



Item 8.01. Other Events.

On August 27, 2009, AmerisourceBergen Corporation (the Company ) received a stockholder proposal from Kenneth Steiner requesting the Company s Board of Directors to take the steps necessary to eliminate all supermajority vote requirements from its amended and restated certificate of incorporation (the certificate of incorporation ) and bylaws. The Governance and Nominating Committee of the Board of Directors (the Committee ) and the Board considered the stockholder proposal at several meetings of the Committee and the Board. On November 12, 2009, the Board, upon the Committee s recommendation, unanimously adopted resolutions approving, subject to stockholder approval, amendments to the Company s certificate of incorporation to replace all supermajority vote requirements for stockholder action with a majority vote requirement. The amendments to the Company s certificate of incorporation will be presented to the stockholders for approval at the Company s Annual Meeting of Stockholders to be held on March 4, 2010. Subject to stockholder approval of the amendment to the Company s certificate of incorporation, the Board intends to adopt amendments to the Company s bylaws to replace any supermajority vote requirements for stockholder action with a majority vote requirement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERISOURCEBERGEN CORPORATION

Date: December 16, 2009

By: /s/ Michael D. DiCandilo

Name: Michael D. DiCandilo  
Title: Executive Vice President  
and Chief Financial Officer