

AMERISOURCEBERGEN CORP
Form 4
March 22, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Walgreens Boots Alliance, Inc.

2. Issuer Name and Ticker or Trading Symbol
AMERISOURCEBERGEN CORP
[ABC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
108 WILMOT ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2016

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

DEERFIELD, IL 60015

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 03/18/2016 | | X | 22,696,912 A | \$ 51.5 34,157,955 | I (1) (3) | See footnotes (1) (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Warrants (right to buy) | \$ 51.5 | 03/18/2016 | | X | 22,696,912 | 03/18/2016 09/18/2016 | Common Stock | 22,696,912 |
| Warrants (right to buy) | \$ 52.5 | | | | | 03/18/2017 09/18/2017 | Common Stock | 22,696,912 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Walgreens Boots Alliance, Inc. 108 WILMOT ROAD DEERFIELD, IL 60015 | | | X | |
| Walgreens Boots Alliance Holdings LLC C/O 108 WILMOT ROAD DEERFIELD, IL 60015 | | | X | |

Signatures

/s/ Marco Pagni, EVP and Global Chief Administrative Officer and General Counsel of WBA 03/22/2016

**Signature of Reporting Person Date

/s/ Jason Dubinsky, Vice President of WBA Holdings 03/22/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares are held by Walgreens Boots Alliance Holdings LLC ("WBA Holdings"), an indirect wholly-owned subsidiary of Walgreens Boots Alliance, Inc. ("WBA"), and were acquired in accordance with the Framework Agreement, dated as of March 18, 2013 among Walgreen Co. ("Walgreen"), Alliance Boots GmbH and the Issuer (the "Framework Agreement"). The Framework Agreement is described in a Schedule 13D filed by Walgreen and others on April 15, 2014, as amended on January 16, 2015, January 25, 2016 and March 22, 2016 (as amended, the "Schedule 13D").
- (2) These warrants are held by WBA Holdings and were acquired pursuant to the Framework Agreement.
- (3) As described in the Schedule 13D, following the completion of an internal reorganization of certain wholly-owned subsidiaries of WBA, WBA Investments, Inc., a direct wholly-owned subsidiary of WBA and the sole member of WBA Holdings, may also be deemed to beneficially own the securities reported in this Form 4 and each of Walgreens Pharmacy Strategies, LLC, Bond Drug Company of Illinois, LLC, Walgreen Eastern Co., Inc., Walgreen Arizona Drug Co., Walgreen Hastings Co. and Walgreen do not beneficially own any shares of common stock or warrants of the Issuer.

Remarks:

Each reporting person expressly disclaims beneficial ownership of the securities described herein except to the extent of such person's direct ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.