

CARDINAL HEALTH INC  
Form S-8 POS  
February 06, 2008

As filed with the Securities and Exchange Commission on February 5, 2008

Registration No. 333-38192

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**CARDINAL HEALTH, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Ohio**  
(State or Other Jurisdiction of

**31-0958666**  
(I.R.S. Employer

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Incorporation or Organization)

**7000 Cardinal Place**

Identification No.)

**Dublin, Ohio 43017**

(Address of Principal Executive Offices) (Zip Code)

**CARDINAL HEALTH, INC. AMENDED AND RESTATED OUTSIDE DIRECTORS EQUITY INCENTIVE PLAN,**

**AS AMENDED**

**AND**

**CARDINAL HEALTH, INC. 2007 NONEMPLOYEE DIRECTORS EQUITY INCENTIVE PLAN**

**Ivan K. Fong**

**Chief Legal Officer and Secretary**

**Cardinal Health, Inc.**

**7000 Cardinal Place**

**Dublin, Ohio 43107**

(Name and Address of Agent for Service)

**(614) 757-5000**

(Telephone Number, Including Area Code, of Agent For Service)

This Post-Effective Amendment No. 1 is being filed to

add a new plan and exhibits to the Registration Statement.

This Post-Effective Amendment No. 1 to the Registration Statement shall become effective upon filing

with the Securities and Exchange Commission pursuant to Rule 464 under the Securities Act of 1933.



**Part II****Explanatory Note**

Cardinal Health, Inc. (the Registrant) filed Registration Statement No. 333-38192 (the Registration Statement) with the Securities and Exchange Commission on May 31, 2000 to register 1,000,000 Common Shares under the Cardinal Health, Inc. Outside Directors Equity Incentive Plan (the Outside Directors Plan). Pursuant to a 3-for-2 stock split in April 2001 and in accordance with footnote no. 1 to the Registration Statement, the registered shares were increased to 1,500,000. The Outside Directors Plan was amended and restated thereafter and was further amended by the First Amendment thereto in 2006. On November 7, 2007, the shareholders of the Registrant approved the Cardinal Health, Inc. 2007 Nonemployee Directors Equity Incentive Plan (the 2007 Directors Plan). This Post-Effective Amendment No. 1 to the Registration Statement (this Post-Effective Amendment No. 1) adds the 2007 Directors Plan to the Registration Statement and amends Item 8 and the Exhibit Index. It also provisionally allocates the 1,500,000 Common Shares as follows:

Plan	Number of Shares
Outside Directors Plan	750,000
2007 Directors Plan	750,000

**Item 8. Exhibits**

Exhibit Number	Description
4.1	Amended and Restated Articles of Incorporation of the Registrant, as amended (incorporated by reference to Exhibit 3.01 to the Registrant's Annual Report on Form 10-K for the year ended June 30, 2004, File No. 1-11373)
4.2	Restated Code of Regulations of the Registrant, as amended (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2007, File No. 1-11373)
4.4	Cardinal Health, Inc. Amended and Restated Outside Directors Equity Incentive Plan (incorporated by reference to Exhibit 10.23 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2005, File No. 1-11373)
4.5	First Amendment to Cardinal Health, Inc. Amended and Restated Outside Directors Equity Incentive Plan (incorporated by reference to Exhibit 10.02 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006, File No. 1-11373)
4.6	Cardinal Health, Inc. 2007 Nonemployee Directors Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2007, File No. 1-11373)
5.2	Opinion of John M. Adams, Jr.

- 23.4 Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
- 23.6 Consent of John M. Adams, Jr. (included in Exhibit 5.2)
- 24 Power of Attorney (included in the signature page to this registration statement)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dublin, State of Ohio, on February 5, 2008.

CARDINAL HEALTH, INC.

By: /s/ R. Kerry Clark  
R. Kerry Clark, Chairman

and Chief Executive Officer

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KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ivan K. Fong or Jeffrey W. Henderson, 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 the Registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange 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 of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities indicated on January 31, 2008.

**Signature**

**Title**

/s/ R. Kerry Clark  
R. Kerry Clark

Chairman, Chief Executive Officer and Director (principal executive officer)

/s/ Jeffrey W. Henderson  
Jeffrey W. Henderson

Chief Financial Officer (principal financial officer)

/s/ Stuart G. Laws  
Stuart G. Laws

Vice President and Chief Accounting Officer (principal accounting officer)

/s/ Colleen F. Arnold  
Colleen F. Arnold

Director

/s/ George H. Conrades  
George H. Conrades

Director

/s/ Calvin Darden  
Calvin Darden

Director

/s/ John F. Finn  
John F. Finn

Director

/s/ Philip L. Francis  
Philip L. Francis

Director

/s/ Gregory B. Kenny  
Gregory B. Kenny

Director

/s/ J. Michael Losh  
J. Michael Losh

Director

/s/ John B. McCoy  
John B. McCoy

Director

/s/ Richard C. Notebaert  
Richard C. Notebaert

Director

/s/ Michael D. O Halleran  
Michael D. O Halleran

Director

/s/ David W. Raisbeck  
David W. Raisbeck

Director

/s/ Jean G. Spaulding  
Jean G. Spaulding

Director

/s/ Robert D. Walter  
Robert D. Walter

Director

**EXHIBIT INDEX**

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