

CARDINAL HEALTH INC
Form S-8
November 03, 2016

As filed with the United States Securities and Exchange Commission on November 3, 2016
Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CARDINAL HEALTH, INC.
(Exact name of registrant as specified in its charter)
Ohio 31-0958666
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)
7000 Cardinal Place
Dublin, Ohio 43017
(Address of Principal Executive Offices) (Zip Code)

Amended Cardinal Health, Inc. 2011 Long-Term Incentive Plan
(Full title of the plan)

Jessica L. Mayer
Senior Vice President, Deputy General Counsel and Corporate Secretary
Cardinal Health, Inc.
7000 Cardinal Place
Dublin, Ohio 43017
(614) 757-5000
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer,
or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting
company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|--------------------------------------|---|---|----------------------------|
| Common shares, without par value | 5,000,000 \$67.62 | \$338,075,000.00 | \$39,182.90 |

Pursuant to Rule 416 under the Securities Act of 1933 (the "Securities Act"), this registration statement also includes additional common shares, without par value (1)(the "common shares"), of Cardinal Health, Inc. (the "Company") that may become issuable pursuant to the anti-dilution provisions of the Amended Cardinal Health, Inc. 2011 Long-Term Incentive Plan (the "Plan").

Estimated solely for calculating the registration fee pursuant to paragraphs (c) and (h) of Rule 457 under the General Rules and Regulations under the Securities Act (2) on the basis of the average of the high and low sale prices of the common shares on the New York Stock Exchange on November 1, 2016, within five business days prior to filing.

Statement Regarding Registration of Additional Securities Pursuant to General Instruction E

The Company has prepared this registration statement in accordance with the requirements of Form S-8 under the Securities Act to increase by 5,000,000 the number of common shares registered under the Plan.

This registration statement incorporates by reference the contents of the Company's Form S-8 registration statements, Registration No. 333-177728 filed with the Securities and Exchange Commission ("Commission") on November 4, 2011 and Registration No. 333-206340 filed with the Commission on August 13, 2015, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this registration statement.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), and, in accordance therewith, files reports, proxy statements and other information with the Commission. The following documents previously filed by the Company with the Commission are incorporated by reference:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2016 filed with the Commission on August 12, 2016;
- (b) The Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 filed with the Commission on November 2, 2016; and
The description of the common shares contained in the Company's Registration Statement on Form 8-A dated August 19, 1994, pursuant to Section 12 of the Exchange Act, and all amendments and reports filed for the purpose
- (c) of updating such description, including the Current Reports on Form 8-K filed on August 10, 2012 and November 9, 2015.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act, subsequent to the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this registration statement.

Item 6. Indemnification of Directors and Officers.

Section 1701.13(E) of the Ohio Revised Code (the "Ohio Code") sets forth conditions and limitations governing the indemnification of directors, officers and certain other persons. In general, the Ohio Code authorizes Ohio corporations to indemnify directors, officers and certain other persons from liability if the director, officer or certain other person acted in good faith and in a manner reasonably believed by the director, officer or certain other person to be in or not opposed to the best interests of the corporation, and, with respect to any criminal actions, if the director, officer or certain other person had no reasonable cause to believe his conduct was unlawful. In the case of an action by or on behalf of a corporation, indemnification may not be made (i) if the person seeking indemnification is adjudged liable for negligence or misconduct, unless an appropriate court determines such person is fairly and reasonably entitled to indemnification, or (ii) if liability asserted against such person concerns certain unlawful dividends,

distributions and other payments. Section 1701.13(E) provides that to the extent a director, officer or certain other person has been successful on the merits or otherwise in defense of any such action, suit or proceeding, such individual shall be indemnified against expenses reasonably incurred in connection therewith. The indemnification authorized under Ohio law is not exclusive and is in addition to any other rights granted to officers and directors under the articles of incorporation or code of regulations of the corporation or any agreement with directors, officers and certain other persons. A corporation may purchase and maintain insurance or furnish similar protection on behalf of any director, officer or certain other person against any liability asserted against him and incurred by him in his capacity, or arising out of the status, as a director, officer or certain other person, whether or not the corporation would have the power to indemnify him against such liability under the Ohio Code.

Article 5 of the Company's Restated Code of Regulations, as amended (the "Code of Regulations"), contains certain indemnification provisions adopted pursuant to authority contained in Section 1701.13(E) of the Ohio Code. The Code of Regulations provides that the Company shall, to the fullest extent authorized by law, including but not limited to the laws of the State of Ohio, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding,

whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, or employee of the Company, or is or was serving at the written request of the Company as a director, trustee, officer, employee, member, or manager of another corporation, domestic or foreign, nonprofit or for profit, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. No amendment, termination, or repeal of Article 5, nor, to the fullest extent permitted by law, any modification of law, shall adversely affect or impair in any way the rights to be indemnified or to advancement of expenses pursuant to Article 5 with respect to any actions, omissions, transactions or facts occurring prior to the final adoption of such amendment, modification, termination or repeal. The Company has also entered into indemnification contracts with certain of its directors and executive officers which have terms similar to the indemnification provisions set forth in the Code of Regulations.

The Company maintains a directors' and officers' insurance policy that insures the officers and directors of the Company from claims arising out of an alleged wrongful act by such persons in their respective capacities as officers and directors of the Company.

Item 8. Exhibits.

| Exhibit Number | Description of Exhibit |
|----------------|--|
| 4.1 | Amended and Restated Articles of Incorporation of Cardinal Health, Inc., as amended (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, File No. 1-11373) |
| 4.2 | Cardinal Health, Inc. Restated Code of Regulations, as amended (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed June 30, 2016, File No. 1-11373) |
| 4.3 | Specimen Certificate for Common Shares of Cardinal Health, Inc. (incorporated by reference to Exhibit 4.01 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2001, File No. 1-11373) |
| 4.4 | Amended Cardinal Health, Inc. 2011 Long-Term Incentive Plan |
| 5.1 | Opinion of Counsel |
| 23.1 | Consent of Independent Registered Public Accounting Firm |
| 23.2 | Consent of Counsel (included in opinion filed as Exhibit 5.1 hereto) |
| 24.1 | Power of Attorney (included in the signature page to this Registration Statement) |

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dublin, State of Ohio, on November 3, 2016.

CARDINAL HEALTH, INC.

By: /s/ George S. Barrett
 George S. Barrett
 Chairman and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jessica L. Mayer or Michael C. Kaufmann and each of them, severally, as his/her attorney-in-fact and agent, with full power of substitution and re-substitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto any such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that any such attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the indicated capacities and on the respective dates indicated below.

| Signature | Title | Date |
|-------------------------|--|------------------|
| /s/ George S. Barrett | Chairman and Chief Executive Officer and | November 3, 2016 |
| George S. Barrett | Director (principal executive officer) | |
| /s/ Michael C. Kaufmann | Chief Financial Officer | November 3, 2016 |
| Michael C. Kaufmann | (principal financial officer) | |
| /s/ Stuart G. Laws | Senior Vice President and Chief Accounting Officer | November 3, 2016 |
| Stuart G. Laws | (principal | |

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accounting
officer)

/s/ David J. Anderson Director November 3, 2016
David J. Anderson

/s/ Colleen F. Arnold Director November 3, 2016
Colleen F. Arnold

/s/ Carrie S. Cox Director November 3, 2016
Carrie S. Cox

/s/ Calvin Darden Director November 3, 2016
Calvin Darden

/s/ Bruce L. Downey Director November 3, 2016
Bruce L. Downey

/s/ Patricia A. Hemingway Hall Director November 3, 2016
Patricia A. Hemingway Hall

/s/ Clayton M. Jones Director November 3, 2016
Clayton M. Jones

/s/ Gregory B. Kenny Director November 3, 2016
Gregory B. Kenny

/s/ Nancy Killefer Director November 3, 2016
Nancy Killefer

/s/ David P. King Director November 3, 2016
David P. King

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