AMERISOURCEBERGEN CORP
Form 424B2
May 20, 2014

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
1.150% Senior Notes due 2017	$600,000,000	99.892%	$599,352,000	$77,197
3.400% Senior Notes due 2024	$500,000,000	99.715%	$498,575,000	$64,216

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended. The total registration fee due for this offering is $141,413.

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Filed Pursuant to Rule 424(b)(2)
Registration No. 333-185163

Prospectus Supplement
(To Prospectus dated November 27, 2012)

AmerisourceBergen Corporation

$600,000,000 1.150% Senior Notes due 2017

$500,000,000 3.400% Senior Notes due 2024

We are offering $600,000,000 aggregate principal amount of 1.150% Senior Notes due 2017 (the "2017 Senior Notes") and $500,000,000 aggregate principal amount of 3.400% Senior Notes due 2024 (the "2024 Senior Notes" and, together with the 2017 Senior Notes, the "notes"). The 2017 Senior Notes will bear interest at a rate of 1.150% per year, payable semi-annually in arrears on May 15 and November 15 of each year, beginning on November 15, 2014. The 2017 Senior Notes will mature on May 15, 2017, unless earlier redeemed or repurchased. The 2024 Senior Notes will bear an interest at the rate of 3.400% per year, payable semi-annually in arrears on May 15 and November 15 of each year, beginning on November 15, 2014. The 2024 Senior Notes will mature on May 15, 2024, unless earlier redeemed or repurchased.

The notes will be unsecured and will rank equal in right of payment with all of our other existing and future unsecured and unsubordinated indebtedness and senior to any of our future indebtedness, if any, that expressly provides for its subordination to the notes. The notes will be effectively junior to all of our future secured indebtedness and structurally subordinated to all indebtedness and other liabilities, including trade payables, of our subsidiaries.

We may redeem the notes in whole or in part at any time at the applicable redemption price set forth in this prospectus supplement, plus accrued and unpaid interest to the redemption date.

If a change of control triggering event (as defined in this prospectus supplement) occurs, we must offer to repurchase the notes at a purchase price equal to 101% of the principal amount of the notes to be purchased, plus accrued and unpaid interest, if any.

Investing in the notes involves risks. See "Risk Factors" beginning on page S-5 of this prospectus supplement for a discussion of certain risks you should consider prior to deciding whether to purchase the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities or determined that this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

	Public Offering Price	Underwriting Discount	Proceeds to AmerisourceBergen (Before Expenses)
Per 2017 Senior Note	99.892%	0.400%	99.492%
Total	$599,352,000	$2,400,000	$596,952,000
Per 2024 Senior Note	99.715%	0.650%	99.065%
Total	$498,575,000	$3,250,000	$495,325,000

The public offering price set forth above does not include accrued interest, if any. Interest on the notes will accrue from May 22, 2014 and accrued interest must be paid by the purchaser if the notes are delivered after that date.

The notes will not be listed on any securities exchange. Currently, there are no public trading markets for the notes.

The underwriters expect to deliver the notes to purchasers in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear and Clearstream, on or about May 22, 2014.

Joint Book-Running Managers

BofA Merrill Lynch **J.P. Morgan** **Mitsubishi UFJ Securities**

Senior Co-Managers

Mizuho Securities **Scotiabank** **US Bancorp** **Wells Fargo Securities**

Co-Managers

BNY Mellon Capital Markets, LLC **Citigroup** **Credit Suisse**

Deutsche Bank Securities **KeyBanc Capital Markets** **PNC Capital Markets LLC** **TD Securities**

The date of this Prospectus Supplement is May 19, 2014

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which contains the terms of this offering of the notes. The second part is the accompanying prospectus, dated November 27, 2012, which we refer to in this prospectus supplement as the "accompanying prospectus." The accompanying prospectus is part of our Registration Statement on Form S-3 (Registration No. 333-185163) and contains more general information about the securities we may offer from time to time, some of which does not apply to this offering. The prospectus supplement and the accompanying prospectus also incorporate by reference the documents that are described under "Documents Incorporated by Reference." Generally, when we refer to "this prospectus," we are referring to both parts of this document combined.

In making your investment decision, you should rely only on the information contained in, or incorporated by reference into, this prospectus supplement, the accompanying prospectus, the registration statement of which this prospectus forms a part and any free writing prospectus we file with the Securities and Exchange Commission (which we refer to as the "SEC"). We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer of these securities in any jurisdiction where the offer or sale is not permitted.

If there is any inconsistency between the information in this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. If the information set forth in this prospectus supplement or the accompanying prospectus varies in any way from the information set forth in a document we have incorporated by reference, you should rely on the information in the more recent document.

You should not assume the information contained in this prospectus supplement, the accompanying prospectus, the registration statement of which this prospectus forms a part or any free writing prospectus we file with the SEC is accurate as of any date other than the date of such documents or that the information incorporated by reference into this prospectus supplement and the accompanying prospectus is accurate as of any date other than the date of the document incorporated by reference. Our business, condition (financial or otherwise), results of operations and prospects may have changed since those dates.

References in this prospectus to "AmerisourceBergen," "we," "us" and "our" and all similar references are to AmerisourceBergen Corporation (parent company only) and not to any of its subsidiaries, unless otherwise stated or the context otherwise requires. Specifically, in the "Summary AmerisourceBergen Corporation" section of this prospectus supplement references to "AmerisourceBergen," "we," "us" and "our" and all similar references are to AmerisourceBergen and its consolidated subsidiaries.

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DOCUMENTS INCORPORATED BY REFERENCE

The SEC allows us to "incorporate by reference" the information we file with the SEC under the Securities Exchange Act of 1934, as amended (which we refer to as the "Exchange Act"), which means that we can disclose important information to you by referring you to those documents. Information incorporated by reference is considered to be a part of this prospectus supplement, and information that we file later with the SEC will automatically update, modify and, where applicable, supersede this information. We incorporate by reference into this prospectus supplement the specific documents listed below and all documents filed by us with the SEC pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act between the date of this prospectus supplement and the termination of the offering of securities under this prospectus supplement, which future filings shall be deemed to be incorporated by reference into this prospectus supplement and to be part of this prospectus supplement from the date we subsequently file such documents. Unless we specifically state otherwise, we do not incorporate by reference any documents or information deemed to be furnished and not filed in accordance with SEC rules. The SEC file number for these documents is 1-16671.

- Our Annual Report on Form 10-K for the fiscal year ended September 30, 2013, filed with the SEC on November 26, 2013 (including portions of our definitive proxy statement on Schedule 14A filed with the SEC on January 24, 2014, incorporated therein by reference);

- Our Quarterly Reports on Form 10-Q for the quarters ended December 31, 2013 and March 31, 2014, filed with the SEC on February 7, 2014 and May 7, 2014, respectively;

- Our Current Reports on Form 8-K filed with the SEC on October 10, 2013, December 5, 2013, March 10, 2014 (excluding Item 7.01 and Exhibit 99.1), March 25, 2014, April 2, 2014, April 10, 2014, May 15, 2014 and May 19, 2014 (excluding Item 7.01 and Exhibit 99.1); and

- The description of our common stock contained in our Registration Statement on Form S-4/A (File No. 333-61440), filed with the SEC on July 27, 2001, and the related prospectus filed pursuant to Rule 424(b)(3) with the SEC on August 1, 2001, including any amendments or reports filed with the SEC for the purpose of updating such description.

Any statement contained in this prospectus supplement or the accompanying prospectus or in any document incorporated by reference into this prospectus supplement or the accompanying prospectus shall be deemed to be modified or, where applicable, superseded for the purposes of this prospectus to the extent that a statement contained in this prospectus supplement or the accompanying prospectus or any subsequently filed document that also is incorporated by reference into this prospectus supplement or the accompanying prospectus modifies or supersedes such prior statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

We will provide to each person, including any beneficial owner, to whom this prospectus is delivered, upon written or oral request and without charge, a copy of the documents referred to above that we have incorporated by reference into this prospectus supplement and a copy of the registration statement of which this prospectus is a part. You can request copies of such documents if you call or write us at the following address or telephone number:

AmerisourceBergen Corporation
1300 Morris Drive
Chesterbrook, PA 19087
Telephone: (610) 727-7000
Attention: Secretary

Exhibits to the documents will not be sent, however, unless those exhibits have specifically been incorporated by reference into such document. You may also obtain copies of our SEC filings as described under the heading "Where You Can Find More Information" in the accompanying prospectus.

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SUMMARY

This summary highlights selected information about us and this offering. It does not contain all of the information that may be important to you in deciding whether to purchase the notes. You should carefully read this entire prospectus supplement, as well as the accompanying prospectus and the documents incorporated by reference herein, which are described in the accompanying prospectus under "Where You Can Find More Information" and in this prospectus supplement under "Documents Incorporated by Reference," prior to deciding whether to purchase the notes. For purposes of the section below, "Summary AmerisourceBergen Corporation," references to "AmerisourceBergen," "we," "us," and "our" are to AmerisourceBergen Corporation and its consolidated subsidiaries.

AmerisourceBergen Corporation

We are one of the largest global pharmaceutical sourcing and distribution services companies, helping both healthcare providers and pharmaceutical and biotech manufacturers improve patient access to products and enhance patient care. We deliver innovative programs and services designed to increase the effectiveness and efficiency of the pharmaceutical supply chain. More specifically, we distribute a comprehensive offering of brand-name and generic pharmaceuticals (including specialty pharmaceutical products), over-the-counter healthcare products, home healthcare supplies and equipment, and related services to a wide variety of healthcare providers located in the United States and select global markets, including chain retail and independent pharmacies, mail order pharmacies, acute care hospitals and health systems, physician practices, medical and dialysis clinics, long-term care and other alternate site pharmacies, and other customers. We also provide pharmacy services to certain specialty drug patients. Additionally, we furnish healthcare providers and pharmaceutical manufacturers with an assortment of related services, including reimbursement and pharmaceutical consulting services, niche premium logistics services, inventory management, pharmacy automation, and pharmacy management.

Our executive offices are located at 1300 Morris Drive, Chesterbrook, Pennsylvania 19087. Our telephone number is (610) 727-7000 and our website address is *www.amerisourcebergen.com*. Information on our website does not constitute part of this prospectus supplement or the accompanying prospectus.

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The Offering

The following is a brief summary of certain terms and conditions of this offering. Certain of the terms and conditions described below are subject to important limitations and exceptions. For a more complete description of the terms of the notes, see "Description of Notes" in this prospectus supplement and "Description of Debt Securities" in the accompanying prospectus.

Issuer	AmerisourceBergen Corporation.
Notes Offered	$600,000,000 aggregate principal amount of 1.150% Senior Notes due 2017 (the "2017 Senior Notes"). $500,000,000 aggregate principal amount of 3.400% Senior Notes due 2024 (the "2024 Senior Notes").
Maturity Date	May 15, 2017 for the 2017 Senior Notes. May 15, 2024 for the 2024 Senior Notes.
Interest	Interest on the 2017 Senior Notes will accrue at the rate of 1.150% per annum and be paid semi-annually on May 15 and November 15 of each year, beginning on November 15, 2014. Interest on the 2024 Senior Notes will accrue at the rate of 3.400% per annum and be paid semi-annually on May 15 and November 15 of each year, beginning on November 15, 2014. Interest on the notes will be paid on the basis of a 360-day year comprised of twelve 30-day months.
No Initial Guarantees	None of our subsidiaries will initially guarantee the notes. However, certain of our domestic subsidiaries will be obligated to guarantee the notes under certain circumstances. See "Description of Notes Additional Covenants."
Ranking	The notes will be unsecured and unsubordinated and will rank: equal in right of payment with all of our other existing and future unsecured and unsubordinated indebtedness; senior to any of our future subordinated debt, if any, that expressly provides for its subordination to the notes; and effectively junior to all of our future secured indebtedness to the extent of the value of the assets securing such indebtedness. As of March 31, 2014, we had no subordinated debt and no secured indebtedness. The notes will be structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, of our subsidiaries to the extent of the value of the assets of such subsidiaries. As of March 31, 2014, the notes were structurally subordinated to an aggregate of $1.9 billion of indebtedness and other liabilities (excluding trade payables) of our subsidiaries.

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Certain Covenants	The indenture governing the 2017 Senior Notes and the indenture governing the 2024 Senior Notes each contain covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to create liens and enter into sale-leaseback transactions and limit our ability to merge or consolidate with or into another person or to sell, lease or convey all or substantially all of our and our restricted subsidiaries' assets, taken as a whole. These limitations are subject to a number of important qualifications and exceptions. See "Description of Notes Additional Covenants" in this prospectus supplement and "Description of Debt Securities Consolidation, Merger or Sale of Assets" in the accompanying prospectus.
Change of Control	If a change of control triggering event (as defined herein) occurs, we must offer to repurchase the notes at a purchase price equal to 101% of the principal amount of the notes to be purchased, plus accrued and unpaid interest, if any. See "Description of Notes Offer to Repurchase Upon Change of Control" in this prospectus supplement.
Optional Redemption	We may redeem the 2017 Senior Notes in whole or in part at any time at a "make-whole" redemption price plus accrued and unpaid interest to the redemption date. We may redeem the 2024 Senior Notes in whole or in part at any time prior to February 15, 2024 (the date that is three months prior to the maturity date of the notes) at a "make-whole" redemption price and at any time on or after February 15, 2024 (the date that is three months prior to the maturity date of the notes) at 100% of the principal amount, in each case plus accrued and unpaid interest to the redemption date.
Denominations	The notes will be issued in minimum denominations of $2,000 and any integral multiple of $1,000 in excess thereof.
Book-Entry Form	The notes will be issued in fully registered book-entry form and will be represented by one or more permanent global notes without coupons. The global notes will be deposited with, or on behalf of, The Depository Trust Company (referred to in this prospectus supplement as "DTC"). Investors may elect to hold interests in the global notes through DTC and its direct and indirect participants. Beneficial interests in any of the global notes will be shown on, and transfers will be effected only through, records maintained by DTC or its nominee and any such interest may not be exchanged for certificated securities, except in limited circumstances. See "Description of Notes Global Securities" in this prospectus supplement and "Description of Debt Securities Legal Ownership of Debt Securities" in the accompanying prospectus.

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Trustee	U.S. Bank National Association.
Governing Law	New York.
Trading	The notes are new issues of securities with no established trading markets. We do not intend to apply for listing of the notes on any securities exchange. The underwriters have advised us that they intend to make a market in the notes, but they are not obligated to do so and may discontinue market-making at any time without notice.
Use of Proceeds	We estimate that the net proceeds to us from the sale of the notes will be approximately $1.092 billion (after deducting underwriting discounts and our offering expenses). We intend to use a portion of the net proceeds to redeem all of our $5^7/_8$% Senior Notes due on September 15, 2015 and to use the remaining amount for general corporate purposes, including repurchases of shares of our common stock under our share repurchase programs. On May 19, 2014, we announced that our board of directors authorized a special $650 million share repurchase program. Other general corporate purposes may include, among other things, funding for working capital, capital expenditures, repayment of other indebtedness, investments in our subsidiaries, business acquisitions and the repurchase, redemption or retirement of our other securities. Pending use of the net proceeds from the sale of the notes, we intend to invest such proceeds in institutional money market funds, U.S. government securities, certificates of deposit or other short-term interest-bearing securities. See "Use of Proceeds" in this prospectus supplement.
Risk Factors	See "Risk Factors" beginning on page S-5 and the other information included or incorporated by reference in this prospectus for a discussion of certain risks you should carefully consider before deciding whether to purchase the notes.

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RISK FACTORS

Investing in the notes involves risks. Before deciding whether to purchase the notes, you should carefully consider the risks described under "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013, which is incorporated by reference into this prospectus supplement, as well as the risks set forth below. The occurrence of any one or more of these risks could materially and adversely affect our business, condition (financial or otherwise), operating results, prospects and ability to satisfy our payment obligations under the notes. In such case, you could lose all or part of your investment.

The indentures do not restrict the amount of additional indebtedness that we may incur.

The indenture governing the 2017 Senior Notes and the indenture governing the 2024 Senior Notes do not place any limitation on the amount of unsecured indebtedness that we may incur. Our incurrence of additional indebtedness may have important consequences for you as a holder of the notes, including making it more difficult for us to satisfy our obligations with respect to the notes, reducing the market price of the notes and causing a risk that the credit rating of the notes will be lowered or withdrawn. If we incur any additional indebtedness that ranks equally with the notes, the holders of that debt will be entitled to share ratably with the holders of the notes in any proceeds distributed in connection with any insolvency, liquidation, reorganization, dissolution or other winding up of our business.

Our credit ratings may not reflect the risks of investing in the notes.

Our credit ratings are an assessment by rating agencies of our ability to pay our debts when due. Consequently, real or anticipated changes in our credit ratings will generally affect the market price of the notes. These credit ratings may not reflect the potential impact of risks relating to structure or marketing of the notes. Agency ratings are not a recommendation to buy, sell or hold any security and may be revised or withdrawn at any time by the issuing organization. Each agency's rating should be evaluated independently of any other agency's rating. Neither we, the trustee nor any underwriter undertakes any obligation to maintain the ratings or to advise holders of the notes of any change in ratings.

We may be unable to generate the cash flow to service our debt obligations, including the notes.

We cannot assure you that our future cash flow will be sufficient to allow us to meet our payment obligations on our debt, including the notes. Our ability to generate cash flow from operations to make scheduled payments on our debt, including the notes, will depend on our future financial and operating performance, which will be affected by a range of economic, competitive and business factors. We cannot control many of these factors, such as general economic and financial conditions in the pharmaceutical services industry, regulatory developments, downturns in the economy in general or the initiatives of our competitors. Our ability to generate cash flow to meet our payment obligations under our debt, including the notes, may also depend on our successful implementation of our operating and growth strategies. We cannot assure that we will be able to implement our strategies or that the anticipated results of our strategies will be realized. If we do not generate sufficient cash flow to satisfy our obligations under our debt, including the notes, we may have to seek additional capital or undertake alternative financing plans, such as refinancing or restructuring our debt, or selling assets. Any of these actions could result in unanticipated costs, disrupt the implementation of our business or otherwise hinder our performance. Moreover, we may not be able to take any of these actions on commercially reasonable terms, or at all. Our inability to generate sufficient cash flow or to raise additional capital in order to satisfy our obligations under our debt, including the notes, or to refinance them on commercially reasonable terms would have a material adverse effect on our business, condition (financial or otherwise) results of operations and prospects.

The notes will be unsecured and effectively subordinated to our future secured debt.

Holders of our secured indebtedness will have claims that are prior to your claims as holders of the notes to the extent of the value of the assets securing the secured indebtedness. The notes will be effectively subordinated to all of our future secured indebtedness to the extent of the value of the

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collateral. In the event of any distribution or payment of our assets in any foreclosure, dissolution, winding-up, liquidation, reorganization or other bankruptcy proceeding, holders of secured indebtedness will have prior claim to those of our assets that constitute their collateral. Holders of the notes will participate ratably with all holders of our unsecured indebtedness that is deemed to be of the same class as the notes, and potentially with all of our other general creditors, based upon the respective amounts owed to each holder or creditor, in our remaining assets. In any of the foregoing events, we cannot assure you that there will be sufficient assets to pay amounts due on the notes. As a result, holders of the notes may receive less, ratably, than holders of secured indebtedness. We are permitted to borrow significant amounts of secured indebtedness in the future under the terms of both the indenture governing the 2017 Senior Notes and the indenture governing the 2024 Senior Notes. As of March 31, 2014, we had no secured indebtedness.

The notes will be structurally subordinated to all existing and future liabilities of our subsidiaries.

The notes will be structurally subordinated to all existing and future liabilities, including trade payables, of our subsidiaries, and the claims of creditors of our subsidiaries, including trade creditors, will have priority as to the assets and cash flows of our subsidiaries. In the event of a bankruptcy, liquidation, dissolution, reorganization or similar proceeding of any of our subsidiaries, holders of their liabilities, including their trade creditors, will generally be entitled to payment on their claims from assets of those subsidiaries before any assets are made available for distribution to us. None of our subsidiaries will guarantee the notes at the time of issuance. However, certain of our domestic subsidiaries may be obligated to guarantee the notes under certain circumstances. See "Description of Notes Additional Covenants." As of March 31, 2014, the notes were structurally subordinated to an aggregate of $1.9 billion of indebtedness and other liabilities (excluding trade payables) of our subsidiaries.

If active public trading markets do not develop for the notes, you may be unable to sell your notes or to sell your notes at a price that you deem sufficient.

The notes are new issues of securities for which there currently are no established trading markets. We do not intend to list the notes on a national securities exchange. While the underwriters of the notes have advised us that they intend to make markets in the notes, the underwriters will not be obligated to do so and may stop their market making at any time. No assurance can be given:

- as to the development or continuation of any market for the notes;
- as to the liquidity of any market that does develop; or
- as to your ability to sell the notes or the price at which you may be able to sell the notes.

The absence of active public trading markets could have an adverse effect on the liquidity and value of the notes.

If trading markets do develop, changes in our ratings or the financial markets could adversely affect the market price of the notes.

The market price of the notes will depend on many factors, including, among others, the following:

- ratings on our debt securities assigned by rating agencies;
- the prevailing interest rates being paid by other companies similar to us;
- our business, results of operations, condition (financial or otherwise) and prospects; and
- the condition of the financial markets.

The condition of the financial markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future, which could have an adverse effect on the market price of the notes. Rating agencies continually review the ratings they have assigned to companies and debt securities. Negative changes in the ratings assigned to us or our debt securities could have an adverse effect on the market price of the notes.

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We may not have sufficient funds, or the ability to raise sufficient funds, to satisfy our obligation to offer to repurchase the notes upon a change of control triggering event.

Upon a change of control triggering event, as that term is defined in "Description of Notes Offer to Repurchase Upon Change of Control" of this prospectus supplement we will be required to make an offer in cash to repurchase all or any part of each holder's notes at a price equal to 101% of the principal thereof, plus accrued interest, if any. The source of funds for any such repurchase would be our available cash or cash generated from operations or other sources, including borrowings, sales of equity or funds provided by a new controlling person or entity. We cannot assure you that sufficient funds will be available at the time of any change of control triggering event to repurchase all tendered notes pursuant to this requirement. Our failure to offer to repurchase notes, or to repurchase notes tendered, following a change of control triggering event will result in a default under the indenture governing the 2017 Senior Notes and the indenture governing the 2024 Senior Notes, which could lead to a cross-default under our credit facilities and under the terms of our other debt. In addition, prior to repurchasing the notes on a change of control triggering event, we may be required to repay some or all of our outstanding debt, if any, under our credit facilities or obtain the consent of the lenders under those facilities. If we do not obtain the required consents or repay our outstanding debt, if any, under our credit facilities, we may be prohibited or effectively prohibited from offering to repurchase the notes. See "Description of Notes Offer to Repurchase Upon Change of Control" in this prospectus supplement.

A court may void the issuance of the notes in circumstances of a fraudulent transfer under federal or state fraudulent transfer laws.

If a court determines the issuance of the notes constituted a fraudulent transfer, holders of the notes may not receive payment on the notes. Under federal bankruptcy and comparable provisions of state fraudulent transfer laws, if a court were to find that, at the time the notes were issued, we:

- issued the notes with the intent of hindering, delaying or defrauding current or future creditors; or

- received less than fair consideration or reasonably equivalent value for incurring the debt represented by the notes, and either (i) we were insolvent or were rendered insolvent by reason of the issuance of the notes; or (ii) we were engaged, or about to engage, in a business or transaction for which our assets were unreasonably small; or (iii) we intended to incur, or believed, or should have believed, we would incur, debts beyond our ability to pay as such debts mature;

then a court could:

- avoid all or a portion of our obligations to holders of the notes;

- subordinate our obligations to holders of the notes to our obligations with respect to other existing and future debt, the effect of which would be to entitle the other creditors to be paid in full before any payment could be made on the notes; or

- take other action harmful to holders of the notes, including in certain circumstances, invalidating the notes.

In any of these events, we could not assure you that holders of the notes would ever receive payment on the notes.

The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, we would be considered insolvent if:

- the sum of our debts, including contingent liabilities, was greater than the fair saleable value of all of our assets;

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- the present fair saleable value of our assets was less than the amount that would be required to pay our probable liability on our existing debts, including contingent liabilities, as they become absolute and mature; or

- it could not pay our debts as they become due.

We cannot assure you as to what standard a court would apply in order to determine whether we were "insolvent" as of the date the notes were issued, or that, regardless of the method of valuation, a court would not determine that we were insolvent on that date. Nor can we assure you that a court would not determine, regardless of whether we were insolvent on the date the notes were issued, that the issuance of the notes constituted fraudulent transfers on another ground.

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USE OF PROCEEDS

We estimate that the net proceeds to us from the sale of the notes will be approximately $1.092 billion (after deducting underwriting discounts and our offering expenses). We intend to use a portion of the net proceeds to redeem all of our $5^{7}/_{8}$% Senior Notes due on September 15, 2015 and to use the remaining amount for general corporate purposes, including repurchases of shares of our common stock under our share repurchase programs. On May 19, 2014, we announced that our board of directors authorized a special $650 million share repurchase program. Other general corporate purposes may include, among other things, funding for working capital, capital expenditures, repayment of other indebtedness, investments in our subsidiaries, business acquisitions and the repurchase, redemption or retirement of our other securities. Pending the use of such proceeds, we intend to invest the net proceeds from the sale of the notes in institutional money market funds, U.S. government securities, certificates of deposit or other short-term interest-bearing securities. We cannot predict whether the proceeds will be invested to yield a favorable return.

RATIO OF EARNINGS TO FIXED CHARGES

The following table shows our historical ratios of earnings to fixed charges for the periods indicated:

	For the Six Months Ended March 31,	For the Year Ended September 30,				
	2014	2013	2012	2011	2010	2009
Ratio of earnings to fixed charges(1)	10.6	10.5	12.7	13.5	12.2	12.5

(1) For purposes of computing the above ratios:

- earnings consist of (a) pre-tax income from continuing operations before income or loss from equity investees, plus (b) fixed charges (as defined below), plus (c) amortization of capitalized interest, plus (d) distributed income of equity investees, less interest capitalized; and

- fixed charges include (a) interest expensed and capitalized, (b) amortized premiums, discounts and capitalized expenses related to indebtedness, and (c) an estimate of the interest within rental expense.

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CAPITALIZATION

The following table sets forth our consolidated cash and cash equivalents and capitalization as of March 31, 2014. We have presented our consolidated cash and cash equivalents and capitalization on both an actual and an as adjusted basis to reflect the issuance and sale of the notes offered hereby and the application of the net proceeds from the sale of the notes to redeem the $5^{7}/_{8}$% Senior Notes due 2015. See "Use of Proceeds" in this prospectus supplement.

	As of March 31, 2014	
	Actual	As Adjusted
	(Unaudited) (In thousands, except share and per share date)	
Cash and cash equivalents	$ 696,730	$ 1,255,892
Total debt:		
Multi-Currency Revolving Credit Facility due 2018(1)		
Receivables Securitization Facility due 2016(2)		
Revolving Credit Note(3)		
$5^{7}/_{8}$% Senior Notes due 2015(4)	499,526	
$4^{7}/_{8}$% Senior Notes due 2019	397,960	397,960
$3^{1}/_{2}$% Senior Notes due 2021	499,462	499,462
1.150% Senior Notes due 2017 offered hereby		599,352
3.400% Senior Notes due 2024 offered hereby		498,575
Total debt	1,396,948	1,995,349
Stockholders' equity:		
Common stock, $0.01 par value authorized, issued and outstanding:		
600,000,000 shares, 269,472,871 shares and 227,519,892 shares, respectively	2,695	2,695
Additional paid-in capital	2,359,193	2,359,193
Retained earnings	1,621,479	1,600,277
Accumulated other comprehensive loss	(44,514)	(44,514)
Treasury stock, at cost: 41,952,979 shares	(1,793,338)	(1,793,338)
Total stockholders' equity	2,145,515	2,124,313
Total capitalization	$ 3,542,463	$ 4,119,662