

AMERISOURCEBERGEN CORP  
Form FWP  
May 19, 2014

Filed Pursuant to Rule 433

Registration No. 333-185163

May 19, 2014

**AmerisourceBergen Corporation**  
**1.150% Senior Notes Due 2017**

**3.400% Senior Notes Due 2024**  
**Pricing Term Sheet**

**Issuer:** AmerisourceBergen Corporation

**Format:** SEC Registered

**Trade Date:** May 19, 2014

**Settlement Date:** May 22, 2014 (T+3)

**Joint Book-Running Managers:** J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Mitsubishi UFJ Securities (USA), Inc.

**Co-Managers:** Wells Fargo Securities, LLC  
Scotia Capital (USA) Inc.  
U.S. Bancorp Investments, Inc.  
Mizuho Securities USA Inc.  
PNC Capital Markets LLC  
Deutsche Bank Securities Inc.  
Citigroup Global Markets Inc.  
Credit Suisse Securities (USA) LLC  
TD Securities (USA) LLC  
KeyBanc Capital Markets Inc.

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BNY Mellon Capital Markets, LLC

<b>Security Description:</b>	<u>1.150% Senior Notes due 2017</u>	<u>3.400% Senior Notes due 2024</u>
<b>Principal Amount:</b>	\$600,000,000	\$500,000,000
<b>Coupon:</b>	1.150%	3.400%
<b>Maturity:</b>	May 15, 2017	May 15, 2024
<b>Offering Price:</b>	99.892%	99.715%
<b>Yield to Maturity:</b>	1.187%	3.434%
<b>Spread to Treasury:</b>	40 basis points	90 basis points
<b>Benchmark Treasury Issue:</b>	0.875% due 05/15/2017	2.500% due 05/15/2024
<b>Benchmark Treasury Price:</b>	100-08¼	99-22+
<b>Benchmark Treasury Yield:</b>	0.787%	2.534%
<b>Ratings:</b>	Baa2 (Moody s) / A- (S&P)	Baa2 (Moody s) / A- (S&P)
<b>Interest Pay Dates:</b>	May 15 and November 15	May 15 and November 15
<b>Beginning:</b>	November 15, 2014	November 15, 2014
<b>Optional Redemption:</b>	Make-whole call at T+10 basis points	Make-whole call at T+15 basis points Par call on or after February 15, 2024

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<b>Change of Control Triggering Event Put:</b>	101% of principal amount plus accrued interest to the date of purchase	101% of principal amount plus accrued interest to the date of purchase
<b>CUSIP:</b>	03073E AK1	03073E AL9
<b>ISIN:</b>	US03073EAK10	US03073EAL92

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement, including a prospectus dated November 27, 2012 (File No. 333-185163), and a preliminary prospectus supplement dated May 19, 2014 with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC collect at 1-212-834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Mitsubishi UFJ Securities (USA), Inc. toll-free at 877-649-6848.