

AMERISOURCEBERGEN CORP

Form 8-K

November 04, 2015

**UNITED STATES**  
**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): **November 4, 2015**

**AmerisourceBergen Corporation**

(Exact name of Registrant as specified in its charter)

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

**1-16671**  
Commission File Number

**23-3079390**  
(I.R.S. Employer  
Identification  
Number)

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**1300 Morris Drive**  
**Chesterbrook, PA**  
(Address of principal executive offices)

**19087**  
(Zip Code)

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Registrant's telephone number, including area code: **(610) 727-7000**

**N/A**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( *see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item. 1.01. Entry into a Material Definitive Agreement.**

On November 4, 2015, AmerisourceBergen Corporation (the Registrant) entered into an Omnibus Amendment (the Omnibus Amendment) to (i) the Amended and Restated Receivables Purchase Agreement, dated as of April 29, 2010, as amended, among AmeriSource Receivables Financial Corporation (ARFC), as seller, AmerisourceBergen Drug Corporation (ABDC), as servicer, the Purchaser Agents and Purchasers party thereto and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as administrator and (ii) the Receivables Sale Agreement, dated as of July 10, 2003, as amended, among ARFC, as buyer, and ABDC, as originator.

The Omnibus Amendment:

- extends the scheduled termination date of the securitization facility from December 5, 2017 to November 2, 2018;
- allows accounts receivable arising in connection with the sale of goods or the rendering of services by Belco Drug Corp., a wholly-owned subsidiary of the Registrant, to be included in the calculation of Receivables from and after the transfer of all of the assets and liabilities of Belco Drug Corp. to ABDC; and
- makes certain technical changes.

The securitization facility is available to provide additional liquidity and funding for the ongoing business needs of the Registrant and its subsidiaries. The securitization facility is based on the accounts receivables originated by ABDC from the sale of pharmaceuticals and other related services. Pursuant to the securitization facility, ABDC sells its accounts receivables to ARFC. ARFC may sell interests in the accounts receivables purchased from ABDC to the various purchaser groups party to the securitization facility, paying interest on amounts outstanding under the facility. The securitization facility, as amended, has a base limit of \$950 million, with an option to increase the commitments of the participating banks, subject to their approval, by an additional \$250 million for seasonal needs during the December and March quarters. The Registrant serves as the performance guarantor of ABDC's obligations as originator and servicer under the securitization facility. Any capitalized terms not defined in this Current Report shall have the meaning set forth in the Omnibus Amendment.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

The following exhibit is filed as part of this report:

10.1 Omnibus Amendment, dated November 4, 2015 to (i) the Amended and Restated Receivables Purchase Agreement, dated as of April 29, 2010, as amended, among AmeriSource Receivables Financial Corporation, as

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Seller, AmerisourceBergen Drug Corporation, as Servicer, the Purchaser Agents and Purchasers party thereto and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as Administrator and (ii) the Receivables Sale Agreement, dated as of July 10, 2003, as amended, among AmeriSource Receivables Financial Corporation as Buyer, and AmerisourceBergen Drug Corporation, as originator.

**SIGNATURES**

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

AMERISOURCEBERGEN CORPORATION

Date: November 4, 2015

|        |                                                         |
|--------|---------------------------------------------------------|
| By:    | /s/ Tim G. Guttman                                      |
| Name:  | Tim G. Guttman                                          |
| Title: | Executive Vice President<br>and Chief Financial Officer |

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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