

AMERISOURCEBERGEN CORP
Form 4
August 25, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Walgreens Boots Alliance, Inc.

2. Issuer Name and Ticker or Trading Symbol
AMERISOURCEBERGEN CORP
[ABC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
108 WILMOT ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2016

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

DEERFIELD, IL 60015

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	08/25/2016		X	22,696,912 A \$ 52.5	56,854,867	I (1) (3)	See footnotes (1) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)
Warrants (right to buy)	\$ 52.5	08/25/2016		X	22,696,912	08/25/2016 02/27/2017	Common Stock	22,696,912

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walgreens Boots Alliance, Inc. 108 WILMOT ROAD DEERFIELD, IL 60015		X		
Walgreens Boots Alliance Holdings LLC C/O 108 WILMOT ROAD DEERFIELD, IL 60015		X		

Signatures

/s/ Kimberly Scardino, Senior Vice President, Global Controller and Chief Accounting Officer of WBA 08/25/2016

__Signature of Reporting Person Date

/s/ Jason Dubinsky, Vice President of WBA Holdings 08/25/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) These shares are held by Walgreens Boots Alliance Holdings LLC ("WBA Holdings"), an indirect wholly-owned subsidiary of Walgreens Boots Alliance, Inc. ("WBA"), and were acquired in accordance with the Framework Agreement, dated as of March 18, 2013 among Walgreen Co. ("Walgreen"), Alliance Boots GmbH and the Issuer (the "Framework Agreement"). The Framework Agreement is described in a Schedule 13D filed by Walgreen and others on April 15, 2014, as amended on January 16, 2015, January 25, 2016, March 22, 2016 and August 25, 2016 (as amended, the "Schedule 13D").
 - (2) These warrants were held by WBA Holdings and were acquired pursuant to the Framework Agreement on March 18, 2013 and became exercisable on August 25, 2016 as described in the Schedule 13D.
 - (3) As described in the Schedule 13D, WBA Investments, Inc., a direct wholly-owned subsidiary of WBA and the sole member of WBA Holdings, may also be deemed to beneficially own the securities reported in this Form 4.

Remarks:

Each reporting person expressly disclaims beneficial ownership of the securities described herein except to the extent of such person's direct ownership. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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