

AMERISOURCEBERGEN CORP
 Form FWP
 February 17, 2015

Filed Pursuant to Rule 433

Registration No. 333-185163

February 17, 2015

AmerisourceBergen Corporation

3.250% Senior Notes Due 2025

4.250% Senior Notes Due 2045

Pricing Term Sheet

Issuer: AmerisourceBergen Corporation
Format: SEC Registered
Trade Date: February 17, 2015
Settlement Date: February 20, 2015 (T+3)
Joint Book-Running Managers: Merrill Lynch, Pierce, Fenner & Smith
 Incorporated

Wells Fargo Securities, LLC

Co-Managers: Citigroup Global Markets Inc.
 Credit Suisse Securities (USA) LLC
 KeyBanc Capital Markets Inc.
 Mitsubishi UFJ Securities (USA), Inc.
 Mizuho Securities USA Inc.
 PNC Capital Markets LLC
 Scotia Capital (USA) Inc.
 TD Securities (USA) LLC
 U.S. Bancorp Investments, Inc.

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|------------------------------|-------------------------------------|-------------------------------------|
| Security Description: | <u>3.250% Senior Notes due 2025</u> | <u>4.250% Senior Notes due 2045</u> |
| Principal Amount: | \$500,000,000 | \$500,000,000 |
| Coupon: | 3.250% | 4.250% |
| Maturity: | March 1, 2025 | March 1, 2045 |
| Offering Price: | 99.465% | 99.813% |
| Yield to Maturity: | 3.313% | 4.261% |
| Spread to Treasury: | 117 basis points | 152 basis points |

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|----------------------------------|---|--|
| Benchmark Treasury Issue: | 2.000% due February 15, 2025 | 3.000% due November 15, 2044 |
| Benchmark Treasury Price: | 98-23 | 105-07+ |
| Benchmark Treasury Yield: | 2.143% | 2.741% |
| Ratings: | Baa2 (Moody s) / A- (S&P) | Baa2 (Moody s) / A- (S&P) |
| Interest Pay Dates: | March 1 and September 1 | March 1 and September 1 |
| Beginning: | September 1, 2015 | September 1, 2015 |
| Optional Redemption: | Make-whole call at T+20 basis points | Make-whole call at T+25 basis points |
| | Par call on or after December 1, 2024 (the date that is three months prior to maturity) | Par call on or after September 1, 2044 (the date that is six months prior to maturity) |

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|---|--|--|
| Change of Control Triggering Event Put: | 101% of principal amount plus accrued interest to the date of purchase | 101% of principal amount plus accrued interest to the date of purchase |
| Mandatory Redemption Upon Acquisition Termination: | 101% of principal amount plus accrued interest to the redemption date | 101% of principal amount plus accrued interest to the redemption date |
| CUSIP: | 03073E AM7 | 03073E AN5 |
| ISIN: | US03073EAM75 | US03073EAN58 |

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed an automatic shelf registration statement, including a prospectus dated November 27, 2012 (File No. 333-185163), and a preliminary prospectus supplement dated February 17, 2015 with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Wells Fargo Securities, LLC toll-free at 1-800-645-3751.
