous stockholder value creation

The directors have also exercised independent oversight of pay through our Compensation Committee, which

has retained both independent legal counsel and an independent compensation consultant and adopted

emerging best practices

We

are

aligned

with

best

practices

in

corporate

governance

with,

among

recent

enhancements,

the addition of

a lead independent director with robust powers and responsibilities

We ask for your support at our 2013 Annual Meeting of Stockholders

\* *Total direct compensation refers to the total compensation disclosed in the 2013 Summary Compensation Table minus the a*

column entitled Change in Pension Value and Nonqualified Deferred Compensation Earnings.  
Stock price appreciated by 64% while average total direct NEO compensation decreased by 18% since  
the end of fiscal year 2010\*  
Reduced payout opportunities under our long-term incentive program

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A History of Strong, Sustained Performance

CEO Oversaw

Turnaround

Mr. Hambergren became co-CEO in 1999, CEO in 2001 and Chairman in 2002

Turned the Company around from period of crisis in 1999 to a market leader

Currently number 14 on the Fortune 500

Over a Decade

of Sustained

Performance



for Investors

Mr. Hammergren's tenure as CEO is marked by sustained, long-term performance

Cumulative

total

stockholder

return

of

468%

from

FY

2001

through

FY

2013

Stock is currently trading near a record high price

A Company and

Executive Team

That Have Been

Successful for

Investors

The incremental higher pay for McKesson executives has proven beneficial to investors

who have experienced significant returns throughout this executive team's tenure

As the Compensation Committee moderates pay in the face of strong Company

performance,

it's

important

to

remember

that

the

executive

team

has

a

consistent

track

record of performance

Our CEO, executive team and experienced Board of Directors

turned the Company around during a time of crisis and have driven

tremendous, long-term value for investors ever since

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A Stronger Return on Investment vs. Peers

Investors received  
a return of more  
than 2X on their  
investment in  
McKesson

\*

\* *Total*  
stockholder  
return  
assumes

\$100  
invested  
at  
the  
close  
of  
trading  
on  
March  
31, 2008 (the close of our fiscal year) and the reinvestment of dividends  
when paid.

McKesson strongly outperformed both  
the S&P 500 and its peers over the last five years

\$100.00

\$100.00

\$100.00

\$132.64

\$176.31

\$216.44

S&P 500

Compensation Peer

Group

McKesson

FY 2008

FY 2012

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Director Nominee:

Alton F. Irby III

Demonstrated

Leadership

Mr. Irby has more than 35 years of experience serving on the boards of a variety of companies, including a number of public companies in the United States and Europe

He has demonstrated leadership experience and strong entrepreneurial talent

Having served on McKesson's Board of Directors since 1999, he offers important

institutional knowledge and experience

Expert in

Financial

Services and

Capital Markets

Mr. Irby has more than 40 years of experience in financial services and capital markets, having served as chief executive officer or founding partner of several investment and investment banking firms in the United States and Europe

His financial and capital markets experience spans several industries

His experience includes areas of importance to McKesson, including acquisitions, divestitures and international transactions

Leader of

Committee

Implementing

Changes

As chair of McKesson's Compensation Committee, Mr. Irby led the Board's initiative to make substantial changes to the Company's executive compensation program, demonstrating a serious commitment to contemporary best practices in response to investor feedback

Mr. Irby's accomplished career in a variety of leadership roles and the significant program and policy changes implemented under his leadership make him a valuable Board member and leader of the Compensation Committee

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Director Nominee:

Jane E. Shaw

Wealth of

Experience

As a former Chairman and CEO, Dr. Shaw brings exceptional leadership, business management and director experience in the healthcare industry

Dr. Shaw had a distinguished career on Intel's board, with 19 years of service including steering the company through compliance with the 2002 Sarbanes-Oxley Act and being

named Intel's first non-executive chairman in 2009

Poise and

Stability in Time

of Crisis

With

her

strong

financial

background,

valuable

leadership

skills

and

methodical

scientific

training, Dr. Shaw helped navigate a positive course for the Company in the aftermath of the difficult HBO & Co. acquisition

Dr. Shaw was named a 2010 Outstanding Director by the Outstanding Directors Exchange

and a 2013 Outstanding Director by the San Francisco Business Times and the Silicon

Valley Business Journal

Strong

Institutional

Knowledge

Dr. Shaw's strong institutional knowledge helped position McKesson as a leader in the healthcare industry, and as chair of the Governance Committee, guided our adoption of best practices in corporate governance

Dr. Shaw's commitment to sound corporate governance practices has been recognized by the major proxy advisory firms, which have consistently given McKesson high marks

Dr. Shaw's distinguished executive career and wealth of

experience as a director during challenging times makes her an

outstanding Board member and leader of the Governance Committee

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Tremendous  
Industry  
Knowledge and  
Experience  
Mr.  
Hammergren  
has  
over  
30  
years



of  
business  
and  
leadership  
experience  
in  
the  
healthcare  
space

Mr. Hammergren recently served as Chairman of the Healthcare Leadership Council, a coalition of chief executives of the nation's leading healthcare companies and organizations

With 17 years at McKesson, Mr. Hammergren has a deep understanding of McKesson's customer base, workforce, competition, challenges and opportunities

Exceptional  
Leadership Skills  
and Consistent

Delivery of  
Outstanding  
Returns to

Stockholders

Under Mr. Hammergren's leadership, the Company has experienced exceptional growth and success

Annual Revenues

FY 1999

FY 2013

\$30bn

\$122bn

Market Capitalization

FY 1999

FY 2013

\$8bn

\$25bn

Increased

more than 3X

Mr. Hammergren has a strong track record of creating tremendous stockholder value

Adjusted EPS Growth\*

FY 2007

FY 2013

\$3.02

\$6.33

13% CAGR

Increased

more than 4X

Director Nominee:

John H. Hammergren

Reflects non-GAAP information calculated on an Adjusted Earnings basis. A reconciliation to GAAP is available in the 2013 Company's website under the Investors tab.

\*

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A Distinguished and Experienced Board

Leadership and

business experience in  
the healthcare industry

Strategic planning  
and financial expertise

Legal and  
regulatory experience

International  
business experience

Former healthcare

professionals  
Public and private  
company directorships  
Experience with  
legislative initiatives  
Former Chief  
Executive Officers and  
Chief Financial Officers  
A Board that engages with  
stockholders, responds to their  
views and expectations and  
incorporates their feedback  
Retain our talented Board; vote FOR  
each director nominee

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Investor Outreach and Response

We heard the message delivered by our stockholders and made changes to our compensation program and governance practices to address investor issues and concerns

We engaged with our investors throughout 2012 and 2013, holding discussions with, among others:

Large institutional investors

Labor union funds

Pension funds

Proxy advisors

Feedback from stockholders was clear:

Moderate total levels of executive compensation

More closely align pay and performance

Further explain and adjust where appropriate the prevalence of, and rationale for selecting, financial metrics

Describe the role of stockholder return in our incentive program

As to governance practices, allow stockholders to take action between annual meetings and enhance independent director leadership

We listened to our investors:

Our Compensation Committee embarked on a measured multi-year effort to balance pay and performance with executive retention by reducing pay levels and implementing a number of important changes to our pay practices that resulted in lower compensation for our CEO and other NEOs

Our Governance Committee recommended, and the Board approved, (i) by-law provisions, subject to stockholder approval, to give stockholders the right to call a special meeting, and (ii) a lead independent director structure

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Reduction of Total Compensation Levels:  
FY 2010 to FY 2013

Stock

Appreciation

Average Decrease in

NEO Total Direct

Compensation

Since the end of FY 2010, McKesson's stock price has risen  
while average NEO total direct compensation has decreased

64%

-18%

11  
Moderation of Total Compensation Levels  
Base  
Salaries  
Maintained  
CEO base pay since May 2010, NEO base pay since  
May 2011  
Long-Term  
Incentive  
Plan  
Reduced  
the maximum payout opportunity for executive officers



by  
33%,  
effective  
for  
the  
FY  
2012

FY 2014 performance period  
Reduced  
the  
target  
payout  
opportunity  
for  
FY  
2013

FY 2015  
by 5% from last year  
Performance  
RSUs  
Reduced  
the maximum payout opportunity by 9% from last year  
Reduced  
Performance RSU target grant amounts by an average  
of 4% from last year  
Option  
Awards  
Reduced  
the grant date value of option awards by an average  
of 5% from last year

We  
heard  
our  
investors  
views about the level of total compensation  
and responded by reducing almost every element of our pay program

Closer Alignment of Pay and Performance

Established increasingly ambitious targets that reflect Company performance

Made a significant portion of our NEOs' target direct compensation (67%) equity-based  
Added Financial Metrics and Enhanced Explanation

Added  
several  
new  
metrics

that  
correlate  
to  
operational  
success,  
including  
EBITDA,  
ROIC  
and operating cash flow, which we believe fuel greater stockholder return

Additional metrics selected through analysis of historical trends, incentive design features and performance of comparable U.S. companies, analyst expectations and investor feedback

Performance targets are thoughtfully set to reflect true Company performance; *e.g.*, earnings targets established at the beginning of a fiscal year reflect anticipated annual share buybacks

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Substantial Improvements to Pay Program  
Based on Investor Feedback

We  
acted  
on  
our  
investors  
feedback  
and  
made  
several significant revisions to our pay program

13  
Financial Metrics Driving Our Pay Program  
Long-Term (Equity)  
Long-Term (Cash)  
Annual  
Incentive Program  
Performance Restricted  
Stock Units (PeRSUs)  
Share Price  
Adjusted EPS  
Stock Options

Adjusted ROIC  
Long-Term Incentive Plan  
(LTIP)  
Long-Term  
Earnings Growth  
Adjusted OCF  
Management Incentive Plan  
(MIP)

Adjusted EPS

Adjusted EBITDA

Individual Modifier

Focus on a rigorous and sustainable  
approach to delivering returns to our investors

*\* Terms used in this table are defined in McKesson's 2013 proxy statement.*

Financial Metrics

\*

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Explanation of the Pension Value Change

Annual

Assessments of

Actuarial

Assumptions

Each year, we must assess the actuarial assumptions underlying the calculation of our

pension

liability,

including

the

lump-sum  
interest

rate

which

is

used

to

convert

the

estimated pension benefit into a lump sum

The lump-sum value of the pension benefit is inversely correlated to fluctuations in the lump-sum interest rate

Adjustments to

the Lump-Sum

Interest Rate and

Its Effect on

Pension Accrual

In FY 2013, we lowered the lump-sum interest rate from 4.0% to 2.3% to reflect the persistent low interest rate environment

This change in interest rate assumption led to a meaningful increase in pension accrual this

year;

however,

of

the

\$24

million

shown

in

the

2013

Summary

Compensation

Table,

\$21 million was attributable to the changes in actuarial assumptions

Rise in Pension

Accrual Does Not

Equate to

Granting

Additional

Compensation

In assessing the Compensation Committee's executive compensation decisions, we do not believe our investors should factor in pension value swings due to changes in interest rates

These value swings are not in the Compensation Committee's control. Just as investors should not give the Company credit when lump-sum pension values drop significantly because of interest rate increases, investors should not view the Company as granting additional compensation when lump-sum pension values rise due to changes in interest rate assumptions

Investors should evaluate the pension in the context of the amount contributed, not on the basis of changes in actuarial assumptions

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Putting Realizable Pay in Context

A Measure of

Pay for

Performance

Alignment

Realizable pay is a measure that some investors utilize to evaluate the alignment between pay and performance

A

well-designed



incentive  
plan  
combined  
with  
strong  
company  
performance  
will  
result  
in

realizable pay that exceeds grant-date values

In an appropriately performance-based program, when performance is strong, realizable pay increases; if performance is weak, it declines

Alignment with

Performance

Reflected in

Plan Design

Our plans are performance-based to align executive interests with investor interests

68% of our CEO's target direct compensation was granted in equity

In response to feedback from investors and our Board's commitment to continually raise the bar on performance for the benefit of our investors, the Compensation Committee acted to meaningfully reduce overall pay in almost every category. These reductions required our management team to stretch even further in their quest for superior performance in order to realize the outcomes produced. The committee's approach is working, as evidenced by the strong continued growth of our stockholder return for the past several years

Strong

Performance

Over the last three years our performance has been exceptional, which has resulted in higher realizable pay than grant-date pay

While the use of equity grants to incentivize executives has resulted in improved outcomes for our management team, it has also resulted in outstanding returns for McKesson's investors

(64%

share

price

appreciation

in

the

last

three

fiscal

years)

Investors should be pleased that realizable pay has grown because it reflects strong long-term performance and the alignment of pay with performance

Structural Alignment with Performance

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Our Commitment to Align Pay and Performance has Proven Effective

The vast majority of CEO target direct compensation for the past several years was granted in equity. Outstanding performance resulted in higher realizable pay, benefiting all investors, including executives who hold substantial share positions.

CEO

Equity-Based

Compensation

(68%)

CEO Cash

Compensation

(32%)

Stock Price

Appreciation = 64%

FY 2010

FY 2013

Strong Company Performance

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Recently Adopted Best Practices

3

Eliminated a golden parachute benefit

Eliminated CEO excise tax gross-up

Prohibited hedging and pledging

1

2

4

5

Implemented majority voting for director elections

6

Adopted lead independent director role with robust powers

and responsibilities

7

Proposed adoption of by-law provisions to give stockholders  
the right to call a special meeting

Eliminated supermajority voting provisions

Board:

All directors, except one, are independent and must be elected annually by a majority vote

Lead Director:

Our strong independent board leadership is being enhanced in July 2013

when

a

lead

independent

director

with

clearly  
defined  
powers  
and  
responsibilities  
begins  
his  
service

Committee Membership:

All committees, including the Compensation Committee, consist of entirely independent directors

Independent Advisors:

Our Compensation Committee has engaged and considers the advice

of  
an  
independent  
compensation  
consultant  
and  
independent  
legal  
counsel

Investor Input:

Our Compensation Committee and senior management have engaged with investors and have acted on their feedback regarding McKesson's pay program

Our Governance Committee has been responsive to stockholders on corporate governance matters and recently implemented a number of contemporary best practices

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Effective Independent Oversight

Independent directors with an overall goal of delivering superior stockholder value

Election of Directors

Strong, experienced and independent directors who effectively govern the Company and continue to drive tremendous long-term stockholder value

Say on Pay

Maintained our track record of superior performance within the market and our compensation peer group

Continued to engage with our investors to enhance our pay program and meet investor expectations



Improved the compensation program to more closely align pay and performance

Moderated total direct compensation levels

Continued to follow, and adopt, emerging compensation best practices

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We Ask for Your Support

Vote FOR

our director nominees and say on pay