

MCKESSON CORP  
Form S-8 POS  
September 21, 2018

As filed with the Securities and Exchange Commission on September 21, 2018

Registration No. 333-181118

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**Post-Effective Amendment No. 1**

**to**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**McKesson Corporation**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or other jurisdiction of**

**94-3207296**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**Identification No.)**

**One Post Street, San Francisco, California**  
**(Address of principal executive offices)**

**94104**  
**(Zip Code)**

**McKesson Corporation 401(k) Retirement Savings Plan**

**(Full title of the plan)**

**Lori A. Schechter**

**Executive Vice President, General Counsel and Chief Compliance Officer**

**McKesson Corporation**

**One Post Street**

**San Francisco, California 94104**

**(415) 983-8300**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE**

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment (the "Post Effective Amendment") relates to the Registration Statement of McKesson Corporation, a Delaware corporation (the "Company"), on Form S-8 (File No. 333-181118 and referred to herein as the "Registration Statement") filed with the Securities and Exchange Commission on May 3, 2012, which registered 5,000,000 shares of the Company's Common Stock, \$0.01 par value per share, for offer or sale pursuant to the McKesson Corporation 401(k) Retirement Savings Plan, formerly the McKesson Corporation Profit Sharing Investment Plan (the "Plan"). The Registration Statement also registered an indeterminate amount of interests to be offered or sold pursuant to the Plan.

The Company has terminated the offering of its securities pursuant to the Registration Statement. Accordingly, the Company is filing this Post-Effective Amendment in accordance with the undertakings of the Company in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering.

The Company hereby removes from registration any and all shares of Common Stock and Plan participation interests registered but unsold under the Registration Statement as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on the 21st day of September, 2018.

**McKesson Corporation**

By: /s/ Lori A. Schechter  
Lori A. Schechter  
Executive Vice President, General  
Counsel and

Chief Compliance Officer