

AMERISOURCEBERGEN CORP  
Form 8-K  
March 09, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

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Date of Report (Date of earliest event reported): **March 5, 2015**

**AmerisourceBergen Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation or  
Organization)

**1-16671**  
Commission File Number

**23-3079390**  
(I.R.S. Employer  
Identification  
Number)

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**1300 Morris Drive**  
**Chesterbrook, PA**

**19087**

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(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 (*see* General Instruction A.2. below):

- ☐ 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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b)

Edward E. Hagenlocker, a director of AmerisourceBergen Corporation (the Company) since 2001, retired from service on the Board of Directors, effective at the end of the 2015 Annual Meeting of Stockholders on March 5, 2015 (the 2015 Annual Meeting). Richard W. Gochnauer was appointed to replace Mr. Hagenlocker as the Chair of the Finance Committee of the Board of Directors.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The items listed below were submitted to a vote of the stockholders through a solicitation of proxies at the 2015 Annual Meeting. Each proposal is described in more detail in the definitive proxy statement filed by the Company with the SEC on January 23, 2015. The final voting results are below:

**Item 1 Election of Directors.**

The Company's stockholders elected the following individuals to serve until the 2016 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified. The voting results are as follows:

| Nominees             | For         | Against   | Abstentions | Broker Non-Votes |
|----------------------|-------------|-----------|-------------|------------------|
| Ornella Barra        | 175,632,388 | 1,940,596 | 595,821     | 16,331,775       |
| Steven H. Collis     | 176,341,813 | 1,249,243 | 577,749     | 16,331,775       |
| Douglas R. Conant    | 177,169,693 | 406,208   | 592,904     | 16,331,775       |
| Richard W. Gochnauer | 177,290,870 | 297,630   | 580,305     | 16,331,775       |
| Richard C. Gozon     | 175,698,123 | 1,890,599 | 580,083     | 16,331,775       |
| Lon R. Greenberg     | 173,772,142 | 3,796,309 | 600,354     | 16,331,775       |
| Jane E. Henney, M.D. | 170,568,534 | 5,897,403 | 1,702,868   | 16,331,775       |
| Kathleen W. Hyle     | 177,394,361 | 200,664   | 573,780     | 16,331,775       |
| Michael J. Long      | 177,013,678 | 575,765   | 579,362     | 16,331,775       |
| Henry W. McGee       | 176,066,964 | 1,505,806 | 596,035     | 16,331,775       |

**Item 2 Ratification of Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for Fiscal Year 2015.**

The Company's stockholders approved this item. The voting results are as follows:

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| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 190,356,679 | 3,527,840 | 616,061     | 0                |

Item 3 Advisory Vote to Approve the Compensation of the Company's Named Executive Officers.

The Company's stockholders approved this item. The voting results are as follows:

| For         | Against    | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|------------------|
| 162,489,696 | 13,929,232 | 1,749,877   | 16,331,775       |

Item 4 Stockholder Proposal to Permit Stockholder Action by Written Consent.

The Company's stockholders did not approve this item. The voting results are as follows:

| For        | Against     | Abstentions | Broker Non-Votes |
|------------|-------------|-------------|------------------|
| 76,527,598 | 100,488,635 | 1,152,572   | 16,331,775       |

**Item 7.01. Regulation FD Disclosure.**

On March 5, 2015, the Company issued a news release announcing the results of the 2015 Annual Meeting. A copy of that news release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit Number | Description of Exhibit  |
|----------------|---|
| 99.1           | News Release, dated March 5, 2015, of AmerisourceBergen Corporation |

**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

March 9, 2015

By:

/s/ Tim G. Guttman

Name:

Tim G. Guttman

Title:

Executive Vice President and Chief  
Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>                                       |
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