

MCKESSON CORP  
Form S-8 POS  
April 30, 2012

As filed with the Securities and Exchange Commission on April 30, 2012

Registration No. 333 71917

**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**

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

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

**94-3207296**  
(I.R.S. Employer  
Identification No.)

**One Post Street**  
**San Francisco, California 94104**  
(Address, Including Zip Code, of Principal Executive Offices)

**McKesson HBOC, Inc. 1999 Executive Stock Purchase Plan**  
(Full Title of the Plan)

**Laureen E. Seeger**  
**Executive Vice President, General Counsel**  
**and Chief Compliance Officer**

**McKesson Corporation**  
**One Post Street**  
**San Francisco, California 94104**  
**(415) 983-8300**

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

*Copies to:*

**John G. Saia**  
**McKesson Corporation**  
**One Post Street**

**Andrew D. Thorpe**  
**Morrison & Foerster LLP**  
**425 Market Street**

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San Francisco, California 94104

San Francisco, California 94105

(415) 983-8300

(415) 268-7000

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

This Post-Effective Amendment (this Post Effective Amendment ) relates to the Registration Statement of McKesson Corporation, a Delaware corporation (the Company ) on Form S-8 (File No. 333-71917) filed with the Securities and Exchange Commission on February 5, 1999, which registered 700,000 shares of the Company's Common Stock, \$0.01 par value per share, issuable pursuant to the McKesson HBOC, Inc. 1999 Executive Stock Purchase Plan (the Registration Statement ).

The Company has terminated the offering of its securities pursuant to the Registration Statement. Accordingly, the Company is filing this Post-Effective Amendment No. 1 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 securities registered but unsold under the Registration Statement as of the date hereof.

**Item 8. Exhibits**

Unless otherwise indicated below as being incorporated herein by reference to another filing with the Commission, each of the following exhibits is filed herewith:

<b>Exhibit Number</b>	<b>Description of Document</b>
24.1	Power of Attorney.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Francisco, California on April 30, 2012.

**MCKESSON CORPORATION**

By: /s/ Lauren E. Seeger  
**Lauren E. Seeger**  
**Executive Vice President, General Counsel and**  
**Chief Compliance Officer**

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated below on April 30, 2012.

<b>Signature</b>	<b>Title</b>
*	
<b>John H. Hammergren</b>	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
*	
<b>Jeffrey C. Campbell</b>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
*	
<b>Nigel A. Rees</b>	Vice President and Controller (Principal Accounting Officer)
*	
<b>Andy D. Bryant</b>	Director
*	
<b>Wayne A. Budd</b>	Director
*	
<b>Alton F. Irby III</b>	Director
*	
<b>M. Christine Jacobs</b>	Director
*	
<b>Marie L. Knowles</b>	Director
*	
<b>David. M. Lawrence, M.D.</b>	Director
*	
<b>Edward A. Mueller</b>	Director
*	
<b>Jane E. Shaw</b>	Director

\*By: /s/ Lauren E. Seeger  
**Lauren E. Seeger,**  
**as Attorney-in-fact**