

AMERISOURCEBERGEN CORP
Form 8-K
November 17, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 16, 2009

AmerisourceBergen Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-16671

23-3079390

(State or other Jurisdiction of
Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**1300 Morris Drive
Chesterbrook, PA**

19087

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(610) 727-7000**

N/A

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 1.01. Entry into a Material Definitive Agreement.

On November 16, 2009, AmerisourceBergen Corporation (the Company) entered into an Underwriting Agreement (the Underwriting Agreement), by and among the Company, certain of the Company's direct and indirect U.S. subsidiaries named therein (the Guarantors), and Banc of America Securities LLC and J.P. Morgan Securities Inc., on behalf of themselves and as representatives of the several underwriters named therein (the Underwriters). The Underwriting Agreement provides for the issuance and sale by the Company, and the purchase by the Underwriters, of \$400 million aggregate principal amount of the Company's 4.875% Senior Notes due November 15, 2019 (the Notes). The Underwriting Agreement contains representations, warranties, conditions and covenants of the parties thereto and provides for indemnification by each of the Company, the Guarantors and the Underwriters against certain liabilities and contribution provisions in respect of those liabilities. The Company expects to consummate the sale of the Notes to the Underwriters, which is subject to the closing conditions specified in the Underwriting Agreement, on November 19, 2009.

The Notes will be senior unsecured obligations of the Company and will initially be jointly and severally guaranteed (the Guarantees) on an unsecured basis by the Guarantors. The Guarantors also guarantee the Company's outstanding 5-5/8% Senior Notes due September 15, 2012 and 5-7/8% Senior Notes due September 15, 2015 and the Company's \$695 million five-year multi-currency senior unsecured revolving credit facility (the Multi-Currency Revolving Credit Facility).

The offer and sale of the Notes and the Guarantees have been registered under the Securities Act of 1933, as amended, pursuant to the Company's shelf registration statement on Form S-3 (Registration Statement No. 333-162227) (the Shelf Registration Statement), filed with the Securities and Exchange Commission on September 30, 2009, and amended on November 4, 2009.

If the sale of the Notes is consummated pursuant to the terms set forth in the Underwriting Agreement, the Company estimates that it will receive net proceeds of approximately \$392.6 million (after deducting underwriting discounts and offering expenses) from the sale of the Notes. The Company intends to use approximately \$221.9 million of the net proceeds to repay substantially all of the amounts outstanding under its Multi-Currency Revolving Credit Facility. The remaining proceeds will be used for general corporate purposes.

Certain of the Underwriters and their affiliates have in the past provided, and may in the future provide, investment banking, commercial banking, derivative transactions and financial advisory services to the Company and its affiliates in the ordinary course of business for which they have received and may continue to receive customary fees and commissions. Specifically, the Underwriters and their affiliates serve various roles in connection with the Company's Multi-Currency Revolving Credit Facility, including as lenders, administrative agent, syndication agent, co-lead arrangers and joint bookrunners.

The foregoing is a brief description of certain terms of the Underwriting Agreement and, by its nature, is incomplete. It is qualified in its entirety by the text of the Underwriting Agreement filed as Exhibit 1.1 to this Current Report and incorporated herein by reference. All readers are encouraged to read the entire text of the Underwriting Agreement. The Underwriting Agreement is also filed with reference to, and is hereby made an exhibit to, the Shelf Registration Statement.

Item 7.01. Regulation FD Disclosure.

On November 16, 2009, the Company issued a news release announcing that it priced \$400 million aggregate principal amount of the Notes in an underwritten registered public offering. The news release is being furnished with this Current Report as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01. Other Events.

The legal opinion of Morgan, Lewis & Bockius LLP as to the validity of the Notes and the Guarantees is attached as Exhibit 5.1 to this Current Report and is filed with reference to, and is hereby made an exhibit to, the Shelf Registration Statement. Such opinion also contains the consent of Morgan, Lewis & Bockius LLP to the filing of its opinion as an exhibit to the Shelf Registration Statement, which consent is also filed with reference to, and hereby made an exhibit to, the Shelf Registration Statement.

Item 9.01. Financial Statements and Exhibits

Exhibit

Number Description

- | | |
|------|---|
| 1.1 | Underwriting Agreement for 4.875% Senior Notes due 2019, dated as of November 16, 2009. |
| 5.1 | Opinion of Morgan, Lewis & Bockius LLP. |
| 23.1 | Consent of Morgan, Lewis & Bockius LLP (contained in Exhibit 5.1). |
| 99.1 | News release of AmerisourceBergen Corporation, dated November 16, 2009. |
-

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: November 17, 2009

By: /s/ Michael D. DiCandilo

Name: Michael D. DiCandilo

Title: Executive Vice President and Chief
Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| 1.1 | Underwriting Agreement for 4.875% Senior Notes due 2019, dated as of November 16, 2009. |
| 5.1 | Opinion of Morgan, Lewis & Bockius LLP. |
| 23.1 | Consent of Morgan, Lewis & Bockius LLP (contained in Exhibit 5.1). |
| 99.1 | News release of AmerisourceBergen Corporation, dated November 16, 2009. |