

Edgar Filing: AMERISOURCE BERGEN CORP - Form 8-K

AMERISOURCE BERGEN CORP  
Form 8-K  
August 30, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
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Date of Report (Date of earliest event reported): August 29, 2001

AmerisourceBergen Corporation  
(Exact name of Registrant as specified in its charter)

Delaware	333-61440	23-3079390
(State or Other Jurisdiction of Incorporation or Organization)	Commission File Number	(I.R.S. Employer Identification Number)

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1300 Morris Drive, Suite 100  
Chesterbrook, Pennsylvania 19087-5594  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Registrant's Principal Executive Offices)  
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(Former name or former address, if changed since last report)  
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Item 2. Acquisition or Disposition of Assets  
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Effective August 29, 2001, pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of March 16, 2001, among AmerisourceBergen Corporation, formerly known as AABB Corporation ("AmerisourceBergen"), AmeriSource Health Corporation ("AmeriSource"), Bergen Brunswick Corporation ("Bergen"), A-Sub Acquisition Corp. and B-Sub Acquisition Corp., AmeriSource and Bergen combined their businesses by merging with acquisition subsidiaries of AmerisourceBergen. As a result of these mergers, Bergen common stockholders received 0.37 of a share of AmerisourceBergen common stock for

each share of Bergen they owned and AmeriSource common stockholders received one share of AmerisourceBergen common stock for each share of AmeriSource they owned.

The issuance of AmerisourceBergen common stock under the Merger Agreement was registered under the Securities Act of 1933, as amended, pursuant to AmerisourceBergen's registration statement on Form S-4 (File No. 333-61440), as amended (the "Registration Statement"), filed with the Securities and

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Exchange Commission (the "SEC"). The Registration Statement was declared effective on July 31, 2001. The Joint Proxy Statement -- Prospectus of Bergen and AmeriSource filed with the SEC pursuant to Rule 424(b)(3) on August 1, 2001 (the "Joint Proxy Statement-Prospectus") contains additional information about this transaction. Pursuant to Rule 12g-3(c) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the AmerisourceBergen common stock is deemed to be registered under Section 12(b) of the Exchange Act. The AmerisourceBergen common stock has been approved for listing on the New York Stock Exchange and will trade under the ticker symbol "ABC". The description of AmerisourceBergen common stock contained under the caption "Description of AmerisourceBergen Capital Stock" in the Joint Proxy Statement -- Prospectus is incorporated by reference herein.

The common stock of Bergen, the common stock of AmeriSource, the rights of Bergen, the rights of AmeriSource, the 6 7/8% Exchangeable Subordinated Debentures, due 2011, of Bergen and the 7 3/8% Senior Notes, due 2003, of Bergen were all registered pursuant to Section 12(b) of the Exchange Act and listed on the New York Stock Exchange. Each of Bergen and AmeriSource is de-listing its common stock and rights and Bergen is de-listing its 6 7/8% Exchangeable Subordinated Debentures, due 2011, and its 7 3/8% Senior Notes, due 2003, from the New York Stock Exchange and filing a Form 15 with the SEC to terminate such registrations under the Exchange Act.

A press release issued by AmeriSource and Bergen regarding the consummation of the mergers under the Merger Agreement is attached hereto as Exhibit 99.2 and is incorporated by reference herein in its entirety.

### Item 5. Other Events and Regulation FD Disclosure

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On August 29, 2001 in accordance with the Merger Agreement, Bergen and AmeriSource designated the following individuals to be directors of AmerisourceBergen.

Name	Designee of	Class	Expiration of Initial Term
Rodney H. Brady	Bergen	I	2002
James R. Mellor	Bergen	II	2003
Francis G. Rodgers	Bergen	III	2004
Richard C. Gozon	AmeriSource	II	2003

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J. Lawrence Wilson	AmeriSource	II	2003
Edward E. Hagenlocker	AmeriSource	III	2004

In connection with such designation and in accordance with the Merger Agreement, Kurt J. Hilzinger and Neil F. Dimick resigned as members of the Board of Directors of AmerisourceBergen and the foregoing designees were appointed to the Board of Directors of AmerisourceBergen, joining Robert E. Martini, a class III director and Chairman of the Board, and R. David Yost, a class I director and President and Chief Executive Officer of AmerisourceBergen, on the Board of Directors.

### Item 7. Financial Statements and Exhibits

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(A) FINANCIAL STATEMENTS OF BUSINESSES ACQUIRED.

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The consolidated financial statements of Bergen as of September 30, 2000 and 1999, and for the each of the three years ended September 30, 2000, 1999 and 1998 are incorporated by reference herein.

The unaudited consolidated financial statements of Bergen as of June 30, 2001 and for each of the nine-months ended June 30, 2001 and 2000 are incorporated by reference herein.

(B) PRO FORMA FINANCIAL INFORMATION.

Pro forma financial information will be filed by amendment to this Current Report.

(C) EXHIBITS.

2.1 Agreement and Plan of Merger, dated as of March 16, 2001, among AABB Corporation (now known as AmerisourceBergen Corporation), AmeriSource Health Corporation, Bergen Brunswick Corporation, A-Sub Acquisition Corp. and B-Sub Acquisition Corp. (incorporated by reference to Annex A to the Joint Proxy Statement -- Prospectus filed by AmerisourceBergen pursuant to Rule 424(b)(3) on August 1, 2001).

23.1 Consent of Deloitte & Touche LLP.

99.1 Financial Statements of Bergen (incorporated by reference to Bergen's Annual Report on Form 10-K for the year ended September 30, 2000 filed on December 29, 2000 and to Bergen's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001 filed on August 14, 2001 (File no. 1-5110)).

99.2 Press Release, dated August 29, 2001.

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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERISOURCEBERGEN CORPORATION

By:

/s/ William D. Sprague

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Name: William D. Sprague

Title: Vice President and Secretary

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EXHIBIT INDEX

Number Exhibit

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  - 23.1 Consent of Deloitte & Touche LLP.
  - 99.1 Financial Statements of Bergen (incorporated by reference to Bergen's Annual Report on Form 10-K for the year ended September 30, 2000 filed on December 29, 2000 and to Bergen's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001 filed on August 14, 2001 (File no. 1-5110)).
  - 99.2 Press Release, dated August 29, 2001.