AMERISOURCEBERGEN CORP
Form 10-K
November 25, 2014

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Table of Contents

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

# Form 10-K

**þ** **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
**For the Fiscal Year Ended September 30, 2014**

**OR**

**o** **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
**For the transition period from to**

# AMERISOURCEBERGEN CORPORATION

*(Exact name of registrant as specified in its charter)*

| Commission File Number | Registrant, State of Incorporation Address and Telephone Number | I.R.S. Employer Identification Number |
|---|---|---|
| 1-16671 | AmerisourceBergen Corporation<br>(a Delaware Corporation)<br>1300 Morris Drive<br>Chesterbrook, PA 19087-5594<br>610-727-7000 | 23-3079390 |

**Securities Registered Pursuant to Section 12(b) of the Act:**
**Common Stock, $0.01 par value per share**
**Securities Registered Pursuant to Section 12(g) of the Act:**
**None**

Indicate by check mark if the registrant is a well-known seasoned issuer (as defined in Rule 405 of the Securities Act). Yes þ No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes o No þ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

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. (Check one):

| Large accelerated filer þ | Accelerated filer o | Non-accelerated filer o | Smaller reporting company o |
|---|---|---|---|
| | | (Do not check if a smaller reporting company) | |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes o No þ

The aggregate market value of voting stock held by non-affiliates of the registrant on March 31, 2014 based upon the closing price of such stock on the New York Stock Exchange on March 31, 2014 was $12,186,712,842.

The number of shares of common stock of AmerisourceBergen Corporation outstanding as of October 31, 2014 was 218,691,869.

**Documents Incorporated by Reference**

Portions of the following document are incorporated by reference in the Part of this report indicated below:

Part III Registrant's Proxy Statement for the 2015 Annual Meeting of Stockholders.

Table of Contents

**TABLE OF CONTENTS**

Table of Contents

## PART I

### ITEM 1. *BUSINESS*

As used herein, the terms "Company," "AmerisourceBergen," "we," "us," or "our" refer to AmerisourceBergen Corporation, a Delaware corporation.

AmerisourceBergen Corporation is one of the largest global pharmaceutical sourcing and distribution services companies, helping both healthcare providers and pharmaceutical and biotech manufacturers improve patient access to products and enhance patient care. We deliver innovative programs and services designed to increase the effectiveness and efficiency of the pharmaceutical supply chain. More specifically, we distribute a comprehensive offering of brand-name and generic pharmaceuticals (including specialty pharmaceutical products), over-the-counter healthcare products, home healthcare supplies and equipment, and related services to a wide variety of healthcare providers located in the United States and select global markets, including chain retail and independent pharmacies, mail order pharmacies, acute care hospitals and health systems, physician practices, medical and dialysis clinics, long-term care and other alternate site pharmacies, and other customers. We also provide pharmacy services to certain specialty drug patients. Additionally, we furnish healthcare providers and pharmaceutical manufacturers with an assortment of related services, including reimbursement and pharmaceutical consulting services, niche premium logistics services, inventory management, pharmacy automation, and pharmacy management.

**Industry Overview**

Pharmaceutical sales in the United States, as recently estimated by IMS Healthcare, Inc. ("IMS"), an independent third party provider of information to the pharmaceutical and healthcare industry, are expected to grow approximately 6.4% annually from 2014 through 2018, primarily due to strong demand, favorable pricing, and new product introductions. IMS expects that generic pharmaceutical sales will grow faster than the overall market.

In addition to general economic conditions, factors that impact the growth of the pharmaceutical industry in the United States, and other industry trends, include:

*Aging Population.* The number of individuals age 65 and over in the United States is expected to exceed 50 million by 2018 and is the most rapidly growing segment of the population. This age group suffers from more chronic illnesses and disabilities than the rest of the population and accounts for a substantial portion of total healthcare expenditures in the United States.

*Introduction of New Pharmaceuticals.* Traditional research and development, as well as the advent of new research, production and delivery methods such as biotechnology and gene therapy, continue to generate new pharmaceuticals and delivery methods that are more effective in treating diseases. We believe ongoing research and development expenditures by the leading pharmaceutical manufacturers will contribute to continued growth of the industry. In particular, we believe ongoing research and development of biotechnology and other specialty pharmaceutical drugs will provide opportunities for the continued growth of our specialty pharmaceuticals business.

*Increased Use of Generic Pharmaceuticals.* A number of patents for widely used brand-name pharmaceutical products will continue to expire during the next several years. In addition, increased emphasis by managed care and other third party payors on utilization of generics has accelerated their growth. We consider the increase in generic usage a favorable trend because generic pharmaceuticals have historically provided us with a greater gross profit margin opportunity than brand-name products, although their lower prices reduce revenue growth. Generic pharmaceuticals currently account for approximately 85% of the prescription volume in the United States.

*Increased Use of Drug Therapies.* In response to rising healthcare costs, governmental and private payors have adopted cost containment measures that encourage the use of efficient drug therapies to prevent or treat diseases. While national attention has been focused on the overall increase in aggregate healthcare costs, we believe drug therapy has had a beneficial impact on healthcare costs by reducing expensive surgeries and prolonged hospital stays. Pharmaceuticals currently account for approximately 12% of overall healthcare costs. Pharmaceutical manufacturers' continued emphasis on research and development is expected to result in the continuing introduction of cost-effective drug therapies and new uses for existing drug therapies.

Table of Contents

*Legislative Developments.* In recent years, regulation of the healthcare industry has changed significantly in an effort to increase drug utilization and reduce costs. These changes included expansion of Medicare coverage for outpatient prescription drugs, the enrollment (beginning in 2006) of Medicare beneficiaries in prescription drug plans offered by private entities, and cuts in Medicare and Medicaid reimbursement rates. More recently, in March 2010, the federal government enacted major health reform legislation designed to expand access to health insurance, which would increase the number of people in the United States who are eligible to be reimbursed for all or a portion of prescription drug costs. The health reform law provides for sweeping changes to Medicare and Medicaid policies (including drug reimbursement policies), expanded disclosure requirements regarding financial arrangements within the healthcare industry, enhanced enforcement authority to prevent fraud and abuse, and new taxes and fees on pharmaceutical and medical device manufacturers. These policies and other legislative developments may affect our businesses directly and/or indirectly (see Government Regulation on page 6 for further details).

**The Company**

We currently serve our customers (healthcare providers, pharmaceutical manufacturers, and certain specialty drug patients) through a geographically diverse network of distribution service centers and other operations in the United States and selected global markets. In our pharmaceutical distribution business, we are typically the primary source of supply of pharmaceutical and related products to our healthcare provider customers. We offer a broad range of services to our customers designed to enhance the efficiency and effectiveness of their operations, which allows them to improve the delivery of healthcare to patients and to lower overall costs in the pharmaceutical supply channel.

**Strategy**

Our business strategy is focused on the global pharmaceutical supply channel where we provide value-added distribution and service solutions to healthcare providers (primarily pharmacies, health systems, medical and dialysis clinics, and physicians) and pharmaceutical manufacturers that increase channel efficiencies and improve patient outcomes. Implementing this disciplined, focused strategy has allowed us to significantly expand our business, and we believe we are well-positioned to continue to grow revenue and increase operating income through the execution of the following key elements of our business strategy:

*Optimize and Grow Our Pharmaceutical Distribution and Service Businesses.* We believe we are well-positioned in size and market breadth to continue to grow our distribution business as we invest to improve our operating and capital efficiencies. Distribution anchors our growth and position in the pharmaceutical supply channel, as we provide superior distribution services and deliver value-added solutions, which improve the efficiency and competitiveness of both healthcare providers and pharmaceutical manufacturers, thus allowing the pharmaceutical supply channel to better deliver healthcare to patients.

With the rapid growth of generic pharmaceuticals in the U.S. market, we have introduced strategies to enhance our position in the generic marketplace, including the launch of our generic private label program based in Ireland. We source generics globally, offer a value-added generic formulary program to our healthcare provider customers, and monitor our customers' compliance with our generics program. We also provide data and other valuable services to our manufacturing customers, which includes the current expansion of our international presence into Switzerland, where we will lead our global manufacturer relations and commercialization strategy.

We believe we have one of the lowest cost operating structures among all pharmaceutical distributors. AmerisourceBergen Drug Corporation has a distribution facility network totaling 25 distribution facilities in the United States. We continue to seek opportunities to achieve productivity and operating income gains as we invest in and continue to implement warehouse automation technology, adopt "best practices" in warehousing activities, and increase operating leverage by increasing volume per full-service distribution facility. Furthermore, we believe that the investments we continue to make related to our information systems may reduce our operating expenses in the future (see Information Systems on page 5 for further details).

We offer value-added services and solutions to assist healthcare providers and pharmaceutical manufacturers to improve their efficiency and their patient outcomes. Services for manufacturers include: assistance with rapid new product launches, promotional and marketing services to accelerate product sales, product data reporting and logistical support.

Our provider solutions include: our Good Neighbor Pharmacy® program, which enables independent community pharmacies to compete more effectively through pharmaceutical benefit and merchandising programs; Good Neighbor Pharmacy Provider Network®, our managed care network, which connects our retail pharmacy customers to payor plans throughout the country and is the fourth-largest in the U.S.; generic product purchasing

Table of Contents

and private label services; hospital pharmacy consulting designed to improve operational efficiencies; and packaging solutions for institutional and retail healthcare providers.

On March 18, 2013, we, Walgreen Co. ("Walgreens"), and Alliance Boots GmbH ("Alliance Boots") entered into various agreements and arrangements, including a ten-year pharmaceutical distribution agreement between Walgreens and us, pursuant to which we will distribute branded and generic pharmaceutical products to Walgreens and an agreement that provides us the ability to access generics and related pharmaceutical products through Walgreens Boots Alliance Development GmbH, a global sourcing joint venture between Walgreens and Alliance Boots. The increased volume associated with the distribution agreement improved our distribution center efficiency and our access to the joint venture is expected to continue to improve our purchasing power.

In an effort to supplement our organic growth, we continue to utilize a disciplined approach to seek acquisitions that will assist us with our strategic growth plans.

*Optimize and Grow Our Specialty Distribution and Service Businesses.* Our specialty pharmaceuticals business has a significant presence in this growing part of the pharmaceutical supply channel. With distribution and value-added services to physicians and other healthcare providers, including hospitals and dialysis clinics, our specialty pharmaceuticals business is a well-developed platform for growth. We are a leader in distribution and services to community oncologists and have leading positions in other physician-administered products. We also distribute plasma and other blood products, injectible pharmaceuticals and vaccines. Additionally, we are well-positioned to service and support many of the new biotechnology therapies that will be coming to market in the near future. We continue to seek opportunities to expand our offerings in specialty distribution and services.

In fiscal 2014, we expanded globally by acquiring a minority ownership in Profarma Distribuidora de Produtos Farmacêuticos S.A. ("Profarma"), a leading pharmaceutical wholesaler in Brazil. In addition, we launched a joint venture with Profarma to provide enhanced specialty distribution and services to the Brazilian marketplace.

*Optimize and Grow Our Manufacturer Services Businesses.* Our consulting service businesses help global pharmaceutical and biotechnology manufacturers commercialize their products in the channel. We believe we are the largest provider of reimbursement services that assist pharmaceutical companies in supporting access to branded drugs. We also provide outcomes research, contract field staffing, patient assistance and copay assistance programs, adherence programs, risk mitigation services, and other market access programs to pharmaceutical companies. World Courier Group, Inc. ("World Courier"), is a leading global specialty transportation and logistics provider for the biopharmaceutical industry. World Courier further strengthens our service offerings to global pharmaceutical manufacturers and provides an established platform for the introduction of our specialty services outside North America. We continue to seek opportunities to expand our offerings in consulting and other services.

*Divestitures.* In order to allow us to concentrate on our strategic focus areas of pharmaceutical distribution and related services and specialty pharmaceutical distribution and related services, we have divested certain non-core businesses and may, from time to time, consider additional divestitures.
In May 2013, we completed the sale of AndersonBrecon, our former contract packaging and clinical trials services business in the United States and United Kingdom, and AmerisourceBergen Canada Corporation, our former Canadian pharmaceutical distribution business.

**Operations**

*Operating Structure.* We are organized based upon the products and services we provide to our customers. Our operations as of September 30, 2014 are comprised of the Pharmaceutical Distribution reportable segment and Other.

*Pharmaceutical Distribution Segment*

The Pharmaceutical Distribution reportable segment is comprised of two operating segments, which include the operations of AmerisourceBergen Drug Corporation ("ABDC") and AmerisourceBergen Specialty Group ("ABSG"). Servicing healthcare providers in the pharmaceutical supply channel, the Pharmaceutical Distribution segment's operations provide drug distribution and related services designed to

reduce healthcare costs and improve patient outcomes.

Table of Contents

ABDC distributes a comprehensive offering of brand-name and generic pharmaceuticals (including specialty pharmaceutical products), over-the-counter healthcare products, home healthcare supplies and equipment, and related services to a wide variety of healthcare providers, including acute care hospitals and health systems, independent and chain retail pharmacies, mail order pharmacies, medical clinics, long-term care and other alternate site pharmacies, and other customers. ABDC also provides pharmacy management, staffing and other consulting services; scalable automated pharmacy dispensing equipment; medication and supply dispensing cabinets; and supply management software to a variety of retail and institutional healthcare providers. Additionally, ABDC delivers packaging solutions to institutional and retail healthcare providers.

ABSG, through a number of operating businesses, provides pharmaceutical distribution and other services to physicians who specialize in a variety of disease states, especially oncology, and to other healthcare providers, including hospitals and dialysis clinics. ABSG also distributes plasma and other blood products, injectible pharmaceuticals, vaccines, and other specialty products. Additionally, ABSG provides third party logistics and outcomes research, and other services for biotechnology and other pharmaceutical manufacturers.

Our use of the term "specialty" and "specialty pharmaceutical products" refers to drugs used to treat complex diseases, such as cancer, diabetes, and multiple sclerosis. Specialty pharmaceutical products are part of complex treatment regimens for serious conditions and diseases that generally require ongoing clinical monitoring. We believe the terms "specialty" and "specialty pharmaceutical products" are used consistently by industry participants and our competitors. However, we cannot be certain that other distributors of specialty products define these and other similar terms in exactly the same manner as we do.

Both ABDC and ABSG distribute specialty drugs to their customers, with the principal difference between these two operating segments being that ABSG operates distribution facilities that focus primarily on complex disease treatment regimens. Therefore, a product distributed from one of ABSG's distribution facilities results in revenue reported under ABSG, and a product distributed from one of ABDC's distribution centers results in revenue reported under ABDC. Essentially all of ABSG sales consist of specialty pharmaceutical products. ABDC sales of specialty pharmaceutical products have historically been a relatively small component of its overall revenue.

*Other*

Other consists of the AmerisourceBergen Consulting Services ("ABCS") operating segment and the World Courier operating segment. The results of operations of our ABCS and World Courier operating segments are not significant enough to require separate reportable segment disclosure, and therefore, have been included in "Other" for the purpose of our reportable segment presentation.

ABCS, through a number of operating businesses, provides commercialization support services, including reimbursement support programs, outcomes research, contract field staffing, patient assistance and copay assistance programs, adherence programs, risk mitigation services, and other market access programs to pharmaceutical and biotechnology manufacturers. World Courier, which operates in over 50 countries, is a leading global specialty transportation and logistics provider for the biopharmaceutical industry.

*Sales and Marketing.* The majority of ABDC's sales force is led nationally, with regional focus and specialized by either healthcare provider type or size. Customer service representatives are centralized in order to respond to customer needs in a timely and effective manner. ABDC also has support professionals focused on its various technologies and service offerings. ABDC's marketing organization designs and develops business management solutions for AmerisourceBergen healthcare provider customers. Tailored to specific groups, these programs can be further customized at the business unit or distribution facility level to adapt to local market conditions. ABDC's sales teams and marketing organization also serve national account customers through close coordination with local distribution centers and ensures that our customers are receiving service offerings that meet their needs. Our other operating segments each have independent sales forces and marketing organizations that specialize in their respective product and service offerings. In addition, we have a corporate marketing group that coordinates branding and other marketing activities across the Company.

*Customers.* We have a diverse customer base that includes institutional and retail healthcare providers as well as pharmaceutical manufacturers. Institutional healthcare providers include acute care hospitals, health systems, mail order pharmacies, long-term care and other alternate care pharmacies and providers of pharmacy services to such facilities, and physicians and physician group practices. Retail healthcare providers include national and regional retail drugstore chains, independent community pharmacies and pharmacy departments of supermarkets and mass merchandisers. We are typically the primary source of supply for our healthcare provider customers. Our manufacturing customers include branded, generic and biotechnology manufacturers of prescription pharmaceuticals, as well as over-the-counter product and health and beauty aid manufacturers. In addition, we offer a broad range of value-added solutions designed to enhance the operating efficiencies and competitive positions of our customers, thereby allowing them to improve the delivery of healthcare to patients and consumers.

Table of Contents

Our two largest customers, Walgreen Co. ("Walgreens") and Express Scripts, Inc. accounted for 28% and 18%, respectively, of our fiscal 2014 revenue. Our top 10 customers, including governmental agencies, represented approximately 58% of fiscal 2014 revenue. In addition, we have contracts with group purchasing organizations ("GPOs"), each of which functions as a purchasing agent on behalf of its members, who are healthcare providers. Approximately 8% of our revenue in fiscal 2014 was derived from our three largest GPO relationships. The loss of any major customer or GPO relationship could adversely affect future revenue and results of operations.

*Suppliers.* We obtain pharmaceutical and other products from manufacturers, none of which accounted for 10% or more of our purchases in fiscal 2014. The loss of a supplier could adversely affect our business if alternate sources of supply are unavailable since we are committed to be the primary source of pharmaceutical products for a majority of our customers. We believe that our relationships with our suppliers are good. The 10 largest suppliers in fiscal 2014 accounted for approximately 49% of our purchases.

*Information Systems.* ABDC operates its full-service wholesale pharmaceutical distribution facilities in the U.S. on a centralized enterprise resource planning ("ERP") system. ABDC's ERP system provides for, among other things, electronic order entry by customers, invoice preparation and purchasing, and inventory tracking. As a result of electronic order entry, the cost of receiving and processing orders has not increased as rapidly as sales volume. ABDC's systems are intended to strengthen customer relationships by allowing the customer to lower its operating costs and by providing a platform for a number of the basic and value-added services offered to our customers, including marketing, product demand data, inventory replenishment, single-source billing, third party claims processing, computer price updates and price labels.

ABDC continues to expand its electronic interface with its suppliers and currently processes a substantial portion of its purchase orders, invoices and payments electronically. ABDC has a warehouse operating system, which is used to manage the majority of ABDC's transactional volume. The warehouse operating system has improved ABDC's productivity and operating leverage. ABDC will continue to invest in advanced information systems and automated warehouse technology.

A significant portion of our information technology activities relating to ABDC and our corporate functions are outsourced to IBM Global Services and other third party service providers.

We expect to continue to enhance and upgrade the ERP system. In addition, in an effort to comply with future pedigree and other supply chain custody requirements (see Risk Factor *Increasing governmental efforts to regulate the pharmaceutical supply channel may increase our costs and reduce our profitability)*, we expect to continue to make significant investments in our information systems.

ABSG operates the majority of its business on its own common, centralized ERP system resulting in operating efficiencies as well as the ability to rapidly deploy new capabilities.

**Competition**

We face a highly competitive global environment in the distribution of pharmaceuticals and related healthcare services. Our largest competitors are McKesson Corporation ("McKesson") and Cardinal Health, Inc. ("Cardinal"). ABDC competes with both McKesson and Cardinal, as well as national generic distributors and regional distributors within pharmaceutical distribution. In addition, we compete with manufacturers who sell directly to customers, chain drugstores who manage their own warehousing, specialty distributors, and packaging and healthcare technology companies. The distribution and related service businesses in which ABSG engages are also highly competitive. ABSG's operating businesses face competition from a variety of competitors, including McKesson, Cardinal, FFF Enterprises, Henry Schein, Inc., and UPS Logistics, among others. Our ABCS and World Courier businesses also face competition from a variety of competitors. In all areas, competitive factors include price, product offerings, value-added service programs, service and delivery, credit terms, and customer support.

**Intellectual Property**

We use a number of trademarks and service marks. All of the principal trademarks and service marks used in the course of our business have been registered in the United States and, in some cases, in foreign jurisdictions or are the subject of pending applications for registration.

Table of Contents

We have developed or acquired various proprietary products, processes, software and other intellectual property that are used either to facilitate the conduct of our business or that are made available as products or services to customers. We generally seek to protect such intellectual property through a combination of trade secret, patent and copyright laws and through confidentiality and other contractually imposed protections.

We hold patents and have patent applications pending that relate to certain of our products, particularly our automated pharmacy dispensing equipment, our medication and supply dispensing equipment, certain warehousing equipment and some of our proprietary packaging solutions. We seek patent protection for our proprietary intellectual property from time to time as appropriate.

Although we believe that our patents or other proprietary products and processes do not infringe upon the intellectual property rights of any third parties, third parties may assert infringement claims against us from time to time.

**Employees**

As of September 30, 2014, we had approximately 14,000 employees, of which approximately 13,000 were full-time employees. Approximately 2% of our employees are covered by collective bargaining agreements. We believe that our relationship with our employees is good. If any of our employees in locations that are unionized should engage in strikes or other such bargaining tactics in connection with the negotiation of new collective bargaining agreements upon the expiration of any existing collective bargaining agreements, such tactics could be disruptive to our operations and adversely affect our results of operations, but we believe we have adequate contingency plans in place to assure delivery of pharmaceuticals to our customers in the event of any such disruptions.

**Government Regulation**

We are subject to oversight by various federal and state governmental entities and we are subject to, and affected by, a variety of federal and state laws, regulations and policies.

The U.S. Drug Enforcement Administration ("DEA"), the U.S. Food and Drug Administration ("FDA") and various other federal and state regulatory authorities regulate the purchase, storage, and/or distribution of pharmaceutical products, including controlled substances. Wholesale distributors of controlled substances must hold valid DEA licenses, meet various security and operating standards and comply with regulations governing the sale, marketing, packaging, holding and distribution of controlled substances. The DEA, FDA and state regulatory authorities have broad enforcement powers, including the ability to suspend our distribution centers from distributing controlled substances, seize or recall products and impose significant criminal, civil and administrative sanctions. We have all necessary licenses or other regulatory approvals and believe that we are in compliance with all applicable pharmaceutical wholesale distribution requirements needed to conduct our operations.

We and our customers are subject to fraud and abuse laws, including the federal anti-kickback statute. The anti-kickback statute prohibits persons from soliciting, offering, receiving or paying any remuneration in order to induce the purchasing, leasing or ordering, induce a referral to purchase, lease or order, or arrange for or recommend purchasing, leasing or ordering items or services that are in any way paid for by Medicare, Medicaid, or other federal healthcare programs. The fraud and abuse laws and regulations are broad in scope and are subject to frequent and varied interpretation.

In recent years, some states have passed or proposed laws and regulations that are intended to protect the safety of the pharmaceutical supply channel. These laws and regulations are designed to prevent the introduction of counterfeit, diverted, adulterated or mislabeled pharmaceuticals into the distribution system. At the federal level, Congress has enacted legislation to regulate the pharmaceutical distribution system by establishing federal pedigree tracking standards requiring drugs to be labeled and tracked at the lot level. These and other requirements are expected to increase the cost of our operations.

Federal insurance and health care reform legislation known as the Affordable Care Act became law in March 2010. The Affordable Care Act is intended to expand health insurance, including coverage for at least a portion of drug costs, through a combination of insurance market reforms, an expansion of Medicaid, subsidies and health insurance mandates. The Affordable Care Act contains many provisions designed to generate the revenues necessary to fund the coverage expansions and reduce the costs of Medicare and Medicaid. In addition, among other things, the Affordable Care Act changed the formula for federal upper limits for multiple source drugs available for purchase by retail community pharmacies on a nationwide basis to no less than 175% of the weighted average manufacturer price. While certain provisions of the Affordable Care Act took effect immediately, others have delayed effective dates.

Table of Contents

As a result of political, economic and regulatory influences, scrutiny of the healthcare delivery system in the United States can be expected to continue at both the state and federal levels. This process may result in additional legislation and/or regulation governing the delivery or pricing of pharmaceutical products, as well as additional changes to the structure of the present healthcare delivery system.

Any future reductions in Medicare reimbursement rates could negatively impact our customers' businesses and their ability to continue to purchase drugs from us. We cannot predict what additional initiatives, if any, will be adopted, when they may be adopted, or what impact they may have on us.

The costs, burdens, and/or impacts of complying with federal and state regulations could be significant and the failure to comply with any such legal requirements could have a significant impact on our results of operations and financial condition.

See "Risk Factors" below for a discussion of additional regulatory developments that may affect our results of operations and financial condition.

**Health Information and Privacy Practices**

The Health Information Portability and Accountability Act of 1996 ("HIPAA") and its accompanying federal regulations set forth privacy and security standards designed to protect the privacy of and provide for the security of individually identifiable health information, as such term is defined under the HIPAA regulations. Some of our businesses collect, maintain, and/or access individually identifiable health information and are subject to the HIPAA regulations. Our operations, depending on their location, may also be subject to state or foreign regulations affecting personal data protection and the manner in which information services or products are provided. Significant criminal and civil penalties may be imposed for violation of HIPAA standards and other such laws. We have a HIPAA compliance program to facilitate our ongoing effort to comply with the HIPAA regulations.

Enacted in 2009, the American Recovery and Reinvestment Act ("ARRA") strengthens federal privacy and security provisions to protect individually identifiable health information. A section of the ARRA known as the Health Information Technology for Economic and Clinical Health Act ("HITECH Act") strengthened certain aspects of the HIPAA privacy and security rules, imposed new notification requirements related to health data security breaches, broadened the rights of the U.S. Department of Health and Human Services ("HHS") to enforce HIPAA, and directed HHS to publish more specific security standards. On January 25, 2013, the Office for Civil Rights of HHS published the HIPAA omnibus final rule ("HIPAA Final Rule"), which amended certain aspects of the HIPAA privacy, security and enforcement rules pursuant to the HITECH Act, extending certain HIPAA obligations to business associates and their subcontractors. Certain components of our business act as "business associates" within the meaning of HIPAA and are subject to these additional obligations under the HIPAA Final Rules.

Some of our businesses collect, maintain, and/or access other sensitive personal information that is subject to federal and state laws protecting such information, in addition to the requirements of HIPAA, the HITECH Act and the regulations implemented thereunder. Security and disclosure of personal information is also highly regulated in many other countries in which we operate, which regulations continue to evolve.

There can be no assurances that compliance with these requirements will not impose new costs on our business.

**Available Information**

For more information about us, visit our website at *www.amerisourcebergen.com*. The contents of the website are not part of this Form 10-K. Our electronic filings with the Securities and Exchange Commission (including all Forms 10-K, 10-Q and 8-K, and any amendments to these reports) are available free of charge through the "Investor Relations" section of our website immediately after we electronically file with or furnish them to the Securities and Exchange Commission and may also be viewed using their website at *www.sec.gov*.

Table of Contents

**ITEM 1A.** ***RISK FACTORS***

The following discussion describes certain risk factors that we believe could affect our business and prospects. These risk factors are in addition to those set forth elsewhere in this report.

***Intense competition as well as industry consolidations may erode our profit margins.***

The distribution of pharmaceuticals and related healthcare solutions is highly competitive. We compete with two national wholesale distributors of pharmaceuticals, McKesson and Cardinal; regional and local distributors of pharmaceuticals; national generic distributors; chain drugstores that warehouse their own pharmaceuticals; manufacturers that distribute their products directly to customers; specialty distributors; and re-packaging and healthcare technology companies (see "Competition" on page 5). If we were forced by competition to reduce our prices or offer more favorable payment or other terms, our results of operations or liquidity could be adversely affected. In addition, in recent years, the healthcare industry has been subject to increasing consolidation. If this trend continues among our customers and suppliers, it could give the resulting enterprises greater bargaining power, which may lead to greater pressure to reduce prices for our products and services.

***Our results of operations continue to be subject to the risks and uncertainties of inflation in branded and generic pharmaceutical prices and deflation in generic pharmaceutical prices.***

Certain distribution service agreements that we have entered into with branded and generic pharmaceutical manufacturers continue to have an inflation-based compensation component to them. Arrangements with a small number of branded manufacturers continue to be solely inflation-based. As a result, our gross profit from brand-name and generic manufacturers continues to be subject to fluctuation based upon the timing and extent of manufacturer price increases. If the frequency or rate of branded and generic pharmaceutical price increases slows, our results of operations could be adversely affected. In addition, generic pharmaceuticals are also subject to price deflation. If the frequency or rate of generic pharmaceutical price deflation accelerates, our results of operations could be adversely affected.

***Declining economic conditions could adversely affect our results of operations and financial condition.***

Our operations and performance depend on economic conditions in the United States and other countries where we do business. Deterioration in general economic conditions could adversely affect the amount of prescriptions that are filled and the amount of pharmaceutical products purchased by consumers and, therefore, reduce purchases by our customers, which would negatively affect our revenue growth and cause a decrease in our profitability. Interest rate fluctuations, financial market volatility or credit market disruptions may also negatively affect our customers' ability to obtain credit to finance their businesses on acceptable terms. Reduced purchases by our customers or changes in payment terms could adversely affect our revenue growth and cause a decrease in our cash flow from operations. Bankruptcies or similar events affecting our customers may cause us to incur bad debt expense at levels higher than historically experienced. Declining economic conditions may also increase our costs. If the economic conditions in the United States or in the countries where we do business do not improve or deteriorate, our results of operations or financial condition could be adversely affected.

***Our stock price and our ability to access credit markets may be adversely affected by financial market volatility and disruption.***

The capital and credit markets could experience significant volatility and disruption. If the markets experience significant disruption and volatility in the future, there can be no assurance that we will not experience downward movement in our stock price without regard to our financial condition or results of operations or an adverse effect, which may be material, on our ability to access credit generally, and on our business, liquidity, financial condition and results of operations.

***Our results of operations may suffer upon the bankruptcy, insolvency or other credit failure of a significant supplier.***

Our relationships with pharmaceutical suppliers, including generic pharmaceutical manufacturers, give rise to substantial amounts that are due to us from the suppliers, including amounts owed to us for returned goods or defective goods, chargebacks, and amounts due to us for services provided to the suppliers. Volatility of the capital and credit markets, general economic conditions, and regulatory changes may adversely affect the solvency or creditworthiness of our suppliers. The bankruptcy, insolvency or other credit failure of any supplier at a time when the supplier has a substantial account payable balance due to us could have a material adverse effect on our results of operations.

Table of Contents

***Our revenue and results of operations may suffer upon the bankruptcy, insolvency, or other credit failure of a significant customer.***

Most of our customers buy pharmaceuticals and other products and services from us on credit. Credit is made available to customers based on our assessment and analysis of creditworthiness. Although we often try to obtain a security interest in assets and other arrangements intended to protect our credit exposure, we generally are either subordinated to the position of the primary lenders to our customers or substantially unsecured. Volatility of the capital and credit markets, general economic conditions, and regulatory changes, including changes in reimbursement, may adversely affect the solvency or creditworthiness of our customers. The bankruptcy, insolvency, or other credit failure of any customer that has a substantial amount owed to us could have a material adverse effect on our operating revenue and results of operations. At September 30, 2014, our two largest trade receivable balances due from customers represented approximately 42% and 13% of accounts receivable, net.

***Our revenue, results of operations, and cash flows may suffer upon the loss of a significant customer.***

Walgreens Co. ("Walgreens") accounted for 28% of our revenue in fiscal 2014. Express Scripts accounted for 18% of our revenue in fiscal 2014. Our top ten customers, including governmental agencies, represented approximately 58% of fiscal 2014 revenue. We also have contracts with group purchasing organizations ("GPOs"), each of which functions as a purchasing agent on behalf of its members, who are hospitals, pharmacies or other healthcare providers. Approximately 8% of our revenue in fiscal 2014 was derived from our three largest GPO relationships. We may lose a significant customer or GPO relationship if any existing contract with such customer or GPO expires without being extended, renewed, renegotiated or replaced or is terminated by the customer or GPO prior to expiration, to the extent such early termination is permitted by the contract. A number of our contracts with significant customers or GPOs are typically subject to expiration each year and we may lose any of these customers or GPO relationships if we are unable to extend, renew, renegotiate or replace the contracts. The loss of any significant customer or GPO relationship could adversely affect our revenue, results of operations, and cash flows.

***If Walgreens and/or Alliance Boots GmbH ("Alliance Boots") exercise their rights to purchase our common stock pursuant to the warrants that we issued to them, the future issuances of shares of our common stock upon exercise of the warrants will dilute the ownership interests of our then-existing stockholders and could adversely affect the market price of our common stock.***

In connection with our strategic relationship with Walgreens and Alliance Boots, we entered into a Framework Agreement with Walgreens and Alliance Boots, dated as of March 18, 2013 (the "Framework Agreement"), pursuant to which (i) Walgreens and Alliance Boots together were granted the right to purchase a minority equity position in AmerisourceBergen, beginning with the right, but not the obligation, to purchase up to 19,859,795 shares of our common stock (approximately 7% of our common stock on a fully diluted basis as of the date of issuance, assuming the exercise in full of the Warrants described below) in open market transactions, with the right to designate up to two members of our board of directors upon achieving specified ownership levels; (ii) Walgreens Pharmacy Strategies, LLC, a wholly owned subsidiary of Walgreens, was issued (a) a warrant to purchase up to 11,348,456 shares of our common stock at an exercise price of $51.50 per share exercisable during a six-month period beginning in March 2016, and (b) a warrant to purchase up to 11,348,456 shares of our common stock at an exercise price of $52.50 per share exercisable during a six-month period beginning in March 2017; and (iii) Alliance Boots Luxembourg S.à.r.l., a wholly owned subsidiary of Alliance Boots, was issued (a) a warrant to purchase up to 11,348,456 shares of our common stock at an exercise price of $51.50 per share exercisable during a six-month period beginning in March 2016 and (b) a warrant to purchase up to 11,348,456 shares of our common stock at an exercise price of $52.50 per share exercisable during a six-month period beginning in March 2017 (collectively, the "Warrants"). The Warrants collectively represent approximately 16% of our common stock on a fully diluted basis as of the date of issuance, assuming exercise in full of the Warrants. The number of shares which may be purchased in the open market is subject to increase in certain circumstances if the market price of our common stock is less than the exercise price of the first tranche of Warrants when those Warrants are exercisable in 2016. In such event, the incremental number of shares purchased in the open market would reduce share-for-share the number of shares exercisable pursuant to the first tranche of Warrants.

Future issuances of shares of our common stock upon exercise of the Warrants will dilute the ownership interests of our then-existing stockholders. In addition, the dilutive effect of the Warrants will be reflected in our diluted earnings per share during the period that the Warrants are outstanding. A decrease in our diluted earnings per share could, in turn, adversely affect the market value of our common stock. In addition, any sales in the public market of any common stock acquired pursuant to open market purchases by Walgreens and Alliance Boots or issuable upon the exercise of the Warrants could adversely affect prevailing market prices of our common stock.

Table of Contents

***A disruption in our relationship with Walgreens could adversely affect our business and financial results.***

In March 2013, we entered into a ten-year distribution agreement with Walgreens to act as its primary wholesale distribution source with respect to branded and generic prescription drugs. Beginning September 1, 2013, we became the supplier of Walgreens' branded prescription drugs. In fiscal year 2014, we began to distribute to Walgreens generic pharmaceutical products. As of September 30, 2014, we are Walgreens' primary distributor of branded and generic pharmaceuticals. If Walgreens' operations are seriously disrupted for any reason, whether by natural disaster, labor disruption, regulatory or governmental action, or otherwise, it could adversely affect our business and our sales and profitability. If our operations are seriously disrupted for any reason, we may have an obligation to pay or credit Walgreens for failure to supply products. In addition, upon the expiration or termination of the agreement, there can be no assurance that we or Walgreens will be willing to renew the agreement or enter into a new agreement, on terms favorable to us or at all.

In addition, our business may be adversely affected by any operational, financial or regulatory difficulties that Walgreens experiences, including any disruptions of certain of Walgreens' existing distribution facilities or retail pharmacies resulting from ongoing inspections by the DEA and/or state regulatory agencies and possible revocation of the controlled substance registrations for those facilities and pharmacies.

***The anticipated strategic and financial benefits of our relationship with Walgreens may not be realized.***

We entered into the arrangement with Walgreens and Alliance Boots with the expectation that the transactions contemplated thereby would result in various benefits including, among other things, cost savings and operating efficiencies, innovation and sharing of best practices. The processes and initiatives needed to achieve these potential benefits are complex, costly and time-consuming. Many of the anticipated benefits and expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. Achieving the anticipated benefits from the arrangement is subject to a number of significant challenges and uncertainties, including: the possibility of faulty assumptions underlying expectations, processes or initiatives, or the inability to realize and/or delays in realizing potential benefits, including improved generic drug pricing and terms, improved service fees from generic manufacturers, cost savings, innovations, or other benefits resulting from participation in Walgreens Boots Alliance Development, GmbH, a global sourcing joint venture between Walgreens and Alliance Boots, due to the inability of the joint venture to negotiate successfully with generic manufacturers or otherwise to perform as expected; the potential disruption of our plans and operations as a result of this strategic arrangement, including any disruption of our cash flow and ability to return value to our stockholders in accordance with our past practices and any reduction in our operational, strategic or financial flexibility; the potential changes in supplier and customer relationships and terms; unexpected or unforeseen costs, fees, expenses and charges incurred by us related to the transaction or the overall strategic relationship; and whether the unique corporate cultures of separate organizations will work collaboratively in an efficient and effective manner.

In addition, Walgreens and Alliance Boots have the right, but not the obligation, under the transactions contemplated by the Framework and Shareholder Agreements to invest in our common stock. We could also encounter unforeseen costs, circumstances, or issues existing or arising with respect to the transactions and collaboration we anticipate resulting from the Framework and Shareholder Agreements. Many of these potential circumstances are outside of our control and any of them could result in increased costs, decreased revenue, decreased benefits and the diversion of management time and attention. If we are unable to achieve our objectives within the anticipated time frame, or at all, the expected benefits may not be realized fully or at all, or may take longer to realize than expected, which could have a material adverse impact on our business, financial condition, and results of operations and the price of our common stock.

***Increasing governmental efforts to regulate the pharmaceutical supply channel may increase our costs and reduce our profitability.***

The healthcare industry in the United States is highly regulated at the federal and state levels. There have been increasing efforts by Congress and state and federal agencies, including state boards of pharmacy and departments of health and the FDA, to regulate the pharmaceutical distribution system in order to prevent the introduction of counterfeit, adulterated, and/or mislabeled drugs into the pharmaceutical distribution system ("pedigree tracking"). Consequently, we are subject to the risk of changes in various federal and state laws, which include operating and security standards of the DEA, the FDA, various state boards of pharmacy and comparable agencies.

In recent years, some states have passed or proposed laws and regulations, including laws and regulations that are intended to protect the safety of the supply channel but that also may substantially increase the costs and burden of pharmaceutical distribution.

Table of Contents

At the federal level, final regulations issued pursuant to the Prescription Drug Marketing Act became effective in December 2006. The FDA regulations impose pedigree tracking and other chain of custody requirements that increase the costs and/or burden to us of selling to other pharmaceutical distributors and handling product returns. In addition, the FDA Amendments Act of 2007 requires the FDA to establish standards and identify and validate effective technologies for the purpose of securing the pharmaceutical supply chain against counterfeit drugs. These standards may include track-and-trace and/or authentication technologies that leverage data carriers applied by the manufacturer to the sellable units and cases. The FDA is also required to develop a standardized numerical identifier ("SNI"). In March 2010, FDA issued guidance regarding the development of SNIs for prescription drug packages in which the FDA identified package-level SNIs, as an initial step in the FDA's development of additional measures to secure the drug supply chain. In November 2013, Congress passed the Drug Quality and Security Act ("DQSA"). The DQSA establishes federal pedigree tracking standards requiring drugs to be labeled and tracked at the lot level, preempts state drug pedigree requirements, and will eventually require all supply-chain stakeholders to participate in an electronic, interoperable prescription drug track and trace system.

Complying with these pedigree tracking and other supply chain custody requirements will increase our costs and could otherwise significantly affect our results of operations.

***The suspension or revocation by the United States Drug Enforcement Administration ("DEA") of any of the registrations that must be in effect for our distribution facilities to purchase, store and distribute controlled substances or the refusal by the DEA to issue a registration to any such facility that requires such registration may adversely affect our reputation, our business and our results of operations.***

The DEA, FDA, and various other federal and state regulatory authorities regulate the distribution of pharmaceuticals and controlled substances. We are required to hold valid DEA and state-level licenses, meet various security and operating standards and comply with the Controlled Substances Act and its accompanying regulations governing the sale, marketing, packaging, holding and distribution of controlled substances. Government authorities may from time to time investigate whether we are in compliance with various security and operating standards applicable to the distribution of controlled substances including whether we are adequately detecting and preventing the illegal diversion of controlled substances. We have received, and may in the future receive, requests for information and subpoenas from the DEA, various United States Attorneys' Offices of the United States Department of Justice, and/or state regulatory agencies related to our distribution of controlled substances or our order monitoring program, which is designed to prevent or detect the illegal diversion of controlled substances. We generally respond to such subpoenas and requests in a thorough and timely manner. These responses sometimes require time and effort and can result in considerable costs being incurred by the Company. Such subpoenas and requests also can lead to the assertion of claims or the commencement of civil, criminal, or regulatory legal proceedings against the Company, as well as to settlements, which can be material.

The DEA, FDA and other federal and state regulatory authorities have broad enforcement powers, including the ability to suspend our distribution centers' licenses to distribute pharmaceutical products (including controlled substances), seize or recall products and impose significant criminal, civil and administrative sanctions for violations of these laws and regulations.

***Legal, regulatory and legislative changes may adversely affect our business and results of operations.***

Both our business and our customers' businesses may be adversely affected by laws and regulations reducing reimbursement rates for pharmaceuticals and/or medical treatments or services or changing the methodology by which reimbursement levels are determined. Additionally, on occasion, price increases on certain branded and generic pharmaceuticals have been the subject of U.S. Congressional inquiries. Any regulation impacting pharmaceutical pricing could adversely affect our operations.

Federal insurance and health care reform legislation known as the Affordable Care Act became law in March 2010. The Affordable Care Act is intended to expand health insurance coverage, including coverage for at least a portion of drug costs through a combination of insurance market reforms, an expansion of Medicaid, subsidies and health insurance mandates. The Affordable Care Act contains many provisions designed to generate the revenues necessary to fund the coverage expansions and reduce the costs of Medicare and Medicaid. While certain provisions of the Affordable Care Act took effect immediately, others have delayed effective dates. Given the scope of the changes made by the Affordable Care Act and the ongoing implementation efforts, we cannot predict the impact of every aspect of the new law on our operations.

Table of Contents

The Affordable Care Act changed the formula for Medicaid federal upper limits for multiple source drugs available for purchase by retail community pharmacies on a nationwide basis to a limit of not less than 175% of the weighted average manufacturer price ("AMP"). The Centers for Medicare & Medicaid Services ("CMS") has released for review and comment a draft federal upper limit methodology and draft federal upper limits determined by using that methodology. While the draft federal upper limit prices released to date would represent a significant reduction from the federal upper limits currently in place, the impact of the CMS methodology cannot be determined until finalized. Any reduction in the Medicaid reimbursement rates to our customers for certain multisource pharmaceuticals may indirectly impact the prices that we can charge our customers for multisource pharmaceuticals and cause corresponding declines in our profitability.

The Affordable Care Act also amends the Medicaid rebate statute to increase minimum Medicaid rebates paid by pharmaceutical manufacturers and make other changes affecting Medicaid rebate amounts. The Affordable Care Act's redefinition of AMP is expected to result, in most instances, in a higher AMP. This higher AMP, coupled with the higher minimum Medicaid rebate percentage, is expected to result in increased Medicaid rebate payments by pharmaceutical manufacturers, which could indirectly impact our business. CMS issued proposed regulations to implement the Affordable Care Act's provisions regarding Medicaid rebates and Medicaid reimbursement to pharmacies, but the regulations have not been finalized to date. We are currently assessing the potential impact of these provisions on our business. The federal government and state governments could take other actions in the future that impact Medicaid reimbursement and rebate amounts. For example, a number of states have announced plans to use average acquisition cost to reimburse pharmacies for the cost of drugs. There can be no assurance that recent or future changes in prescription drug reimbursement policies will not have an adverse impact on our business. Unless we are able to develop plans to mitigate the potential impact of these legislative and regulatory changes, these changes in reimbursement and related reporting requirements could adversely affect our results of operations.

CMS has been conducting a national survey of pharmacies to create a national database of average actual pharmacy acquisition costs, the results of which states may use to determine state-specific pharmaceutical reimbursement rates. CMS uses pharmacies' invoiced drug acquisition costs as reported in the surveys to calculate the National Average Drug Acquisition Cost ("NADAC"). CMS has begun posting final NADAC files, which are updated on a weekly and monthly basis to reflect survey results. There can be no assurances that state pharmaceutical rates derived from this new survey data will not result in lower Medicaid reimbursement levels or lead to other payers reducing their reimbursement levels that could adversely impact our business.

Our revenue growth rate has been negatively impacted by a reduction in sales of certain anemia drugs, primarily those used in oncology, and may, in the future, be adversely affected by any further reductions in sales or restrictions on the use of anemia drugs or a decrease in Medicare reimbursement for these drugs.

The Medicare Prescription Drug Improvement and Modernization Act of 2003 significantly expanded Medicare coverage for outpatient prescription drugs through the Medicare Part D program. The Part D Plan program has increased the use of pharmaceuticals in the supply channel, which has a positive impact on our revenues and profitability. There have been additional changes to the Part D program since its enactment. Notably, the Affordable Care Act provides additional assistance to beneficiaries who reach the Part D "coverage gap" (including a manufacturer discount program), mandates additional medication therapy management services and reduces Part D subsidies for certain high-income beneficiaries. CMS continues to issue regulations and other guidance to implement these statutory changes and further refine Medicare Part D program rules. There can be no assurances that recent and future changes to the Part D program will not have an adverse impact on our business.

The federal government may adopt measures in the future that would further reduce Medicare and/or Medicaid spending or impose additional requirements on health care entities. For instance, under the terms of the Budget Control Act of 2011 automatic federal spending cuts, known as sequestration, went into effect as a result of Congressional failure to adopt legislation meeting federal deficit reduction targets. Under this policy, a 2% cut is being made to Medicare provider and plan payments, generally effective for services provided on or after April 1, 2013. Any future reductions in Medicare reimbursement rates could negatively impact our customers' businesses and their ability to continue to purchase such drugs from us. At this time, we can provide no assurances that future Medicare and/or Medicaid payment or policy changes, if adopted, would not have an adverse effect on our business.

***ABSG's business may be adversely affected in the future by the impact of declining reimbursement rates for pharmaceuticals and other economic factors.***

ABSG sells specialty drugs directly to physicians and community oncology practices and provides a number of services to or through physicians. Drugs that are administered in a physician's office, such as drugs that are infused or injected, are typically covered under Medicare Part B. Declining reimbursement rates for Medicare Part B drugs and other

Table of Contents

economic factors have caused a number of physician practices, including some of our customers, to move from private practice to hospital settings, where they may purchase their specialty drugs under hospital prime vendor arrangements rather than from specialty distributors like ABSG. This trend may continue due to various factors, including legislative and regulatory requirements that affect how CMS calculates average sales price for Medicare Part B drugs, as well as expansion and regulation of the Public Health Services 340B drug discount program. Federal changes in drug reimbursement policy could continue to reduce Medicare reimbursement rates for some Part B drugs, which could accelerate the trend of physician practices moving to or being acquired by hospitals, and could also indirectly impact the prices we can charge our customers for pharmaceuticals and result in corresponding declines in ABSG's profitability. Any future reductions in the rate of reimbursement for drugs covered under Medicare Part B or physician services under Medicare could negatively impact our customers' businesses and their ability to continue to purchase such drugs from us. At this time, we can provide no assurances that future Medicare reimbursement or policy changes, if adopted, would not have an adverse effect on our business.

***Changes to the United States healthcare environment may negatively impact our business and our profitability.***

Our products and services are intended to function within the structure of the healthcare financing and reimbursement system currently existing in the United States. In recent years, the healthcare industry has undergone significant changes in an effort to reduce costs and government spending. These changes include an increased reliance on managed care; cuts in certain Medicare funding affecting our healthcare provider customer base; consolidation of competitors, suppliers and customers; and the development of large, sophisticated purchasing groups. We expect the healthcare industry to continue to change significantly in the future. Some of these potential changes, such as a reduction in governmental funding at the state or federal level for certain healthcare services or adverse changes in legislation or regulations governing prescription drug pricing, healthcare services or mandated benefits, may cause healthcare industry participants to reduce the amount of our products and services they purchase or the price they are willing to pay for our products and services. We expect continued government and private payor pressure to reduce pharmaceutical pricing. Changes in pharmaceutical manufacturers' pricing or distribution policies could also significantly reduce our profitability.

***If we fail to comply with laws and regulations in respect of healthcare fraud and abuse, we could suffer penalties or be required to make significant changes to our operations.***

We are subject to extensive and frequently changing federal and state laws and regulations relating to healthcare fraud and abuse. The federal government continues to strengthen its scrutiny of practices potentially involving healthcare fraud affecting Medicare, Medicaid and other government healthcare programs. Our relationships with healthcare providers and pharmaceutical manufacturers subject our business to laws and regulations on fraud and abuse which, among other things, (i) prohibit persons from soliciting, offering, receiving or paying any remuneration in order to induce the referral of a patient for treatment or the ordering or purchasing of items or services that are in any way paid for by Medicare, Medicaid or other government-sponsored healthcare programs and (ii) impose a number of restrictions upon referring physicians and providers of designated health services under Medicare and Medicaid programs. Legislative provisions relating to healthcare fraud and abuse give federal enforcement personnel substantially increased funding, powers and remedies to pursue suspected fraud and abuse, and these enforcement authorities were further expanded by the Affordable Care Act. While we believe that we are in compliance with all applicable laws and regulations, many of the regulations applicable to us, including those relating to marketing incentives offered in connection with pharmaceutical sales, are vague or indefinite and have not been interpreted by the courts. They may be interpreted or applied by a prosecutorial, regulatory or judicial authority in a manner that could require us to make changes in our operations. If we fail to comply with applicable laws and regulations, we could be subject to civil and criminal penalties, including the loss of licenses or our ability to participate in Medicare, Medicaid and other federal and state healthcare programs.

***Our business and results of operations could be adversely affected by qui tam litigation.***

Violations of various federal and state laws governing the marketing, sale and purchase of pharmaceutical products can result in criminal, civil, and administrative liability for which there can be significant financial damages, criminal and civil penalties, and possible exclusion from participation in federal and state health programs. Among other things, such violations can form the basis for qui tam complaints to be filed. The qui tam provisions of the federal and various state civil False Claims Acts authorize a private person, known as a relator, to file civil actions under these statutes on behalf of the federal and state governments. Under False Claims Acts, the filing of a qui tam complaint by a relator imposes obligations on government authorities to investigate the allegations and determine whether or not to intervene in the action. Such cases may involve allegations around the marketing, sale, purchase, and/or dispensing of branded and/or generic pharmaceutical products and wrongdoing in the marketing, sale, purchase and/or dispensing of such products. Such complaints are filed under seal and remain sealed until the applicable court orders otherwise. Our business and results of operations could be adversely affected if qui tam complaints are filed against us for alleged violations of any health laws

Table of Contents

and regulations and damages arising from resultant false claims, if government authorities decide to intervene in any such matters and/or if we are found liable for all or any portion of violations alleged in any such matters.

The Company has learned that there are filings in one or more federal district courts, including a qui tam complaint filed by one of our former employees, that are under seal and may involve allegations against the Company (and/or subsidiaries or businesses of the Company, including our group purchasing organization for oncologists and our oncology distribution business) relating to its distribution of certain pharmaceutical products to providers. With regard to any of these filings, our business and results of operations could be adversely affected if government authorities decide to intervene in any such pending cases and/or we are found liable for all or any portion of violations alleged in any such pending cases.

***Our results of operations and financial condition may be adversely affected if we undertake acquisitions of businesses that do not perform as we expect or that are difficult for us to integrate.***

We expect to continue to execute our growth strategy, in part, by acquiring companies. At any particular time, we may be in various stages of assessment, discussion and negotiation with regard to one or more potential acquisitions, not all of which will be consummated. We make public disclosure of pending and completed acquisitions when appropriate and required by applicable securities laws and regulations.

Acquisitions involve numerous risks and uncertainties. If we complete one or more acquisitions, our results of operations and financial condition may be adversely affected by a number of factors, including: the failure of the acquired businesses to achieve the results we have projected in either the near or long term; the assumption of unknown liabilities; the fair value of assets acquired and liabilities assumed are not properly estimated; the difficulties of imposing adequate financial and operating controls on the acquired companies and their management and the potential liabilities that might arise pending the imposition of adequate controls; the difficulties in the integration of the operations, technologies, services and products of the acquired companies; and the failure to achieve the strategic objectives of these acquisitions.

***Our results of operations and our financial condition may be adversely affected by our global operations.***

Our operations in jurisdictions outside of the United States are subject to various risks inherent in global operations. We currently have operations in over 50 countries worldwide. We may consider additional foreign acquisitions in the future, which may carry operational risks in addition to the risks of acquisition (as described above). At any particular time, our global operations may be affected by local political changes and local economic environments, including inflation, recession, currency volatility, and competition. The realization of any of these factors could adversely affect our business, financial position, and results of operations.

***Violations of anti-bribery, anti-corruption and/or international trade laws to which we are subject could have a material adverse effect on our business, financial position, and results of operations.***

We are subject to laws concerning our business operations and marketing activities in foreign countries where we conduct business. For example, we are subject to the U.S. Foreign Corrupt Practices Act (the "FCPA"), U.S. export control and trade sanction laws, and similar anti-corruption and international trade laws in certain foreign countries, such as the U.K. Bribery Act, any violation of which could create substantial liability for us and also cause a loss of reputation in the market. The FCPA generally prohibits U.S. companies and their officers, directors, employees, and intermediaries from making improper payments to foreign officials for the purpose of obtaining or retaining business abroad or otherwise obtaining favorable treatment. The FCPA also requires that U.S. public companies maintain books and records that fairly and accurately reflect transactions and maintain an adequate system of internal accounting controls. If we are found to have violated the FCPA, we may face sanctions including civil and criminal fines, disgorgement of profits, and suspension or debarment of our ability to contract with government agencies or receive export licenses. From time to time, we may face audits or investigations by one or more domestic or foreign government agencies relating to our international business activities, compliance with which could be costly and time-consuming, and could divert our management and key personnel from our business operations. An adverse outcome under any such investigation or audit could subject us to fines or other penalties, which could adversely affect our business, financial position, and results of operations.

***Risks generally associated with our sophisticated information systems may adversely affect our business and results of operations.***

Our businesses rely on sophisticated information systems to obtain, rapidly process, analyze, and manage data to facilitate the purchase and distribution of thousands of inventory items from numerous distribution centers; to receive, process, and ship orders on a timely basis; to account for other product and service transactions with customers; to manage the accurate billing and collections for thousands of customers; and to process payments to suppliers. Our business and

Table of Contents

results of operations may be adversely affected if these systems are interrupted or damaged by unforeseen events or if they fail for any extended period of time, including due to the actions of third parties.

Information security risks have generally increased in recent years because of the proliferation of new technologies and the increased sophistication and activities of perpetrators of cyber attacks. A failure in or breach of our operational or information security systems, or those of our third party service providers, as a result of cyber attacks or information security breaches could disrupt our business, result in the disclosure or misuse of confidential or proprietary information or personal data, damage our reputation, increase our costs and/or cause losses. As a result, cyber security and the continued development and enhancement of the controls and processes designed to protect our systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority for us. Although we believe that we have robust information security procedures and other safeguards in place, as cyber threats continue to evolve, we may be required to expend additional resources to continue to enhance our information security measures and/or to investigate and remediate any information security vulnerabilities.

Third party service providers are responsible for managing a significant portion of our information systems. Our business and results of operations may be adversely affected if the third party service provider does not perform satisfactorily.

Certain of our businesses continue to make substantial investments in information systems. To the extent the implementation of these systems fail, our business and results of operations may be adversely affected.

***Risks generally associated with data privacy regulation and the international transfer of personal data.***

We are required to comply with increasingly complex and changing data privacy regulations both in the United States and beyond that regulate the collection, use and transfer of personal data, including particularly the transfer of personal data between or among countries. Many of these foreign data privacy regulations are more stringent than those in the United States. We may also face audits or investigations by one or more domestic or foreign government agencies relating to our compliance with these regulations. An adverse outcome under any such investigation or audit could subject us to fines or other penalties. That or other circumstances related to our collection, use and transfer of personal data could cause a loss of reputation in the market and/or adversely affect our business and financial position.

***Tax legislation initiatives or challenges to our tax positions could adversely affect our results of operations and financial condition.***

We are a large corporation with operations in the United States and select global markets. As such, we are subject to tax laws and regulations of the United States federal, state and local governments and of various foreign jurisdictions. From time to time, various legislative initiatives, such as the repeal of last-in, first-out ("LIFO"), treatment, may be proposed that could adversely affect our tax positions and/or our tax liabilities. There can be no assurance that our effective tax rate or tax payments will not be adversely affected by these initiatives. We believe that our historical tax positions are consistent with applicable laws, regulations, and existing precedent. In addition, United States federal, state and local, as well as foreign, tax laws and regulations, are extremely complex and subject to varying interpretations. There can be no assurance that our tax positions will not be challenged by relevant tax authorities or that we would be successful in any such challenge.

***Natural disasters or other unexpected events may disrupt our operations and may adversely affect our results of operations and financial condition.***

The occurrence of one or more unexpected events, including fires, tornadoes, tsunamis, hurricanes, earthquakes, floods and other forms of severe weather in the U.S. or in other countries in which we operate or are located could adversely affect our operations and financial performance. Natural disasters, power outages or other unexpected events could result in physical damage to and complete or partial closure of one or more of distribution centers, temporary or long-term disruption in the supply of products, delay in the delivery of products to our distribution centers and/or disruption of our ability to deliver products to customers. Existing insurance arrangements may not provide protection for all of the costs that may arise from such events, particularly if such events are catastrophic in nature or occur in combination. Any long-term disruption in our ability to service our customers from one or more distribution centers could have a material adverse effect on our operations.

Table of Contents

**ITEM 1B.** ***UNRESOLVED STAFF COMMENTS***

None.

**ITEM 2.** ***PROPERTIES***

As of September 30, 2014, we conducted our business from office and operating facilities at owned and leased locations throughout the United States (including Puerto Rico) and select global markets. In the aggregate, our facilities occupy approximately 9 million square feet of office and warehouse space, which is either owned or leased under agreements that expire from time to time through 2040.

We lease approximately 185,000 square feet in Chesterbrook, Pennsylvania for our corporate and ABDC headquarters.

We have 25 full-service ABDC wholesale pharmaceutical distribution facilities in the United States, ranging in size from approximately 53,000 square feet to 395,000 square feet, with an aggregate of approximately 4.7 million square feet. Leased facilities are located in Puerto Rico plus the following states: Arizona, Colorado, Florida, Hawaii, Minnesota, New York, North Carolina, Utah, and Washington. Owned facilities are located in the following states: Alabama, California, Georgia, Illinois, Kentucky, Massachusetts, Michigan, Missouri, Ohio, Pennsylvania, Texas and Virginia.

As of September 30, 2014, the Specialty Group's operations were conducted in 16 locations, two of which are owned, comprising approximately 1.1 million square feet. The Specialty Group's largest leased facility consisted of approximately 273,000 square feet. Its headquarters are located in Texas and it has significant operations in the states of Alabama, Kentucky, Nevada, and Ohio.

As of September 30, 2014, the Consulting Group's operations were conducted in 8 leased locations, comprising approximately 614,000 square feet. The Consulting Group's operations are primarily located in North Carolina and California.

As of September 30, 2014, World Courier's office and operating facilities are located in over 50 countries throughout the world. Most of the facilities are leased. Significant owned facilities are located in New York, and internationally in Germany, Japan, Singapore, and South Africa.

We consider all of our operating and office properties to be in satisfactory condition.

**ITEM 3.** ***LEGAL PROCEEDINGS***

Legal proceedings in which we are involved are discussed in Note 12 (Legal Matters and Contingencies) of the Notes to the Consolidated Financial Statements appearing in this Annual Report on Form 10-K.

**ITEM 4.** ***MINE SAFETY DISCLOSURES***

None.

Table of Contents

**EXECUTIVE OFFICERS OF THE REGISTRANT**

The following is a list of our principal executive officers and their ages and positions as of November 15, 2014.

| Name | Age | Current Position with the Company |
|---|---|---|
| Steven H. Collis | 53 | President and Chief Executive Officer |
| June Barry | 63 | Executive Vice President, Human Resources |
| John G. Chou | 58 | Executive Vice President and General Counsel |
| Gina K. Clark | 57 | Executive Vice President and Chief Marketing Officer |
| Dale Danilewitz | 52 | Executive Vice President and Chief Information Officer |
| James D. Frary | 42 | Executive Vice President AmerisourceBergen Corporation, and President AmerisourceBergen Specialty Group |
| Tim G. Guttman | 55 | Executive Vice President and Chief Financial Officer |
| Peyton R. Howell | 47 | Executive Vice President, AmerisourceBergen Corporation, and President Global Sourcing & Manufacturer Relations |
| Lawrence Marsh | 54 | Executive Vice President of New Market Development and Chief Strategy Officer |
| David W. Neu | 57 | Executive Vice President and President, AmerisourceBergen Drug Corporation |

Unless indicated to the contrary, the business experience summaries provided below for our executive officers describe positions held by the named individuals during the last five years.

Mr. Collis has been President and Chief Executive Officer of the Company since July 2011. From November 2010 to July 2011, he served as President and Chief Operating Officer. He served as Executive Vice President and President of AmerisourceBergen Drug Corporation from September 2009 to November 2010. He was Executive Vice President and President of AmerisourceBergen Specialty Group from September 2007 to September 2009 and was Senior Vice President of the Company and President of AmerisourceBergen Specialty Group from August 2001 to September 2007. Mr. Collis has been employed by the Company or one of its predecessors for 20 years.

Ms. Barry became Executive Vice President, Human Resources in November 2014. Ms. Barry joined the Company in February 2010 as Senior Vice President, Human Resources. Prior to joining the Company, she was the Senior Vice President of Human Resources for TD Bank, N.A., from 2006 to 2010.

Mr. Chou has been General Counsel of the Company since January 2007 and Executive Vice President of the Company since August 2011. From January 2007 to August 2011, Mr. Chou was a Senior Vice President. He has served as Secretary of the Company from February 2006 to May 2012. He was Vice President and Deputy General Counsel from November 2004 to January 2007 and Associate General Counsel from July 2002 to November 2004. Mr. Chou has been employed by the Company for 12 years.

Ms. Clark became Executive Vice President and Chief Marketing Officer in November 2014. Ms. Clark was named Senior Vice President and Chief Marketing Officer in June 2011. She previously served as Senior Vice President of Marketing and Business Development for AmerisourceBergen Specialty Group from January 2007 to June 2011. Prior to joining the Company, she worked in executive leadership roles at Premier Inc. and HealthSouth, including Senior Vice President of Marketing and Alliance Relations, Group Vice President of Relationship Management, and Senior Vice President of Managed Care and National Contracting.

Mr. Danilewitz became Executive Vice President and Chief Information Officer in November 2014. Mr. Danilewitz has been Senior Vice President and Chief Information Officer since June 2012. He served as Chief Information Officer of AmerisourceBergen Specialty Group from March 1999 to May 2012. Prior to joining the Company, he held management positions within American Airlines and The Sabre Group. He also worked for Whirlpool Corporation in the Advanced Technology Group.

Mr. Frary became Executive Vice President, AmerisourceBergen Corporation, and President, AmerisourceBergen Specialty Group in November 2014. Mr. Frary was named Senior Vice President and President, AmerisourceBergen Specialty Distribution and Services in April 2010. He was Regional Vice President, East Region, of AmerisourceBergen Drug Corporation from October 2007 to April 2010, and Associate Regional Vice President, East Region, from May 2007 to September 2007. Before joining the Company, Mr. Frary was a Principal in Mercer Management Consulting's Strategy Group.

Table of Contents

Mr. Guttman became Executive Vice President and Chief Financial Officer in November 2014. Mr. Guttman was named Senior Vice President and Chief Financial Officer in May 2012. He served as Acting Chief Financial Officer from February 2012 to May 2012. He was Vice President and Corporate Controller from August 2002 to May 2012. Mr. Guttman has been employed by the Company for 12 years.

Ms. Howell became Executive Vice President, AmerisourceBergen Corporation, and President, Global Sourcing & Manufacturer Relations in November 2014. Ms. Howell has been Senior Vice President and President, Global Sourcing and Manufacturer Relations since December 2012. She served as Senior Vice President, Business Development and President of AmerisourceBergen Consulting Services from May 2010 to December 2012. She was President of Consulting Services and Health Policy, AmerisourceBergen Specialty Group from October 2007 to May 2010. She was President of Lash Group and AmerisourceBergen Specialty Group Manufacturer Services from November 1999 to October 2007. Ms. Howell has been employed by the Company or one of its predecessors for 23 years.

Mr. Marsh became Executive Vice President of New Market Development and Chief Strategy Officer in November 2014. He was Senior Vice President, New Market Development and Chief Strategy Officer from November 2012 to November 2014. Before joining the Company, Mr. Marsh was a Managing Director in Equity Research at Barclays Capital from 2008 to 2012.

Mr. Neu became Executive Vice President and President, AmerisourceBergen Drug Corporation in November 2014. Mr. Neu was named Senior Vice President and President, AmerisourceBergen Drug Corporation in April 2011. He served as Senior Vice President, Drug Operations for AmerisourceBergen Drug Corporation from February 2010 to April 2011. He was Senior Vice President, Retail for AmerisourceBergen Drug Corporation from 2001 to 2010. Mr. Neu has been employed by the Company or one of its predecessors for 32 years.

Table of Contents

## PART II

**ITEM 5.** ***MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES***

The Company's common stock is traded on the New York Stock Exchange under the trading symbol "ABC." As of October 31, 2014, there were 2,978 record holders of the Company's common stock. The following table sets forth the high and low closing sale prices of the Company's common stock for the periods indicated.

**PRICE RANGE OF COMMON STOCK**

| | High | Low |
|---|---|---|
| **Fiscal Year Ended September 30, 2014** | | |
| First Quarter | $ 70.89 | $ 61.19 |
| Second Quarter | $ 71.38 | $ 64.11 |
| Third Quarter | $ 73.66 | $ 62.83 |
| Fourth Quarter | $ 78.33 | $ 72.70 |
| **Fiscal Year Ended September 30, 2013** | | |
| First Quarter | $ 43.91 | $ 38.99 |
| Second Quarter | $ 51.45 | $ 43.40 |
| Third Quarter | $ 56.30 | $ 51.64 |
| Fourth Quarter | $ 62.23 | $ 54.83 |

In November 2012, our board of directors increased the quarterly dividend by 62% from $0.13 to $0.21 per share. In November 2013, our board of directors increased the quarterly dividend by 12% from $0.21 to $0.235 per share. In November 2014, our board of directors increased the quarterly dividend by 23% from $0.235 per share to $0.29 per share. The Company anticipates that it will continue to pay quarterly cash dividends in the future. However, the payment and amount of future dividends remain within the discretion of the Company's board of directors and will depend upon the Company's future earnings, financial condition, capital requirements and other factors.

Computershare is the Company's transfer agent. Computershare can be reached at (mail) AmerisourceBergen Corporation c/o Computershare, P.O. Box 30170, College Station, TX 77842; (telephone): Domestic 1-877-296-3711, Domestic TDD 1-800-231-5469, International 1-201-680-6578 or International TDD 1-201-680-6610; and (internet) *www.computershare.com.*

Table of Contents

**ISSUER PURCHASES OF EQUITY SECURITIES**

The following table sets forth the total number of shares purchased, the average price paid per share, the total number of shares purchased as part of publicly announced programs, and the approximate dollar value of shares that may yet be purchased under the programs during each month in the fiscal year ended September 30, 2014.

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Programs | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Programs |
|---|---|---|---|---|
| October 1 to October 31 | | $ | | $ 1,113,019,673 |
| November 1 to November 30 | 171,237 | $ 69.45 | 171,237 | $ 1,101,126,416 |
| December 1 to December 31 | 111,740 | $ 69.39 | 111,740 | $ 1,093,372,329 |
| January 1 to January 31 | 1,396,563 | $ 67.42 | 1,396,563 | $ 999,218,151 |
| February 1 to February 28 | 626,292 | $ 65.43 | 529,849 | $ 964,796,731 |
| March 1 to March 31 | 1,851,371 | $ 65.69 | 1,851,185 | $ 843,187,956 |
| April 1 to April 30 | 1,814,748 | $ 64.65 | 1,814,748 | $ 725,862,100 |
| May 1 to May 31 | 964,234 | $ 67.23 | 963,982 | $ 1,311,050,005 |
| June 1 to June 30 | 1,683,235 | $ 72.08 | 1,683,235 | $ 1,189,720,183 |
| July 1 to July 31 | 58,401 | $ 72.48 | 58,401 | $ 1,185,487,438 |
| August 1 to August 31 | 127 | $ 77.39 | | $ 1,185,487,438 |
| September 1 to September 30 | 2,744,379 | $ 77.32 | 2,744,379 | $ 973,291,159 |
| Total | 11,422,327 | $ 69.72 | 11,325,319 | |

(a) In November 2012, the Company announced a program to purchase up to $750 million of its outstanding shares of common stock, subject to market conditions. During the fiscal year ended September 30, 2013, the Company purchased 8.1 million shares for $387.0 million under the program. During the fiscal year ended September 30, 2014, the Company purchased 5.5 million shares for $363.0 million to close this program.

(b) In August 2013, the Company announced a program to purchase up to $750 million of its outstanding shares of common stock, subject to market conditions. During the fiscal year ended September 30, 2014, the Company purchased 2.4 million shares for $174.7 million under the program. The Company had $575.3 million remaining under this program as of September 30, 2014.

(c) In May 2014, the Company announced a special program to purchase up to $650 million of its outstanding shares of common stock, subject to market conditions. During the fiscal year ended September 30, 2014, the Company purchased 3.4 million shares for $252.0 million under this program. The Company had $398.0 million remaining under this special share repurchase program as of September 30, 2014.

(d) Employees surrendered 97,008 shares during the fiscal year ended September 30, 2014 to meet minimum tax-withholding obligations upon vesting of restricted stock.

Table of Contents

**STOCK PERFORMANCE GRAPH**

This graph depicts the Company's five year cumulative total stockholder returns relative to the performance of the Standard and Poor's 500 Composite Stock Index, the S&P Health Care Index, and an index of peer companies selected by the Company from the market close on September 30, 2009 to September 30, 2014. The graph assumes $100 invested at the closing price of the common stock of the Company and of each of the other indices on the New York Stock Exchange on September 30, 2009. The points on the graph represent fiscal year-end index levels based on the last trading day in each fiscal quarter. The Peer Group index (which is weighted on the basis of market capitalization) consists of the following companies engaged primarily in wholesale pharmaceutical distribution and related services: McKesson Corporation and Cardinal Health, Inc.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN***

*
$100 invested on September 30, 2009 in stock or index, including reinvestment of dividends.

Table of Contents

**ITEM 6.** ***SELECTED FINANCIAL DATA***

The following table should be read in conjunction with the consolidated financial statements, including the notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations beginning on page 23.

| | As of or for the Fiscal Year Ended September 30, | | | | |
|---|---|---|---|---|---|
| | 2014(a) | 2013(b) | 2012(c) | 2011(d) | 2010(e) |
| | (Amounts in thousands, except per share amounts) | | | | |
| **Statement of Operations Data:** | | | | | |
| Revenue | $ 119,569,127 | $ 87,959,167 | $ 78,080,806 | $ 78,695,659 | $ 76,496,106 |
| Gross profit | 2,982,366 | 2,507,819 | 2,634,686 | 2,458,977 | 2,278,421 |
| Operating expenses | 2,203,482 | 1,609,420 | 1,331,071 | 1,269,457 | 1,191,083 |
| Operating income | 778,884 | 898,399 | 1,303,615 | 1,189,520 | 1,087,338 |
| Interest expense, net | 76,862 | 73,897 | 92,569 | 76,148 | 71,790 |
| Income from continuing operations | 284,030 | 493,435 | 761,361 | 697,495 | 626,939 |
| Net income | 276,484 | 433,707 | 718,986 | 706,624 | 636,748 |
| Earnings per share from continuing operations diluted | $ 1.21 | $ 2.10 | $ 2.96 | $ 2.51 | $ 2.18 |
| Earnings per share diluted | $ 1.17 | $ 1.84 | $ 2.80 | $ 2.54 | $ 2.22 |
| Cash dividends declared per common share | $ 0.94 | $ 0.84 | $ 0.52 | $ 0.43 | $ 0.32 |
| Weighted average common shares outstanding diluted | 235,405 | 235,345 | 256,903 | 277,717 | 287,246 |
| **Balance Sheet Data:** | | | | | |
| Cash and cash equivalents | $ 1,808,513 | $ 1,231,006 | $ 1,066,608 | $ 1,825,990 | $ 1,658,182 |
| Accounts receivable, net | 6,312,883 | 6,051,920 | 3,784,619 | 3,675,980 | 3,674,054 |
| Merchandise inventories | 8,593,852 | 6,981,494 | 5,472,010 | 5,320,220 | 5,103,719 |
| Property and equipment, net | 899,582 | 803,561 | 743,684 | 663,623 | 598,840 |
| Total assets | 21,532,183 | 18,918,638 | 15,442,256 | 14,983,398 | 14,434,790 |
| Accounts payable | 15,592,834 | 13,335,792 | 9,492,589 | 9,066,768 | 8,706,605 |
| Long-term debt, including current portion | 1,995,632 | 1,396,606 | 1,395,931 | 1,343,101 | 1,342,633 |
| Stockholders' equity | 1,956,899 | 2,319,745 | 2,454,842 | 2,867,585 | 2,954,244 |
| Total liabilities and stockholders' equity | $ 21,532,183 | $ 18,918,638 | $ 15,442,256 | $ 14,983,398 | $ 14,434,790 |

(a)

Includes $397.5 million of Warrant expense, net of income tax benefit of $25.2 million, $214.6 million of LIFO expense, net of income tax benefit of $133.4 million, $20.3 million of loss on early retirement of debt, net of income tax benefit of $12.7 million, $5.1 million of employee severance, litigation and other costs, net of income tax benefit of $3.1 million, and a $15.1 million gain from antitrust litigation settlements, net of income tax expense of $9.3 million.

(b)

Includes $169.8 million of LIFO expense, net of income tax benefit of $107.2 million, $76.3 million of Warrant expense, net of income tax benefit of $13.7 million, $14.7 million of employee severance, litigation and other costs, net of income tax benefit of $8.8 million and a $14.3 million gain from antitrust litigation settlements, net of income tax expense of $8.6 million.

(c)

Includes $26.5 million of employee severance, litigation and other costs, net of income tax benefit of $17.6 million and a $9.1 million gain from antitrust litigation settlements, net of income tax expense of $5.7 million.

(d)

Includes $16.6 million of employee severance, litigation and other costs, net of income tax benefit of $7.0 million, an intangible asset impairment charge of $4.1 million, net of income tax benefit of $2.4 million, and a $1.3 million gain from antitrust litigation settlements, net of income tax expense of $0.8 million.

(e)

Includes a $2.7 million litigation gain, net of income tax expense of $1.7 million, intangible asset impairment charges of $2.0 million, net of income tax benefit of $1.2 million, and a $12.8 million gain from antitrust litigation settlements, net of income tax expense of $7.9 million.

Table of Contents

## ITEM 7. *MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

### Overview

The following discussion should be read in conjunction with the Consolidated Financial Statements and notes thereto contained herein.

We are one of the largest global pharmaceutical sourcing and distribution services companies, helping both healthcare providers and pharmaceutical and biotech manufacturers improve patient access to products and enhance patient care. We deliver innovative programs and services designed to increase the effectiveness and efficiency of the pharmaceutical supply chain. We are organized based upon the products and services we provide to our customers. Our operations are comprised of the Pharmaceutical Distribution reportable segment and Other.

#### *Pharmaceutical Distribution Segment*

The Pharmaceutical Distribution reportable segment is comprised of two operating segments, which include the operations of AmerisourceBergen Drug Corporation ("ABDC") and AmerisourceBergen Specialty Group ("ABSG"). Servicing healthcare providers in the pharmaceutical supply channel, the Pharmaceutical Distribution segment's operations provide drug distribution and related services designed to reduce healthcare costs and improve patient outcomes.

ABDC distributes a comprehensive offering of brand-name and generic pharmaceuticals (including specialty pharmaceutical products), over-the-counter healthcare products, home healthcare supplies and equipment, and related services to a wide variety of healthcare providers, including acute care hospitals and health systems, independent and chain retail pharmacies, mail order pharmacies, medical clinics, long-term care and other alternate site pharmacies, and other customers. ABDC also provides pharmacy management, staffing and other consulting services; scalable automated pharmacy dispensing equipment; medication and supply dispensing cabinets; and supply management software to a variety of retail and institutional healthcare providers. Additionally, ABDC delivers packaging solutions to institutional and retail healthcare providers.

ABSG, through a number of operating businesses, provides pharmaceutical distribution and other services to physicians who specialize in a variety of disease states, especially oncology, and to other healthcare providers, including hospitals and dialysis clinics. ABSG also distributes plasma and other blood products, injectible pharmaceuticals, vaccines, and other specialty products. Additionally, ABSG provides third party logistics and outcomes research, and other services for biotechnology and other pharmaceutical manufacturers.

Our use of the term "specialty" and "specialty pharmaceutical products" refers to drugs used to treat complex diseases, such as cancer, diabetes, and multiple sclerosis. Specialty pharmaceutical products are part of complex treatment regimens for serious conditions and diseases that generally require ongoing clinical monitoring. We believe the terms "specialty" and "specialty pharmaceutical products" are used consistently by industry participants and our competitors. However, we cannot be certain that other distributors of specialty products define these and other similar terms in exactly the same manner as we do.

Both ABDC and ABSG distribute specialty drugs to their customers, with the principal difference between these two operating segments being that ABSG operates distribution facilities that focus primarily on complex disease treatment regimens. Therefore, a product distributed from one of ABSG's distribution facilities results in revenue reported under ABSG, and a product distributed from one of ABDC's distribution centers results in revenue reported under ABDC. Essentially all of ABSG sales consist of specialty pharmaceutical products. ABDC sales of specialty pharmaceutical products have historically been a relatively small component of its overall revenue.

#### *Other*

Other consists of the AmerisourceBergen Consulting Services ("ABCS") operating segment and the World Courier Group, Inc. ("World Courier") operating segment. The results of operations of our ABCS and World Courier operating segments are not significant enough to require separate reportable segment disclosure, and, therefore, have been included in "Other" for the purpose of our reportable segment presentation.

Table of Contents

ABCS, through a number of operating businesses, provides commercialization support services including reimbursement support programs, outcomes research, contract field staffing, patient assistance and co-pay assistance programs, adherence programs, risk mitigation services, and other market access programs to pharmaceutical and biotechnology manufacturers. World Courier, which operates in over 50 countries, is a leading global specialty transportation and logistics provider for the biopharmaceutical industry.

***Results of Operations***

***Year ended September 30, 2014 compared with Year ended September 30, 2013***

***Revenue***

| | Fiscal year ended September 30, | | |
|---|---|---|---|
| **(dollars in thousands)** | **2014** | **2013** | **Change** |
| Pharmaceutical Distribution | $ 117,383,967 | $ 86,063,531 | 36.4% |
| Other | 2,449,149 | 2,087,968 | 17.3% |
| Intersegment eliminations | (263,989) | (192,332) | 37.3% |
| Revenue | $ 119,569,127 | $ 87,959,167 | 35.9% |

Revenue increased 35.9% from the prior fiscal year. This increase was largely due to the revenue growth of Pharmaceutical Distribution and, to a lesser extent, the revenue growth of Other.

We currently expect our revenue in fiscal 2015 to increase between 7% and 8%. Our expected growth rate is driven in part by a full year of generic drug distribution to Walgreens, which was phased in during fiscal 2014. Our future revenue growth will continue to be affected by various factors such as industry growth trends, including the introduction of new innovative brand therapies, the likely increase in the number of generic drugs that will be available over the next few years as a result of the expiration of certain drug patents held by brand-name pharmaceutical manufacturers, general economic conditions in the United States, competition within the industry, customer consolidation, changes in pharmaceutical manufacturer pricing and distribution policies and practices, increased downward pressure on government and other third party reimbursement rates to our customers, and changes in Federal government rules and regulations.

*Pharmaceutical Distribution Segment*

The Pharmaceutical Distribution segment grew its revenue by 36.4% from the prior fiscal year. Intrasegment revenues between ABDC and ABSG have been eliminated in the presentation of total Pharmaceutical Distribution revenue. These revenues primarily consisted of ABSG sales directly to ABDC customer sites or ABSG sales to ABDC's facilities. Total intrasegment revenues were $4.2 billion and $3.4 billion in the fiscal years ended September 30, 2014 and 2013, respectively.

ABDC's revenue of $101.9 billion increased 42.0% from the prior fiscal year (before intrasegment eliminations). The increase in ABDC's revenue was primarily due to increased sales to Walgreens of $25.0 billion in the fiscal year ended September 30, 2014, and increased sales (including new Hepatitis C drugs) to some of our other larger customers.

ABSG's revenue of $19.6 billion increased 11.1% from the prior fiscal year (before intrasegment eliminations) primarily due to increased sales of certain specialty products and growth in its blood products, vaccine, and specialty distribution businesses. The specialty distribution business continues to benefit from sales of an ophthalmology drug.

A portion of ABSG's revenue is generated from the distribution of pharmaceuticals to physicians who specialize in a variety of disease states, especially oncology. Under federal sequestration legislation, Medicare physician reimbursement rates for Part B drugs were reduced on April 1, 2013. Community oncologists and other specialty physicians that administer drugs under Medicare Part B continue to be impacted by lower reimbursement rates for specialty pharmaceutical drugs. As a result, some physician practices continue to consider consolidating or selling their businesses to hospitals. While we service the needs of many hospitals, the continuing shift in this service channel has reduced oncology revenue. (Refer to item 1A. *Risk Factors,* in this report, for a more detailed description of this business risk.) ABSG's business may continue to be adversely impacted in the future by changes in medical guidelines and the Medicare reimbursement rates for certain pharmaceuticals,

especially oncology drugs administered by physicians. Since ABSG provides a number of services to or through physicians, any changes affecting this service channel could result in additional revenue reductions.

Table of Contents

A number of our contracts with customers or group purchasing organizations ("GPOs") are typically subject to expiration each year. We may lose a significant customer or GPO relationship if any existing contract with such customer or GPO expires without being extended, renewed, or replaced. During the fiscal year ended September 30, 2014, no significant contracts expired. Over the next twelve months, only one significant contract is scheduled to expire. Our contract with Express Scripts, Inc. ("Express Scripts") expires in September 2015. However, it is subject to an automatic one year renewal at the election of Express Scripts. Express Scripts accounted for 18% of our revenue in fiscal 2014. Our revenue, results or operations, and cash flows will be negatively impacted if the Express Scripts contract is not renewed or the terms of the renewed contract are less favorable than the existing contract.

*Other*

Revenue in Other increased 17.3% from the prior fiscal year primarily due to our distribution business within ABCS, which benefited from the launch of two new products in the middle of the prior fiscal year. Increased revenue from World Courier also contributed to the fiscal 2014 revenue growth.

***Gross Profit***

| | Fiscal year ended September 30, | | |
|---|---|---|---|
| **(dollars in thousands)** | **2014** | **2013** | **Change** |
| Pharmaceutical Distribution | $ 2,771,190 | $ 2,272,792 | 21.9% |
| Other | 534,803 | 489,145 | 9.3% |
| Gains on antitrust litigation settlements | 24,436 | 22,883 | |
| LIFO expense | (348,063) | (277,001) | |
| Gross profit | $ 2,982,366 | $ 2,507,819 | 18.9% |

Gross profit increased 18.9%, or $474.5 million, from the prior fiscal year.

Pharmaceutical Distribution gross profit increased 21.9%, or $498.4 million, from the prior fiscal year. This increase was primarily due to the higher brand and generic sales volume to Walgreens, brand and generic price appreciation, and the growth of our non-community oncology specialty distribution businesses. Gross profit in fiscal 2014 also benefited from income resulting from our participation in the Walgreens and Alliance Boots procurement joint venture. As a percentage of revenue, Pharmaceutical Distribution gross profit margin of 2.36% in the fiscal year ended September 30, 2014 decreased 28 basis points from the prior fiscal year. The Pharmaceutical Distribution gross profit margin decline was primarily due to a significant increase in lower margin business with Walgreens and some of our other larger customers and competitive pressures on customer margins.

Gross profit in Other increased 9.3%, or $45.7 million, from the prior fiscal year. The increase in gross profit was primarily due to improved gross margin in World Courier and higher revenue in ABCS' distribution business. As a percentage of revenue, gross profit margin in Other of 21.84% decreased from 23.43% in the prior fiscal year. This decrease was primarily due to an increase in ABCS' distribution revenue, which has a lower gross profit margin in comparison to other businesses within Other. These decreases were offset, in part, by increases in the gross profit margin of World Courier.

We recognized gains of $24.4 million and $22.9 million from antitrust litigation settlements with pharmaceutical manufacturers during the fiscal years ended September 30, 2014 and 2013, respectively. The gains were recorded as reductions to cost of goods sold. We are unable to estimate future gains, if any, that we will recognize as a result of antitrust litigation settlements (see Note 13 of the Notes to Consolidated Financial Statements).

Our cost of goods sold includes a last-in, first-out ("LIFO") provision that is affected by changes in inventory quantities, product mix, and manufacturer pricing practices, which may be impacted by market and other external influences, many of which are difficult to predict. We recorded LIFO expense of $348.1 million and $277.0 million in the fiscal years ended September 30, 2014 and 2013, respectively.

Table of Contents

***Operating Expenses***

| (dollars in thousands) | Fiscal year ended September 30, 2014 | 2013 | Change |
|---|---|---|---|
| Distribution, selling and administrative | $ 1,587,261 | $ 1,333,712 | 19.0% |
| Depreciation and amortization | 185,290 | 162,186 | 14.2% |
| Warrants | 422,739 | 90,055 | |
| Employee severance, litigation and other | 8,192 | 23,467 | |
| Total operating expenses | $ 2,203,482 | $ 1,609,420 | 36.9% |

Distribution, selling and administrative expense increased 19.0%, or $253.5 million, from the prior fiscal year, primarily due to the on-boarding of our distribution agreement with Walgreens. More specifically, expenses related to payroll, information technology, and delivery were higher in the current fiscal year.

Depreciation expense increased from the prior fiscal year due to an increase in the amount of capital projects being depreciated. Amortization expense was comparable to the prior fiscal year.

Warrant expense was $422.7 million and $90.1 million in the fiscal years ended September 30, 2014 and 2013, respectively. The Warrants were issued in March 2013 in connection with the agreements and arrangements that define our strategic relationship with Walgreens and Alliance Boots. Future warrant expense could fluctuate significantly. Refer to the Critical Accounting Policies and Estimates Warrants on page 33 for a more detailed description of the accounting for the Warrants.

Employee severance, litigation and other for the fiscal year ended September 30, 2014 included $6.3 million of deal-related transaction costs and $1.9 million of employee severance and other costs. Employee severance, litigation and other for the fiscal year ended September 30, 2013 included $23.0 million of deal-related transaction costs (primarily related to professional fees with respect to the Walgreens and Alliance Boots transaction) and $0.5 million of employee severance and facility closure costs.

As a percentage of revenue, operating expenses were 1.84% in fiscal 2014, up 1 basis point from the prior fiscal year. This increase was primarily due to the larger Warrant expense in the current fiscal year, offset, in part, by economies of scale as a result of the increased revenue provided by the Walgreens distribution agreement.

***Operating Income***

| (dollars in thousands) | Fiscal year ended September 30, 2014 | 2013 | Change |
|---|---|---|---|
| Pharmaceutical Distribution | $ 1,405,992 | $ 1,162,352 | 21.0% |
| Other | 150,617 | 128,074 | 17.6% |
| Total segment operating income | 1,556,609 | 1,290,426 | 20.6% |
| Gains on antitrust litigation settlements | 24,436 | 22,883 | |
| LIFO expense | (348,063) | (277,001) | |
| Acquisition related intangibles amortization | (23,167) | (24,387) | |
| Warrant expense | (422,739) | (90,055) | |
| Employee severance, litigation and other | (8,192) | (23,467) | |
| Operating income | $ 778,884 | $ 898,399 | -13.3% |

Segment operating income is evaluated before gains on antitrust litigation settlements; LIFO expense; acquisition related intangibles amortization; warrant expense and employee severance, litigation and other.

Pharmaceutical Distribution operating income increased 21.0%, or $243.6 million, from the prior fiscal year due to the increase in gross profit, offset in part by the increase in operating expenses. As a percentage of revenue, Pharmaceutical Distribution operating income margin declined 15 basis points from the prior fiscal year due to a significant increase in lower margin business with Walgreens and some of our other larger customers.

Table of Contents

Operating income in Other increased 17.6%, or $22.5 million, primarily due to the increase in gross profit of World Courier.

Interest expense, interest income, and the respective weighted average interest rates in fiscal 2014 and 2013 were as follows (in thousands):

| | 2014 | | 2013 | |
|---|---|---|---|---|
| | Amount | Weighted Average Interest Rate | Amount | Weighted Average Interest Rate |
| Interest expense | $ 77,703 | 3.84% | $ 75,048 | 4.72% |
| Interest income | (841) | 0.27% | (1,151) | 0.33% |
| Interest expense, net | $ 76,862 | | $ 73,897 | |

Interest expense, net increased 4.0%, or $3.0 million, from the prior fiscal year due to an increase of $261.3 million in fixed rate average borrowings, due to the May 2014 issuance of our $600 million, 1.15% senior notes and our $500 million, 3.40% senior notes, offset in part by the repayment of our $500 million, 5.875% senior notes in June 2014. In addition, variable rate average borrowings increased $88.1 million to fund seasonal working capital needs and the on-boarding of the Walgreens business.

Our interest expense in future periods may vary significantly depending upon changes in net borrowings, interest rates, amendments to our current borrowing facilities, and strategic decisions to deploy our invested cash.

During fiscal 2014, we recorded a $33.0 million loss resulting from the early retirement of our $500 million, 5.875% senior notes due September 2015 (See Liquidity and Capital Resources).

A significant portion of Warrant expense is not tax deductible. As a result, income taxes in fiscal 2014 reflect an effective tax rate of 57.8%, compared to 40.2% in the prior fiscal year. The fluctuation in our effective tax rate was the result of changes in the valuation of the Warrants for financial reporting purposes.

Income from continuing operations of $284.0 million decreased 42.4% from the prior fiscal year. Diluted earnings per share from continuing operations of $1.21 decreased 42.4% from $2.10 in the prior fiscal year. These declines were primarily due to the increases in Warrant and LIFO expenses and the loss on the early retirement of debt.

Loss from discontinued operations, net of income taxes, for all periods presented includes the operating results of AndersonBrecon ("AB") and AmerisourceBergen Canada Corporation ("ABCC"). The loss in the fiscal year ended September 30, 2013 includes a goodwill impairment charge and the loss on the sale of ABCC. This loss is net of a gain on the sale of AB.

***Year ended September 30, 2013 compared with Year ended September 30, 2012***

***Revenue***

| (dollars in thousands) | Fiscal year ended September 30, 2013 | 2012 | Change |
|---|---|---|---|
| Pharmaceutical Distribution | $ 86,063,531 | $ 76,689,550 | 12.2% |
| Other | 2,087,968 | 1,575,738 | 32.5% |
| Intersegment eliminations | (192,332) | (184,482) | 4.3% |
| Revenue | $ 87,959,167 | $ 78,080,806 | 12.7% |

Revenue of $88.0 billion in fiscal 2013 increased 12.7% from the prior fiscal year. This increase was due to the revenue growth of both Pharmaceutical Distribution and Other.

*Pharmaceutical Distribution Segment*

The Pharmaceutical Distribution segment grew its revenue by 12.2% from the prior fiscal year. Intrasegment revenues between ABDC and ABSG have been eliminated in the presentation of total Pharmaceutical Distribution

Table of Contents

revenue. These revenues primarily consisted of ABSG sales directly to ABDC customer sites or ABSG sales to ABDC's facilities. Total intrasegment revenues were $3.4 billion and $2.6 billion in the fiscal years ended September 30, 2013 and 2012, respectively.

ABDC's revenue of $71.8 billion increased 14.1% from the prior fiscal year (before intrasegment eliminations). The increase in ABDC's revenue was primarily due to increased sales to Express Scripts of $7.5 billion and Walgreens of $2.9 billion in the fiscal year ended September 30, 2013. The increased sales were offset in part by the loss of a food and drug retail group purchasing organization ("GPO") customer, which resulted in a $1.7 billion decrease in revenue in the fiscal year ended September 30, 2013. Additionally, revenue was favorably impacted by an increase in brand-name pharmaceutical prices and was unfavorably impacted by an increase in the use of lower priced generic pharmaceuticals. The increased use of generic pharmaceuticals was the result of over 30 brand to generic conversions in fiscal 2012.

ABSG's revenue of $17.6 billion in fiscal 2013 increased 7.6% from the prior fiscal year (before intrasegment eliminations) primarily due to the growth in its blood products, vaccine, and physician office distribution businesses, and its third party logistics business. The physician office distribution business benefitted from increased sales of an ophthalmology drug in fiscal 2013. ABSG's revenue growth was partially offset by a decline in sales to community oncology practices.

*Other*

Revenue in Other increased $512.2 million from the prior fiscal year primarily due to the $271.1 million incremental revenue contributions from World Courier, which was acquired in April 2012.

***Gross Profit***

| | Fiscal year ended September 30, | | |
|---|---|---|---|
| **(dollars in thousands)** | **2013** | **2012** | **Change** |
| Pharmaceutical Distribution | $ 2,272,792 | $ 2,323,217 | -2.2% |
| Other | 489,145 | 297,362 | 64.5% |
| Gains on antitrust litigation settlements | 22,883 | 14,813 | |
| LIFO expense | (277,001) | (706) | |
| Gross profit | $ 2,507,819 | $ 2,634,686 | -4.8% |

Gross profit decreased 4.8%, or approximately $126.9 million, from the prior fiscal year.

Pharmaceutical Distribution gross profit decreased 2.2%, or approximately $50.4 million, from the prior fiscal year. This decrease was primarily due to the lower gross profit related to the Express Scripts contract, the loss of a food and drug retail GPO customer, the lower number of generic launches, and the reduced contribution from sales of certain specialty oncology drugs. This decrease was offset, in part, by stronger price appreciation related to generic drugs and the growth of our non-oncology specialty distribution businesses. As a percentage of revenue, Pharmaceutical Distribution gross profit margin of 2.64% in the fiscal year ended September 30, 2013 decreased 39 basis points from the prior fiscal year. The Pharmaceutical Distribution gross profit margin decline in the fiscal year ended September 30, 2013 was primarily due to lower gross profit margin related to the current Express Scripts contract, the loss of a food and drug retail GPO customer, and competitive pressures on customer margins.

Gross profit in Other increased by $191.8 million in the fiscal year ended September 30, 2013. The increase in gross profit was primarily due to the $161.3 million incremental contributions made by our fiscal 2012 acquisition of World Courier. As a percentage of revenue, gross profit margin in Other of 23.43% in the fiscal year ended September 30, 2013 increased from 18.87% in the prior fiscal year. This increase was primarily due to the gross profit contributions from our fiscal 2012 acquisition of World Courier.

In fiscal 2013, we recognized a gain of $22.9 million from antitrust litigation settlements with pharmaceutical manufacturers, in comparison to a gain of $14.8 million in the prior fiscal year. These gains were recorded as reductions to cost of goods sold.

Table of Contents

Our cost of goods sold includes a last-in, first-out ("LIFO") provision that is affected by changes in inventory quantities, product mix, and manufacturer pricing practices, which may be impacted by market and other external influences. Due to the additional branded inventory that we were required to purchase to service the Walgreens contract, approximately $1.3 billion, and the impact the branded inventory had on our annual inflation index, as well as higher brand drug price inflation and lower generic drug price deflation, we recorded a LIFO charge of $277.0 million in the fiscal year ended September 30, 2013.

***Operating Expenses***

| | Fiscal year ended September 30, | | |
|---|---|---|---|
| **(dollars in thousands)** | **2013** | **2012** | **Change** |
| Distribution, selling and administrative | $ 1,333,712 | $ 1,152,556 | 15.7% |
| Depreciation and amortization | 162,186 | 134,375 | 20.7% |
| Warrants | 90,055 | | |
| Employee severance, litigation and other | 23,467 | 44,140 | -46.8% |
| Total operating expenses | $ 1,609,420 | $ 1,331,071 | 20.9% |

Distribution, selling and administrative expense in fiscal 2013 increased 15.7%, or approximately $181.2 million, from the prior fiscal year, primarily due to the incremental operating costs of our fiscal 2012 acquisition of World Courier and additional costs to support the on-boarding of our distribution agreement with Walgreens.

Depreciation expense increased from the prior fiscal year due to our fiscal 2012 acquisition of World Courier and due to an increase in capital projects. Amortization expense increased from the prior fiscal year due to our fiscal 2012 acquisition of World Courier.

Employee severance, litigation and other for the fiscal year ended September 30, 2013 included $23.0 million of deal-related transaction costs (primarily related to professional fees with respect to the Walgreens and Alliance Boots transaction) and $0.5 million of employee severance and facility closure costs.

In fiscal 2012, we introduced a number of initiatives, some of which were made possible as a result of efficiencies gained through our ERP implementation, to improve our operating efficiency across many of our businesses and certain administrative functions. In connection with these initiatives, we recorded $33.0 million of employee severance and other related costs. Other costs included an estimated $10.3 million liability to exit our participation in a multi-employer pension plan resulting from a ABDC distribution facility closure in fiscal 2013. In addition, we incurred $11.1 million of deal-related transaction costs in connection with business combinations.

As a percentage of revenue, operating expenses were 1.83% in fiscal 2013, an increase of 13 basis points from the prior fiscal year. This increase was primarily due to the Warrant expense and the addition of our fiscal 2012 World Courier acquisition, which has higher operating expenses as a percentage of revenue. For the Pharmaceutical Distribution segment, as a percentage of revenue, operating expenses were down 10 basis points from the prior fiscal year.

***Operating Income***

| | Fiscal year ended September 30, | | |
|---|---|---|---|
| **(dollars in thousands)** | **2013** | **2012** | **Change** |
| Pharmaceutical Distribution | $ 1,162,352 | $ 1,254,386 | -7.3% |
| Other | 128,074 | 97,716 | 31.1% |
| Total segment operating income | 1,290,426 | 1,352,102 | -4.6% |
| Gains on antitrust litigation settlements | 22,883 | 14,813 | |
| LIFO expense | (277,001) | (706) | |
| Acquisition related intangibles amortization | (24,387) | (18,454) | |

| | | | |
|---|---|---|---|
| Warrant expense | (90,055) | | |
| Employee severance, litigation and other | (23,467) | (44,140) | |
| Operating income | $ 898,399 | $ 1,303,615 | -31.1% |

Table of Contents

Segment operating income is evaluated before gains on antitrust litigation settlements; LIFO expense; acquisition related intangibles amortization; warrant expense; and employee severance, litigation and other.

Pharmaceutical Distribution operating income decreased 7.3%, or $92.0 million from the prior fiscal year. As a percentage of revenue, Pharmaceutical Distribution operating income margin was 1.35% and 1.64% in fiscal 2013 and 2012, respectively. The 29 basis point decline in Pharmaceutical Distribution operating margin from the prior fiscal year was due to decreased contributions from generic launches, a shift in customer mix towards lower margin business in ABDC (most notably the Express Scripts contract), the loss of a food and drug retail GPO customer, and a decline in the operating margin of our oncology business.

Operating income in Other increased $30.4 million from the prior fiscal year due to the incremental contribution made by our fiscal 2012 World Courier acquisition and an increase in operating income from our ABCS businesses.

Interest expense, interest income, and their respective weighted average interest rates in fiscal 2013 and 2012 were as follows (in thousands):

| | 2013 | | 2012 | |
|---|---|---|---|---|
| | Amount | Weighted Average Interest Rate | Amount | Weighted Average Interest Rate |
| Interest expense | $ 75,048 | 4.72% | $ 94,370 | 4.93% |
| Interest income | (1,151) | 0.33% | (1,801) | 0.22% |
| Interest expense, net | $ 73,897 | | $ 92,569 | |

Interest expense decreased from the prior fiscal year due to a decrease of $323.8 million in average borrowings, primarily due to the repayment of our $392 million, 5.625% senior notes in September 2012, offset, in part, by the issuance of our $500 million 3.50% senior notes in November 2011.

Income taxes in fiscal 2013 reflect an effective tax rate of 40.2%, compared to 37.4% in the prior fiscal year. Our effective tax rate was higher in fiscal 2013 because a portion of the Warrant expense is not tax deductible.

Income from continuing operations of $493.4 million in the fiscal year ended September 30, 2013 decreased 35.2% from the prior fiscal year. Diluted earnings per share from continuing operations of $2.10 in the fiscal year ended September 30, 2013 decreased 29.1% from $2.96 in the prior fiscal year. Excluding the fiscal 2013 LIFO charge and Warrant expense, the percentage difference between the change in diluted earnings per share and the change in income from continuing operations for the fiscal year ended September 30, 2013 was due to the 8.4% reduction in weighted average common shares outstanding, primarily from purchases of our common stock in connection with our stock repurchase program (see Liquidity and Capital Resources), net of the impact of stock option exercises.

Loss from discontinued operations, net of income taxes, for all periods presented includes the operating results of AndersonBrecon ("AB") and AmerisourceBergen Canada Corporation ("ABCC"). The loss in the fiscal year ended September 30, 2013 includes a goodwill impairment charge and the loss on the sale of ABCC. This loss is net of a gain on the sale of AB.

*Critical Accounting Policies and Estimates*

Critical accounting policies are those policies which involve accounting estimates and assumptions that can have a material impact on our financial position and results of operations and require the use of complex and subjective estimates based upon past experience and management's judgment. Actual results may differ from these estimates due to uncertainties inherent in such estimates. Below are those policies applied in preparing our financial statements that management believes are the most dependent on the application of estimates and assumptions. For a complete list of significant accounting policies, see Note 1 of Notes to the Consolidated Financial Statements.

***Allowance for Doubtful Accounts and Reserve for Customer Sales Returns***

Trade receivables are primarily comprised of amounts owed to us for our pharmaceutical distribution and services activities and are presented net of an allowance for doubtful accounts and a reserve for customer sales returns. Our customer sales return policy generally allows customers to return products only if the products can be resold at full value or returned to suppliers for full credit. We record an accrual for estimated customer sales returns at the time of sale to the customer based upon historical customer return trends.

Table of Contents

In determining the appropriate allowance for doubtful accounts, we consider a combination of factors, such as the aging of trade receivables, industry trends, and our customers' financial strength, credit standing, and payment and default history. Changes in the aforementioned factors, among others, may lead to adjustments in our allowance for doubtful accounts. The calculation of the required allowance requires judgment by our management as to the impact of these and other factors on the ultimate realization of our trade receivables. Each of our business units performs ongoing credit evaluations of its customers' financial condition and maintains reserves for probable bad debt losses based on historical experience and for specific credit problems when they arise. We write off balances against the reserves when collectability is deemed remote. Each business unit performs formal documented reviews of the allowance at least quarterly and our largest business units perform such reviews monthly. There were no significant changes to this process during the fiscal years ended September 30, 2014, 2013, and 2012 and bad debt expense was computed in a consistent manner during these periods. The bad debt expense for any period presented is equal to the changes in the period end allowance for doubtful accounts, net of write-offs, recoveries and other adjustments. Schedule II of this Form 10-K sets forth a rollforward of the allowance for doubtful accounts.

Bad debt expense for the fiscal years ended September 30, 2014, 2013, and 2012 was $26.6 million, $20.1 million, and $23.1 million, respectively. An increase or decrease of 0.1% in the 2014 allowance as a percentage of trade receivables would result in an increase or decrease in the provision on accounts receivable of approximately $6.4 million.

***Supplier Reserves***

We establish reserves against amounts due from our suppliers relating to various price and rebate incentives, including deductions or billings taken against payments otherwise due to them. These reserve estimates are established based on the judgment of management after carefully considering the status of current outstanding claims, historical experience with the suppliers, the specific incentive programs and any other pertinent information available to us. We evaluate the amounts due from our suppliers on a continual basis and adjust the reserve estimates when appropriate based on changes in factual circumstances. An increase or decrease of 0.1% in the 2014 supplier reserve balances as a percentage of trade payables would result in an increase or decrease in cost of goods sold by approximately $15.6 million. The ultimate outcome of any outstanding claim may be different from our estimate.

***Loss Contingencies***

In the ordinary course of business, we become involved in lawsuits, administrative proceedings, government subpoenas, and government investigations, including antitrust, commercial, environmental, product liability, intellectual property, regulatory, employment discrimination, and other matters. Significant damages or penalties may be sought in some matters, and some matters may require years to resolve. We record a liability when it is probable that a loss has been incurred and the amount is reasonably estimable. We also perform an assessment of the materiality of loss contingencies where a loss is either not probable or it is reasonably possible that a loss could be incurred in excess of amounts accrued. If a loss or an additional loss has at least a reasonable possibility of occurring and the impact on the financial statements would be material, we provide disclosure of the loss contingency in the footnotes to our financial statements. We review all contingencies at least quarterly to determine whether the likelihood of loss has changed and to assess whether a reasonable estimate of the loss or the range of the loss can be made.

***Merchandise Inventories***

Inventories are stated at the lower of cost or market. Cost for approximately 84% and 83% of our inventories at September 30, 2014 and 2013, respectively, has been determined using the last-in, first-out ("LIFO") method. If we had used the first-in, first-out ("FIFO") method of inventory valuation, which approximates current replacement cost, inventories would have been approximately $881.8 million and $533.7 million higher than the amounts reported at September 30, 2014 and 2013, respectively. We recorded a LIFO charge of $348.1 million, $277.0 million, and $0.7 million in fiscal 2014, 2013, and 2012 respectively. The annual LIFO provision is affected by changes in inventory quantities, product mix, and manufacturer pricing practices, which may be impacted by market and other external influences, many of which are difficult to predict.

***Equity Investments***

We use the equity method of accounting for our investments in entities in which we have significant influence; generally, this represents an ownership interest of between 20% and 50%. Unrealized losses that are determined to be other-than-temporary impairment losses are recorded as a component of earnings in the period in which that determination is made.

Table of Contents

***Business Combinations***

The purchase price of an acquired company, including the fair value of any contingent consideration, is allocated between tangible and intangible assets acquired and liabilities assumed from the acquired business based on their estimated fair values, with the residual of the purchase price recorded as goodwill. We engage third party appraisal firms to assist management in determining the fair values of certain assets acquired and liabilities assumed. Such valuations require management to make significant judgments, estimates and assumptions, especially with respect to intangible assets. Management makes estimates of fair value based upon assumptions it believes to be reasonable. These estimates are based on historical experience and information obtained from the management of the acquired companies, and are inherently uncertain. Critical estimates in valuing certain of the intangible assets include but are not limited to: future expected cash flows from and economic lives of customer relationships, trade names, existing technology, and other intangible assets; and discount rates. Unanticipated events and circumstances may occur which may affect the accuracy or validity of such assumptions, estimates or actual events.

***Goodwill and Intangible Assets***

Goodwill and other intangible assets with indefinite lives, primarily trademarks and trade names, are not amortized; rather, they are tested for impairment at least annually. For the purpose of these impairment tests, we can elect to perform a qualitative analysis to determine if it is more likely than not that the fair values of its reporting units and indefinite lived intangible assets are less than the respective carrying values of those reporting units and indefinite lived intangible assets. We elected to bypass performing the qualitative screen and went directly to performing the first step quantitative analysis of the goodwill and indefinite lived intangible asset impairment tests in the current year. We may elect to perform the qualitative analysis in future periods.

The first step in the quantitative process for the goodwill impairment test is to compare the carrying amount of the reporting unit's net assets to the fair value of the reporting unit. If the fair value exceeds the carrying value, no further evaluation is required and no impairment loss is recognized. If the carrying amount exceeds the fair value, then the second step must be completed, which involves allocating the fair value of the reporting unit to each asset and liability, with the excess being implied goodwill. An impairment loss occurs if the amount of the recorded goodwill exceeds the implied goodwill. We would be required to record any such impairment losses.

We identify our reporting units at the operating segment level. Generally, goodwill arises from acquisitions of specific operating companies and is assigned to the reporting unit in which a particular operating company resides.

We utilize a combination of income and market-based approaches to valuation for its reporting units. The income approach to valuation relies on a discounted cash flow analysis to determine the fair value of each reporting unit, which considers forecasted cash flows discounted at an appropriate discount rate. We believe that market participants would use a discounted cash flow analysis to determine the fair value of its reporting units in a sale transaction. The annual goodwill impairment test requires us to make a number of assumptions and estimates concerning future levels of revenue growth, operating margins, depreciation, amortization and working capital requirements, which are based upon our long-range plan. The discount rate is an estimate of the overall after-tax rate of return required by a market participant whose weighted average cost of capital includes both equity and debt, including a risk premium. While we use the best available information to prepare our cash flow and discount rate assumptions, actual future cash flows or market conditions could differ significantly resulting in future impairment charges related to recorded goodwill balances. While there are always changes in assumptions to reflect changing business and market conditions, our overall methodology and the population of assumptions used have remained unchanged.

The impairment test for indefinite-lived intangibles other than goodwill (primarily trademarks and trade names) consists of a comparison of the fair value of the indefinite-lived intangible asset to the carrying value of the asset as of the impairment testing date. We estimate the fair value of our indefinite-lived intangibles using the relief from royalty method. We believe the relief from royalty method is a widely used valuation technique for such assets. The fair value derived from the relief from royalty method is measured as the discounted cash flow savings realized from owning such trademarks and trade names and not having to pay a royalty for their use.

We completed our required annual impairment tests relating to goodwill and other intangible assets with indefinite lives in the fourth quarter of fiscal 2014, 2013, and 2012, and determined that there were no impairments.

Table of Contents

***Share-Based Compensation***

We utilize a binomial option pricing model to determine the fair value of share-based compensation expense, which involves the use of several assumptions, including expected term of the option, expected volatility, risk-free interest rate, dividend yield, and forfeiture rate. The expected term of options represents the period of time that the options granted are expected to be outstanding and is based on historical experience. Expected volatility is based on historical volatility of our common stock as well as other factors, such as implied volatility. The fair value of performance stock units is determined by the grant date market price of our common stock and the compensation expense associated with the non-vested performance stock units is dependent on our periodic assessment of the probability of the targets being achieved and our estimate of the number of shares that will ultimately be issued.

***Warrants***

We account for the Warrants issued to Walgreens and Alliance Boots in accordance with the guidance for equity-based payments to non-employees. The various agreements and arrangements with Walgreens and Alliance Boots established various performance commitments that they must satisfy during the vesting periods of the Warrants, and if not fulfilled, we have the right to cancel the Warrants. Using a binomial lattice model approach, the fair value of the Warrants was initially measured at the date of issuance, and is being expensed over the three and four year vesting periods as an operating expense. The fair value of the Warrants is re-measured at the end of each quarterly reporting period, and an adjustment is recorded in the statement of operations to record the impact as if the newly measured fair value of the awards had been used in recognizing expense starting when the awards were originally issued and through the remeasurement date. In total, the Warrants were valued at $1,139.8 million as of September 30, 2014. The valuation of the Warrants considers our common stock price and various assumptions, such as the volatility of our common stock, the expected remaining life of the Warrants, the expected dividend yield, and the risk-free interest rate. As a result, future Warrant expense could fluctuate significantly.

A portion of the Warrant expense is not tax deductible; therefore, our future effective income tax rate could fluctuate significantly depending on the valuation of the Warrants for financial reporting purposes.

***Income Taxes***

Our income tax expense, deferred tax assets and liabilities, and uncertain tax positions reflect management's assessment of estimated future taxes to be paid on items in the financial statements. Deferred income taxes arise from temporary differences between financial reporting and tax reporting bases of assets and liabilities, as well as net operating loss and tax credit carryforwards for tax purposes.

We have established a valuation allowance against certain deferred tax assets for which the ultimate realization of future benefits is uncertain. Expiring carryforwards and the required valuation allowances are adjusted annually. After application of the valuation allowances described above, we anticipate that no limitations will apply with respect to utilization of any of the other deferred income tax assets described above.

We prepare and file tax returns based on our interpretation of tax laws and regulations and record estimates based on these judgments and interpretations. In the normal course of business, our tax returns are subject to examination by various taxing authorities. Such examinations may result in future tax and interest assessments by these taxing authorities. Inherent uncertainties exist in estimates of tax contingencies due to changes in tax law resulting from legislation, regulation and/or as concluded through the various jurisdictions' tax court systems. We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, including resolutions of any related appeals or litigation processes, based on the technical merits of the position.

We believe that our estimates for the valuation allowances against deferred tax assets and the amount of benefits recognized in our financial statements for uncertain tax positions are appropriate based on current facts and circumstances. However, others applying reasonable judgment to the same facts and circumstances could develop a different estimate and the amount ultimately paid upon resolution of issues raised may differ from the amounts accrued.

The significant assumptions and estimates described in the preceding paragraphs are important contributors to the ultimate effective tax rate in each year. If any of our assumptions or estimates were to change, an increase or decrease in our effective tax rate by 1% on income from continuing operations before income taxes would have caused income tax expense to change by $6.7 million in fiscal 2014.

Table of Contents

*Liquidity and Capital Resources*

The following table illustrates our debt structure at September 30, 2014, including availability under the multi-currency revolving credit facility, the receivables securitization facility, and the revolving credit note (in thousands):

| | Outstanding Balance | Additional Availability |
|---|---|---|
| **Fixed-Rate Debt:** | | |
| $600,000, 1.15% senior notes due 2017 | $ 599,379 | $ |
| $400,000, 4.875% senior notes due 2019 | 398,122 | |
| $500,000, 3.50% senior notes due 2021 | 499,497 | |
| $500,000, 3.40% senior notes due 2024 | 498,634 | |
| Total fixed-rate debt | 1,995,632 | |
| **Variable-Rate Debt:** | | |
| Multi-currency revolving credit facility due 2019 | | 1,400,000 |
| Receivables securitization facility due 2016 | | 950,000 |
| Revolving credit note | | 75,000 |
| Total variable-rate debt | | 2,425,000 |
| Total debt | $ 1,995,632 | $ 2,425,000 |

Along with our cash balances, our aggregate availability under our multi-currency revolving credit facility, our receivables securitization facility, and the revolving credit note provides us sufficient sources of capital to fund our working capital requirements. We have increased seasonal needs related to our inventory build during the December and March quarters that, depending on our cash balance, can require the use of our credit facilities to fund short-term capital needs. Our cash balances in the fiscal years ended September 30, 2014 and 2013 needed to be supplemented by intra-period credit facility borrowings to cover short-term working capital needs, which were higher in the fiscal year ended September 30, 2014 due to the on-boarding of the Walgreens business. The greatest amount of variable-rate debt outstanding at any one time during the fiscal years ended September 30, 2014 and 2013 was $1.1 billion and $595.0 million, respectively. The $17.6 billion and $2.3 billion of cumulative intra-period borrowings during the fiscal years ended September 30, 2014 and 2013, respectively, were fully repaid by the end of each fiscal year.

We have a $1.4 billion multi-currency senior unsecured revolving credit facility, which expires in August 2019, (the "Multi-Currency Revolving Credit Facility") with a syndicate of lenders. Interest on borrowings under the Multi-Currency Revolving Credit Facility accrues at specified rates based on our debt rating and ranges from 69 basis points to 110 basis points over LIBOR/EURIBOR/Bankers Acceptance Stamping Fee, as applicable (90 basis points over LIBOR/EURIBOR/Bankers Acceptance Stamping Fee at September 30, 2014). Additionally, interest on borrowings denominated in Canadian dollars may accrue at the greater of the Canadian prime rate or the CDOR rate. We pay facility fees to maintain the availability under the Multi-Currency Revolving Credit Facility at specified rates based on our debt rating, ranging from 6 basis points to 15 basis points, annually, of the total commitment (10 basis points at September 30, 2014). We may choose to repay or reduce our commitments under the Multi-Currency Revolving Credit Facility at any time. The Multi-Currency Revolving Credit Facility contains covenants, including compliance with a financial leverage ratio test, as well as others that impose limitations on, among other things, indebtedness of excluded subsidiaries and asset sales, with which we are compliant as of September 30, 2014.

We have a commercial paper program whereby we may, from time to time, issue short-term promissory notes in an aggregate amount of up to $1.4 billion at any one time. Amounts available under the program may be borrowed, repaid, and re-borrowed from time to time. The maturities on the notes will vary, but may not exceed 365 days from the date of issuance. The notes will bear interest rates, if interest bearing, or will be sold at a discount from their face amounts. The commercial paper program does not increase our borrowing capacity as it is fully backed

by our Multi-Currency Revolving Credit Facility. There were no borrowings outstanding under our commercial paper program at September 30, 2014.

We have a $950 million receivables securitization facility ("Receivables Securitization Facility"), which expires in June 2016. We have available to us an accordion feature whereby the commitment on the Receivables Securitization Facility may be increased by up to $250 million, subject to lender approval, for seasonal needs during the December and March quarters. Interest rates are currently based on prevailing market rates for short-term commercial paper or LIBOR plus a program fee of 75 basis points. We pay an unused fee of 40 basis points, annually, to maintain the availability under the Receivables Securitization Facility. The Receivables Securitization Facility contains similar covenants to the Multi-Currency Revolving Credit Facility, which we are compliant with as of September 30, 2014.

Table of Contents

In connection with the Receivables Securitization Facility, ABDC sells on a revolving basis certain accounts receivable to Amerisource Receivables Financial Corporation, a wholly owned special purpose entity, which in turn sells a percentage ownership interest in the receivables to financial institutions and commercial paper conduits sponsored by financial institutions. ABDC is the servicer of the accounts receivable under the Receivables Securitization Facility. After the maximum limit of receivables sold has been reached and as sold receivables are collected, additional receivables may be sold up to the maximum amount available under the facility. We use the facility as a financing vehicle because it generally offers an attractive interest rate relative to other financing sources.

We have an uncommitted, unsecured line of credit available to us pursuant to a revolving credit note ("Revolving Credit Note"). The Revolving Credit Note provides us with the ability to request short-term unsecured revolving credit loans from time to time in a principal amount not to exceed $75 million. The Revolving Credit Note may be decreased or terminated by the bank or us at any time without prior notice.

In May 2014, we issued $600 million of 1.15% senior notes due May 15, 2017 (the "2017 Notes") and $500 million of 3.40% senior notes due May 15, 2024 (the "2024 Notes"). The 2017 Notes were sold at 99.892% of the principal amount and have an effective yield of 1.187%. The 2024 Notes were sold at 99.715% of the principal amount and have an effective yield of 3.434%. Interest on the 2017 Notes and 2024 Notes is payable semiannually in arrears, commencing on November 15, 2014. The 2017 Notes and 2024 Notes rank pari passu to the Multi-Currency Revolving Credit Facility, the Revolving Credit Note, the $400 million, 4.875% senior notes due in 2019, and the $500 million 3.50% senior notes due in 2021. Costs incurred in connection with the issuance of the 2017 Notes and 2024 Notes were deferred and are being amortized over the terms of the notes.

We used a portion of the net proceeds from the 2017 and 2024 Notes to finance the early retirement of the $500 million 5.875% senior notes due September 15, 2015, including the payment of $31.5 million of premiums and other costs. We used the remaining amount for general corporate purposes, including repurchases of shares of our common stock under our special share repurchase program approved in May 2014.

We have $400 million of 4.875% senior notes due November 15, 2019 (the "2019 Notes") and $500 million of 3.50% senior notes due November 15, 2021 (the "2021 Notes"). The 2019 Notes were sold in November 2009 at 99.174% of the principal amount and have an effective yield of 4.98%. The 2021 Notes were sold in November 2011 at 99.858% of the principal amount and have an effective yield of 3.52%. Interest on the 2019 Notes and the 2021 Notes is payable semiannually in arrears.

Our operating results have generated cash flow, which, together with availability under our debt agreements and credit terms from suppliers, has provided sufficient capital resources to finance working capital and cash operating requirements, and to fund capital expenditures, acquisitions, repayment of debt, the payment of interest on outstanding debt, dividends, and repurchases of shares of our common stock.

Our primary ongoing cash requirements will be to finance working capital, fund the repayment of debt, fund the payment of interest on debt, fund repurchases of our common stock, fund the payment of dividends, finance acquisitions, and fund capital expenditures and routine growth and expansion through new business opportunities. In November 2012, our board of directors approved a program allowing us to purchase up to $750 million shares of our common stock, subject to market conditions. During the fiscal year ended September 30, 2014, we purchased $363.0 million of our common stock to complete our authorization under this $750 million share repurchase program. In August 2013, our board of directors approved a program allowing us to purchase up to $750 million additional shares of our common stock, subject to market conditions. During the fiscal year ended September 30, 2014, we purchased $174.7 million of our common stock under this share repurchase program, which included $18.0 million of purchases that cash settled after September 30, 2014. As of September 30, 2014, we had $575.3 million of availability remaining on the $750 million repurchase program. Excluding purchases under the $650 million special share repurchase program, (see below for further details) we currently expect to purchase $400 million of our common stock in fiscal 2015, subject to market conditions. Future cash flows from operations and borrowings are expected to be sufficient to fund our ongoing cash requirements.

If Walgreens and/or Alliance Boots exercise their rights to purchase our common stock pursuant to the Warrants that we issued to them, the future issuances of shares of our common stock upon exercise of the Warrants will dilute the ownership interests of our then-existing stockholders and could adversely affect the market price of our common stock. We have taken steps to mitigate the potentially dilutive effect that exercise of the Warrants could have by hedging a portion of our future obligation to deliver common stock with a financial institution and repurchasing additional shares of our common stock for our own account over time.

Table of Contents

In June 2013, we commenced our hedging strategy by entering into a contract with a financial institution pursuant to which it has executed a series of issuer capped call transactions ("Capped Calls"). The Capped Calls give us the right to shares of our common stock subject to the Warrants at specified prices at maturity, should the Warrants be exercised in 2016 and 2017 and were intended to cover approximately 60% of the shares subject to the Warrants at the time we entered into the transactions. If our share price exceeds the "cap" price in the Capped Calls at the time the Warrants are exercised, the number of shares that will be delivered to us under the Capped Calls will be reduced, and accordingly, will cover less than 60% of the shares of common stock subject to the Warrants. In addition, if our future share price at the exercise dates is lower than our breakeven share price, then our purchase of the Capped Calls will have been an ineffective use of capital. We completed this hedge transaction in January 2014. During the fiscal year ended September 30, 2014, we purchased Capped Calls on 11.9 million shares of our common stock for a total premium of $211.4 million, which included a $6.1 million payment for a hedge premium accrued at September 30, 2013. In total, under this hedge transaction, we purchased Capped Calls on 27.2 million shares of our common stock for a total premium of $368.7 million.

Based upon our recent share price, the number of shares of common stock we expect to receive under the Capped Calls at maturity has been reduced, and we have amended certain of the Capped Calls to increase the "cap" price to continue to address the potentially dilutive effect of the Warrants. To the extent the Capped Calls and share repurchases do not fully mitigate the dilutive effect of the Warrants, we intend to consider repurchasing additional shares of our common stock and other measures, which may include additional amendments to the Capped Calls. The amount of dilution that we would be able to mitigate will depend on the relative costs and benefits of such a transaction, considering factors such as: our financial performance, the current and future share price of our common stock, our expected cash flows, competing priorities for capital, and overall market conditions.

In May 2014, our board of directors approved a special share repurchase program allowing us to purchase up to $650 million shares of our common stock, subject to market conditions, as an opportunity to further mitigate the potentially dilutive effect of the Warrants and supplements our previously executed warrant hedging strategy. During the fiscal year ended September 30, 2014, we purchased $252.0 million under this program, which included $18.0 million of purchases that cash settled after September 30, 2014. As of September 30, 2014, we had $398.0 million of availability remaining on the special $650 million repurchase program. We currently expect to make special share repurchases totaling approximately $400 million of our common stock in fiscal 2015, subject to market conditions.

Deterioration in general economic conditions could adversely affect the amount of prescriptions that are filled and the amount of pharmaceutical products purchased by consumers and, therefore, could reduce purchases by our customers. In addition, volatility in financial markets may also negatively impact our customers' ability to obtain credit to finance their businesses on acceptable terms. Reduced purchases by our customers or changes in the ability of our customers to remit payments to us could adversely affect our revenue growth, our profitability, and our cash flow from operations.

Following is a summary of our contractual obligations for future principal and interest payments on our debt, minimum rental payments on our noncancelable operating leases and minimum payments on our other commitments at September 30, 2014 (in thousands):

| | Payments Due by Period | | | | |
|---|---|---|---|---|---|
| | Total | Within 1 Year | 1-3 Years | 4-5 Years | After 5 Years |
| Debt, including interest payments | $ 2,429,200 | $ 60,900 | $ 721,800 | $ 108,000 | $ 1,538,500 |
| Operating leases | 338,325 | 58,221 | 99,153 | 75,375 | 105,576 |
| Other commitments | 165,695 | 109,289 | 45,482 | 10,924 | |
| Total | $ 2,933,220 | $ 228,410 | $ 866,435 | $ 194,299 | $ 1,644,076 |

We have commitments to purchase product from influenza vaccine manufacturers through the 2015/2016 flu season. We are required to purchase doses at prices that we believe will represent market prices. We currently estimate our remaining purchase commitment under these agreements will be approximately $72.9 million as of September 30, 2014, of which $57.2 million represents our commitment in fiscal 2015. These influenza vaccine commitments are included in "Other commitments" in the above table.

We have outsourced to IBM Global Services ("IBM") a significant portion of our corporate and ABDC information technology activities. The remaining commitment under our arrangement, as amended in May 2014, which expires in June 2018, is approximately $74.1 million as of

September 30, 2014, of which $37.1 million represents our commitment in fiscal 2015, and is included in "Other commitments" in the above table.

Table of Contents

Our liability for uncertain tax positions was $50.6 million (including interest and penalties) as of September 30, 2014. This liability represents an estimate of tax positions that we have taken in our tax returns which may ultimately not be sustained upon examination by taxing authorities. Since the amount and timing of any future cash settlements cannot be predicted with reasonable certainty, the estimated liability has been excluded from the above contractual obligations table.

During fiscal 2014, our operating activities provided $1,463.2 million of cash in comparison to cash provided of $788.1 million in the prior fiscal year. Cash provided by operations in fiscal 2014 was principally the result of income from continuing operations of $284.0 million, an increase in accounts payable, accrued expenses and income taxes of $2,317.6 million and non-cash items of $750.9 million, offset, in part, by an increase in accounts receivable of $938.3 million and an increase in merchandise inventories of $956.5 million. Accounts receivable increased from September 30, 2013 as the result of increased volume associated with our new Walgreens business. We also increased our merchandise inventories at September 30, 2014 to support the increased volume due to the new Walgreens business. The $2,317.6 million increase in accounts payable, accrued expenses and income taxes was primarily driven by the increase in merchandise inventories and the timing of payments to our suppliers.

We use days sales outstanding, days inventory on hand, and days payable outstanding to evaluate our working capital performance. The increase in days sales outstanding from the prior fiscal year reflects the increased sales volume and payment terms under the Walgreens distribution contract. The increase in days payable outstanding from the prior fiscal year is the result of increased purchases of generic pharmaceuticals, which have longer payment terms than brand-name pharmaceuticals.

| | Fiscal year ended September 30, | | |
|---|---|---|---|
| | **2014** | **2013** | **2012** |
| Days sales outstanding | 19.8 | 18.9 | 18.0 |
| Days inventory on-hand | 28.1 | 26.6 | 25.6 |
| Days payable outstanding | 45.3 | 44.4 | 42.8 |

Our cash flows from operating activities can vary significantly from period to period based on fluctuations in our period end working capital. Operating cash uses during fiscal 2014 included $62.9 million of interest payments and $197.0 million of income tax payments, net of refunds.

During fiscal 2013, our operating activities provided $788.1 million of cash in comparison to cash provided of $1,305.4 million in fiscal 2012. Cash provided by operations in fiscal 2013 was principally the result of income from continuing operations of $493.4 million, an increase in accounts payable, accrued expenses and income taxes of $3,818.3 million and non-cash items of $346.5 million, offset, in part, by an increase in accounts receivable of $2,312.5 million and an increase in merchandise inventories of $1,486.6 million. The increase in accounts receivable was the result of increased volume associated with our largest pharmacy benefit management ("PBM") customer contract, which became effective October 1, 2012 and Walgreens contract, which became effective September 1, 2013. Additionally, while the payment terms in the PBM customer contract are favorable, they are longer than the payment terms in the previous contract. As a result, there was a negative impact on our working capital in fiscal 2013. We also increased our merchandise inventories at September 30, 2013 to support the increased volume due to the PBM customer and Walgreens contracts. The $3,818.3 million increase in accounts payable, accrued expenses and income taxes was primarily driven by the increase in business volume and the timing of inventory purchases made and the related payments to our suppliers.

Capital expenditures in fiscal 2014, 2013, and 2012 were $264.5 million, $202.5 million, and $133.3 million, respectively. Significant capital expenditures in fiscal 2014 included infrastructure and technology-related costs to on-board the incremental Walgreens distribution volume, costs associated with building our new national distribution center, and other technology initiatives, including costs related to the further development of our enterprise resource planning ("ERP") system. Significant capital expenditures in fiscal 2013 included the purchase of one of our leased distribution facilities, technology initiatives including costs related to the further development of our ERP system, technology-related costs to on-board the incremental Walgreens' distribution volume, and expansion costs related to one of ABDC's facilities. Our most significant capital expenditures in fiscal 2012 related to our new ERP system and investments made in our ABDC and ABCS facilities. Other capital expenditures in fiscal 2012 included ABDC purchases of machinery and equipment, which were previously sold to financial institutions and leased back by us, and other technology initiatives.

We currently expect to spend approximately $300 million for capital expenditures during fiscal 2015. Several of the larger 2015 capital expenditures include increasing distribution center capacity and automation improvements, the implementation of track-and-trace authentication technology, and information system investments to support increased order volume and future growth.

Table of Contents

In June 2014, we invested $117.8 million to acquire a minority ownership interest in a pharmaceutical wholesaler in Brazil and to form a specialty joint venture with the same entity. In May 2013, we divested AB and received $306.5 million of cash, net of a working capital adjustment, and divested ABCC and received $23.5 million of cash.

In April 2012, we acquired World Courier for a purchase price of $518.0 million, net of a working capital adjustment. In November 2011, we acquired TheraCom for a purchase price of $257.2 million, net of a working capital adjustment. Additionally, in fiscal 2012, we finalized working capital adjustments relating to our September 2011 acquisitions of IntrinsiQ, LLC and Premier Source, totaling $0.5 million, net.

In May 2014, we issued our 2017 Notes and our 2024 Notes for total proceeds of $1.1 billion. These proceeds were used to finance the early retirement of the 2015 Notes, including the payment of premiums and other costs, totaling $531.5 million. Fiscal 2012 included $499.3 million of proceeds received related to the November 2011 issuance of our 2021 Notes and the repayments of $392.3 million of senior notes due September 15, 2012 and $55 million due under a terminated credit facility.

Net cash used in financing activities in fiscal 2014, 2013, and 2012, included the purchase of $753.9 million, $484.2 million, and $1,162.2 million, respectively, of our common stock in connection with our share repurchase programs.

During the fiscal years ended September 30, 2014 and 2013, we paid $211.4 million and $157.3 million, respectively, to purchase Capped Calls to hedge the potential dilution associated with the Warrants upon their exercise.

Our board of directors approved the following quarterly dividend increases:

| | Dividend Increases Per Share | | |
|---|---|---|---|
| **Date** | **New Rate** | **Old Rate** | **% Increase** |
| November 2011 | $ 0.130 | $ 0.115 | 13% |
| November 2012 | $ 0.210 | $ 0.130 | 62% |
| November 2013 | $ 0.235 | $ 0.210 | 12% |
| November 2014 | $ 0.290 | $ 0.235 | 23% |

We anticipate that we will continue to pay quarterly cash dividends in the future. However, the payment and amount of future dividends remain within the discretion of our board of directors and will depend upon our future earnings, financial condition, capital requirements and other factors.

*Market Risk*

We have market risk exposure to interest rate fluctuations relating to our debt. We manage interest rate risk by using a combination of fixed-rate and variable-rate debt. At September 30, 2014, we had no variable rate debt outstanding. The amount of variable-rate debt fluctuates during the year based on our working capital requirements. We periodically evaluate financial instruments to manage our exposure to fixed and variable interest rates. However, there are no assurances that such instruments will be available in the combinations we want and on terms acceptable to us. There were no such financial instruments in effect at September 30, 2014.

We also have market risk exposure to interest rate fluctuations relating to our cash and cash equivalents. We had $1.8 billion in cash and cash equivalents at September 30, 2014. The unfavorable impact of a hypothetical decrease in interest rates on cash and cash equivalents would be partially offset by the favorable impact of such a decrease on variable-rate debt. For every $100 million of cash invested that is in excess of variable-rate debt, a 10 basis point decrease in interest rates would increase our annual net interest expense by $0.1 million.

We are exposed to foreign currency and exchange rate risk from our non-U.S. operations. Our largest exposure to foreign exchange rates exists primarily with the Canadian Dollar, the Euro, the U.K. Pound Sterling, and the Brazilian Real. We may utilize foreign currency denominated forward contracts to hedge against changes in foreign exchange rates. We may use derivative instruments to hedge our foreign currency exposure, but not for speculative or trading purposes. As of September 30, 2014, we had one foreign currency denominated contract outstanding that hedges the foreign currency exchange risk of the C$50.0 million note that we received in conjunction with the sale of ABCC in May 2013.

Changes in the price and volatility of our common stock may have a significant impact on the fair value of the Warrants issued to Walgreens and Alliance Boots (see Note 7). As of September 30, 2014, a one dollar change in our common stock, holding other assumptions constant, would increase or decrease the fair value of the Warrants by approximately $42 million and a one percent change in volatility, holding other assumptions constant, would increase or decrease the fair value of the Warrants by approximately $7 million.

38

Table of Contents

*Cautionary Note Regarding Forward-Looking Statements*

Certain of the statements contained in this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") and elsewhere in this report are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Words such as "expect," "likely," "outlook," "forecast," "would," "could," "should," "can," "will," "project," "intend," "plan," "continue," "sustain," "synergy," "on track," "believe," "seek," "estimate," "anticipate," "may," "possible," "assume," variations of such words, and similar expressions are intended to identify such forward-looking statements. These statements are based on management's current expectations and are subject to uncertainty and change in circumstances. These statements are not guarantees of future performance and are based on assumptions that could prove incorrect or could cause actual results to vary materially from those indicated. Among the factors that could cause actual results to differ materially from those projected, anticipated, or implied are the following: changes in pharmaceutical market growth rates; price inflation in branded and generic pharmaceuticals and price deflation in generics; declining economic conditions, increased costs of maintaining, or reductions in AmerisourceBergen's ability to maintain, adequate liquidity and financing sources, and interest rate and foreign currency exchange rate fluctuations; the disruption of AmerisourceBergen's cash flow and ability to return value to its stockholders in accordance with its past practices, disruption of or changes in vendor, payer and customer relationships and terms, and the reduction of AmerisourceBergen's operational, strategic or financial flexibility; volatility and disruption of the capital and credit markets; economic, business, competitive and/or regulatory developments in countries where AmerisourceBergen does business and/or operates outside of the United States; supplier bankruptcies, insolvencies or other credit failures; customer bankruptcies, insolvencies or other credit failures; the loss of one or more key customer or supplier relationships resulting in changes to the customer or supplier mix; the retention of key customer or supplier relationships under less favorable economics or the adverse resolution of any contract or other dispute with customers or suppliers; risks associated with the strategic, long-term relationship among Walgreen Co., Alliance Boots GmbH, and AmerisourceBergen, including the occurrence of any event, change or other circumstance that could give rise to the termination, cross-termination or modification of any of the transaction documents among the parties (including, among others, the distribution agreement or the generics agreement), an impact on AmerisourceBergen's earnings per share resulting from the issuance of the warrants to subsidiaries of Walgreen Co. and Alliance Boots GmbH (the "Warrants"), an inability to realize anticipated benefits (including benefits resulting from participation in the Walgreens Boots Alliance Development GmbH joint venture), AmerisourceBergen's inability to implement its hedging strategy to mitigate the potentially dilutive effect of the issuance of its common stock under its special share repurchase program due to its financial performance, the current and future share price of its common stock, its expected cash flows, competing priorities for capital, and overall market conditions; increasing governmental regulations regarding the pharmaceutical supply channel; federal and state government enforcement initiatives to detect and prevent suspicious orders of controlled substances and the diversion of controlled substances, federal and state prosecution of alleged violations of related laws and regulations, and any related litigation, including shareholder derivative lawsuits or other disputes relating to our distribution of controlled substances; changes in federal and state legislation or regulatory action affecting pharmaceutical product pricing or reimbursement policies, including under Medicaid and Medicare, and the effect of such changes on AmerisourceBergen's customers; frequent changes to laws and regulations in respect of healthcare fraud and abuse and the increased scrutiny of the federal government related thereto; ,qui tam litigation for alleged violations of fraud and abuse laws and regulations and/or any other laws and regulations governing the marketing, sale, purchase and/or dispensing of pharmaceutical products or services and any related litigation, including shareholder derivative lawsuits; the acquisition of businesses that do not perform as AmerisourceBergen expects or that are difficult for it to integrate or control or AmerisourceBergen's inability to successfully complete any other transaction that it may wish to pursue from time to time; risks associated with international business operations, including non-compliance with the U.S. Foreign Corrupt Practices Act, anti-bribery laws and economic sanctions and import laws and regulations; risks generally associated with the sophisticated information systems on which AmerisourceBergen relies, including significant breakdown or interruption of such systems; risks generally associated with data privacy regulation and the international transfer of personal data; changes in tax laws or legislative initiatives that could adversely affect AmerisourceBergen's tax positions and/or AmerisourceBergen's tax liabilities or adverse resolution of challenges to AmerisourceBergen's tax positions; natural disasters or other unexpected events that affect AmerisourceBergen's operations; and other economic, business, competitive, legal, tax, regulatory and/or operational factors affecting AmerisourceBergen's business generally. Certain additional factors that management believes could cause actual outcomes and results to differ materially from those described in forward-looking statements are set forth elsewhere in this MD&A, in Item 1A (Risk Factors), Item 1 (Business) and elsewhere in this report.

**ITEM 7A.** ***QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

The Company's most significant market risks are the effects of changing interest rates, foreign currency risk, and the changes in the price of the Company's common stock. See discussion on page 38 under the heading "Market Risk," which is incorporated by reference herein.

Table of Contents

**ITEM 8.** ***FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA***

Table of Contents

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders of AmerisourceBergen Corporation

We have audited the accompanying consolidated balance sheets of AmerisourceBergen Corporation and subsidiaries as of September 30, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended September 30, 2014. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of AmerisourceBergen Corporation and subsidiaries at September 30, 2014 and 2013, and the consolidated results of their operations and their cash flows for each of the three years in the period ended September 30, 2014, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), internal control over financial reporting of AmerisourceBergen Corporation and subsidiaries as of September 30, 2014, based on criteria established in Internal Control-Integrated Framework (1992 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated November 25, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
November 25, 2014

Table of Contents

**AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES**
**CONSOLIDATED BALANCE SHEETS**

| | September 30, 2014 | September 30, 2013 |
|---|---|---|
| | (In thousands, except share and per share data) | |
| **ASSETS** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 1,808,513 | $ 1,231,006 |
| Accounts receivable, less allowances for returns and doubtful accounts: | | |
| 2014 $998,383; 2013 $358,161 | 6,312,883 | 6,051,920 |
| Merchandise inventories | 8,593,852 | 6,981,494 |
| Prepaid expenses and other | 84,957 | 129,231 |
| Total current assets | 16,800,205 | 14,393,651 |
| Property and equipment, at cost: | | |
| Land | 37,538 | 37,538 |
| Buildings and improvements | 359,037 | 324,150 |
| Machinery, equipment and other | 1,295,854 | 1,109,731 |
| Total property and equipment | 1,692,429 | 1,471,419 |
| Less accumulated depreciation | (792,847) | (667,858) |
| Property and equipment, net | 899,582 | 803,561 |
| Goodwill and other intangible assets | 3,481,744 | 3,499,713 |
| Other assets | 350,652 | 221,713 |
| **TOTAL ASSETS** | $ 21,532,183 | $ 18,918,638 |
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | | |
| Current liabilities: | | |
| Accounts payable | $ 15,592,834 | $ 13,335,792 |
| Accrued expenses and other | 561,863 | 532,564 |
| Deferred income taxes | 1,095,463 | 1,002,279 |
| Total current liabilities | 17,250,160 | 14,870,635 |
| Long-term debt | 1,995,632 | 1,396,606 |
| Other liabilities | 329,492 | 331,652 |

| | | |
|---|---|---|
| Stockholders' equity: | | |
| Common stock, $0.01 par value authorized, issued and outstanding: 600,000,000 shares, 271,126,753 shares and 221,908,650 shares at September 30, 2014, respectively, and 600,000,000 shares, 267,789,992 shares and 229,994,216 shares at September 30, 2013, respectively | 2,711 | 2,678 |
| Additional paid-in capital | 2,749,185 | 2,360,992 |
| Retained earnings | 1,570,429 | 1,508,414 |
| Accumulated other comprehensive loss | (52,046) | (35,483) |
| Treasury stock, at cost: 2014 49,218,103 shares; 2013 37,795,776 shares | (2,313,380) | (1,516,856) |
| Total stockholders' equity | 1,956,899 | 2,319,745 |
| **TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY** | $ 21,532,183 | $ 18,918,638 |

See notes to consolidated financial statements.

Table of Contents

**AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF OPERATIONS**

| | Fiscal Year Ended September 30, | | |
|---|---|---|---|
| | 2014 | 2013 | 2012 |
| | (In thousands, except per share data) | | |
| Revenue | $ 119,569,127 | $ 87,959,167 | $ 78,080,806 |
| Cost of goods sold | 116,586,761 | 85,451,348 | 75,446,120 |
| Gross profit | 2,982,366 | 2,507,819 | 2,634,686 |
| Operating expenses: | | | |
| Distribution, selling and administrative | 1,587,261 | 1,333,712 | 1,152,556 |
| Depreciation | 159,328 | 135,047 | 112,828 |
| Amortization | 25,962 | 27,139 | 21,547 |
| Warrants | 422,739 | 90,055 | |
| Employee severance, litigation and other | 8,192 | 23,467 | 44,140 |
| Operating income | 778,884 | 898,399 | 1,303,615 |
| Other (income) loss | (4,360) | 44 | (5,827) |
| Interest expense, net | 76,862 | 73,897 | 92,569 |
| Loss on early retirement of debt | 32,954 | | |
| Income from continuing operations before income taxes | 673,428 | 824,458 | 1,216,873 |
| Income taxes | 389,398 | 331,023 | 455,512 |
| Income from continuing operations | 284,030 | 493,435 | 761,361 |
| Loss from discontinued operations, net of income tax expense of $0, $9,638, and $4,841 for fiscal 2014, 2013, and 2012, respectively | (7,546) | (59,728) | (42,375) |
| Net income | $ 276,484 | $ 433,707 | $ 718,986 |
| Earnings per share: | | | |
| Basic earnings per share: | | | |
| Continuing operations | $ 1.25 | $ 2.14 | $ 3.01 |
| Discontinued operations | (0.03) | (0.26) | (0.17) |
| Total | $ 1.22 | $ 1.88 | $ 2.84 |
| Diluted earnings per share: | | | |
| Continuing operations | $ 1.21 | $ 2.10 | $ 2.96 |

| | | | |
|---|---|---|---|
| Discontinued operations | (0.03) | (0.25) | (0.16) |
| Rounding | (0.01) | (0.01) | |
| Total | $ 1.17 | $ 1.84 | $ 2.80 |
| Weighted average common shares outstanding: | | | |
| Basic | 227,367 | 231,067 | 252,906 |
| Diluted | 235,405 | 235,345 | 256,903 |

See notes to consolidated financial statements.

Table of Contents

**AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

| | Fiscal Year Ended September 30, | | |
|---|---|---|---|
| | 2014 | 2013 | 2012 |
| | (in thousands) | | |
| Net income | $ 276,484 | $ 433,707 | $ 718,986 |
| Other comprehensive (loss) income: | | | |
| Net change in foreign currency translation adjustments | (18,544) | (14,181) | 15,838 |
| Benefit plan funded status adjustments net of tax of $1,361, $7,992, and $1,096, respectively | 2,400 | 11,216 | 1,538 |
| Other | (419) | 139 | 108 |
| Total other comprehensive (loss) income | (16,563) | (2,826) | 17,484 |
| Total comprehensive income | $ 259,921 | $ 430,881 | $ 736,470 |

See notes to consolidated financial statements.

Table of Contents

**AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

| | Common Stock | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Treasury Stock | Total |
|---|---|---|---|---|---|---|
| | (In thousands, except per share data) | | | | | |
| September 30, 2011 | $ 4,965 | $ 4,082,978 | $ 4,055,664 | $ (50,141) | $ (5,225,881) | $ 2,867,585 |
| Net income | | | 718,986 | | | 718,986 |
| Other comprehensive income | | | | 17,484 | | 17,484 |
| Cash dividends, $0.52 per share | | | (132,760) | | | (132,760) |
| Exercise of stock options | 45 | 89,476 | | | | 89,521 |
| Excess tax benefit from exercise of stock options | | 25,703 | | | | 25,703 |
| Share-based compensation expense | | 26,645 | | | | 26,645 |
| Common stock purchases for employee stock purchase plan | | (299) | | | | (299) |
| Treasury stock retirement | (2,388) | (1,972,030) | (3,371,467) | | 5,345,885 | |
| Purchases of common stock | | | | | (1,154,208) | (1,154,208) |
| Employee tax withholdings related to restricted share vesting | | | | | (3,815) | (3,815) |
| Other | 3 | (3) | | | | |
| September 30, 2012 | 2,625 | 2,252,470 | 1,270,423 | (32,657) | (1,038,019) | 2,454,842 |
| Net income | | | 433,707 | | | 433,707 |
| Other comprehensive loss | | | | (2,826) | | (2,826) |
| Cash dividends, $0.84 per share | | | (195,716) | | | (195,716) |
| Exercise of stock options | 50 | 114,441 | | | | 114,491 |
| Excess tax benefit from exercise of stock options | | 41,222 | | | | 41,222 |
| Share-based compensation expense | | 36,751 | | | | 36,751 |
| Settlement of accelerated stock repurchase agreement | | (10,312) | | | | (10,312) |
| Common stock purchases for employee stock purchase plan | | (260) | | | | (260) |
| Warrant expense | | 90,055 | | | | 90,055 |
| Purchases of capped call options | | (163,372) | | | | (163,372) |
| Purchases of common stock | | | | | (473,864) | (473,864) |
| Employee tax withholdings related to restricted share vesting | | | | | (4,973) | (4,973) |
| Other | 3 | (3) | | | | |
| September 30, 2013 | 2,678 | 2,360,992 | 1,508,414 | (35,483) | (1,516,856) | 2,319,745 |
| Net income | | | 276,484 | | | 276,484 |
| Other comprehensive loss | | | | (16,563) | | (16,563) |
| Cash dividends, $0.94 per share | | | (214,469) | | | (214,469) |
| Exercise of stock options | 30 | 81,535 | | | | 81,565 |
| Excess tax benefit from exercise of stock options | | 46,341 | | | | 46,341 |
| Share-based compensation expense | | 43,107 | | | | 43,107 |
| Common stock purchases for employee stock purchase plan | | (206) | | | | (206) |
| Warrant expense | | 422,739 | | | | 422,739 |
| Purchases of capped call options | | (205,320) | | | | (205,320) |
| Purchases of common stock | | | | | (789,927) | (789,927) |

| | | | | | | |
|---|---|---|---|---|---|---|
| Employee tax withholdings related to restricted share vesting | | | | | (6,597) | (6,597) |
| Other | 3 | (3) | | | | |
| September 30, 2014 | $ 2,711 | $ 2,749,185 | $ 1,570,429 | $ (52,046) | $ (2,313,380) | $ 1,956,899 |

See notes to consolidated financial statements.

Table of Contents

**AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

| | Fiscal Year Ended September 30, | | |
|---|---|---|---|
| | 2014 | 2013 | 2012 |
| | (In thousands) | | |
| **OPERATING ACTIVITIES** | | | |
| Net income | $ 276,484 | $ 433,707 | $ 718,986 |
| Loss from discontinued operations | 7,546 | 59,728 | 42,375 |
| Income from continuing operations | 284,030 | 493,435 | 761,361 |
| Adjustments to reconcile income from continuing operations to net cash provided by operating activities: | | | |
| Depreciation, including amounts charged to cost of goods sold | 162,089 | 138,690 | 113,765 |
| Amortization, including amounts charged to interest expense | 30,644 | 32,103 | 26,750 |
| Provision for doubtful accounts | 26,634 | 20,118 | 23,058 |
| Provision for deferred income taxes | 39,312 | 25,573 | 61,278 |
| Warrant expense | 422,739 | 90,055 | |
| Share-based compensation | 43,107 | 36,275 | 25,954 |
| Loss on early retirement of debt | 32,954 | | |
| Other | (6,539) | 3,727 | (9,184) |
| Changes in operating assets and liabilities, excluding the effects of acquisitions: | | | |
| Accounts receivable | (938,286) | (2,312,518) | 71,510 |
| Merchandise inventories | (956,506) | (1,486,572) | (116,174) |
| Prepaid expenses and other assets | 21,107 | (169,745) | 49,716 |
| Accounts payable, accrued expenses, and income taxes | 2,317,589 | 3,818,288 | 416,100 |
| Other liabilities | (8,175) | 12,559 | (7,177) |
| Net cash provided by operating activities-continuing operations | 1,470,699 | 701,988 | 1,416,957 |
| Net cash (used in) provided by operating activities-discontinued operations | (7,546) | 86,137 | (111,508) |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | 1,463,153 | 788,125 | 1,305,449 |
| **INVESTING ACTIVITIES** | | | |
| Capital expenditures | (264,457) | (202,450) | (133,292) |
| Cost of acquired companies, net of cash acquired | (9,103) | | (775,670) |
| Cost of equity investments | (117,794) | | |
| Proceeds from sales of businesses | | 329,980 | |
| Other | 7,199 | 1,402 | 23 |
| Net cash (used in) provided by investing activities-continuing operations | (384,155) | 128,932 | (908,939) |
| Net cash used in investing activities-discontinued operations | | (11,672) | (39,010) |
| NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES | (384,155) | 117,260 | (947,949) |
| **FINANCING ACTIVITIES** | | | |
| Long-term debt borrowings | 1,097,927 | | 499,290 |
| Long-term debt repayments | (531,525) | | (447,326) |
| Borrowings under revolving and securitization credit facilities | 17,584,500 | 2,330,000 | 60,500 |
| Repayments under revolving and securitization credit facilities | (17,584,500) | (2,330,000) | (60,500) |
| Purchases of common stock | (753,926) | (484,176) | (1,162,246) |
| Exercises of stock options, including excess tax benefits of $46,341, $41,222, and $25,703, in fiscal 2014, 2013, and 2012, respectively | 127,906 | 155,713 | 115,224 |

| | | | |
|---|---|---|---|
| Cash dividends on common stock | (214,469) | (195,716) | (132,760) |
| Purchases of capped call options | (211,397) | (157,295) | |
| Debt issuance costs and other | (16,007) | (8,975) | (10,658) |
| Net cash used in financing activities-continuing operations | (501,491) | (690,449) | (1,138,476) |
| Net cash (used in) provided by financing activities-discontinued operations | | (50,538) | 21,594 |
| NET CASH USED IN FINANCING ACTIVITIES | (501,491) | (740,987) | (1,116,882) |
| INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 577,507 | 164,398 | (759,382) |
| Cash and cash equivalents at beginning of year | 1,231,006 | 1,066,608 | 1,825,990 |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | $ 1,808,513 | $ 1,231,006 | $ 1,066,608 |

See notes to consolidated financial statements.

Table of Contents

**AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**September 30, 2014**

**Note 1. Summary of Significant Accounting Policies**

AmerisourceBergen Corporation (the "Company") is one of the largest global pharmaceutical sourcing and distribution services companies, helping both healthcare providers and pharmaceutical and biotech manufacturers improve patient access to products and enhance patient care. The Company delivers innovative programs and services designed to increase the effectiveness and efficiency of the pharmaceutical supply chain.

***Basis of Presentation***

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries as of the dates and for the fiscal years indicated. All intercompany accounts and transactions have been eliminated in consolidation.

The preparation of financial statements in conformity with U.S. generally accounting principles requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual amounts could differ from these estimated amounts due to uncertainties inherent in such estimates. Management periodically evaluates estimates used in the preparation of the financial statements for continued reasonableness.

Effective October 1, 2013, the Company transitioned the financial reporting of its Canadian business from the Pharmaceutical Distribution reportable segment to Other. As a result, reclassifications have been made to prior year amounts in order to conform to the current year presentation.

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09"). ASU 2014-09 supersedes the revenue recognition requirements in Accounting Standards Codification 605 Revenue Recognition, and most industry-specific guidance throughout the Codification. ASU 2014-09 outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The standard's core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 should be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying ASU 2014-09 recognized at the date of initial application. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within those reporting periods. Early adoption is not permitted. The Company is currently evaluating the impact of adopting this new accounting guidance.

As of September 30, 2014, there are no other recently issued accounting standards that will have a material impact on the Company's financial position or results of operation upon their adoption.

***Business Combinations***

The purchase price of an acquired company, including the fair value of contingent consideration, is allocated between tangible and intangible assets acquired and liabilities assumed from the acquired business based on their estimated fair values, with the residual of the purchase price recorded as goodwill. The results of operations of the acquired businesses are included in the Company's operating results from the dates of acquisition.

***Cash Equivalents***

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The carrying value of cash equivalents approximates fair value.

***Concentrations of Credit Risk and Allowance for Doubtful Accounts***

The Company sells its merchandise inventories to a large number of customers in the healthcare industry that include institutional and retail healthcare providers. Institutional healthcare providers include acute care hospitals, health systems, mail order pharmacies, long-term care and other alternate care pharmacies and providers of pharmacy services to such facilities, and physician offices. Retail healthcare providers

include national and regional retail drugstore chains, independent community pharmacies and pharmacy departments of supermarkets and mass merchandisers. The financial

Table of Contents

condition of the Company's customers can be affected by changes in government reimbursement policies as well as by other economic pressures in the healthcare industry.

The Company's trade accounts receivable are exposed to credit risk, but the risk is moderated because the Company's customer base is diverse and geographically widespread primarily within the U.S. The Company generally does not require collateral for trade receivables. In determining the appropriate allowance for doubtful accounts, the Company considers a combination of factors, such as the aging of trade receivables, industry trends, its customers' financial strength, credit standing, and payment and default history. Changes in these factors, among others, may lead to adjustments in the Company's allowance for doubtful accounts. The calculation of the required allowance requires judgment by Company management as to the impact of those and other factors on the ultimate realization of its trade receivables. Each of the Company's business units performs ongoing credit evaluations of its customers' financial condition and maintains reserves for probable bad debt losses based on historical experience and for specific credit problems when they arise. There were no significant changes to this process during the fiscal years ended September 30, 2014, 2013, and 2012 and bad debt expense was computed in a consistent manner during these periods. The bad debt expense for any period presented is equal to the changes in the period end allowance for doubtful accounts, net of write-offs, recoveries and other adjustments. Schedule II of this Form 10-K sets forth a rollforward of the allowance for doubtful accounts. The Company's largest customer in fiscal 2014, Walgreen Co. ("Walgreens") accounted for 28% of revenue and represented approximately 42% of accounts receivable, net as of September 30, 2014. Express Scripts, Inc. ("Express Scripts"), the Company's second largest customer in fiscal 2014, accounted for 18% of revenue and represented approximately 13% of accounts receivable, net as of September 30, 2014.

The Company maintains cash and cash equivalents with several financial institutions. Deposits held with banks may exceed the amount of insurance provided on such deposits. These deposits may be redeemed upon demand, and are maintained with financial institutions with reputable credit, and, therefore, bear minimal credit risk. The Company seeks to mitigate such risks by monitoring the risk profiles of these counterparties. The Company also seeks to mitigate risk by monitoring the investment strategy of money market accounts that it is invested in, which are classified as cash equivalents.

***Contingencies***

*Loss Contingencies:* In the ordinary course of its business, the Company becomes involved in lawsuits, administrative proceedings, government subpoenas, and government investigations, including antitrust, commercial, environmental, product liability, intellectual property, regulatory, employment discrimination, and other matters. Significant damages or penalties may be sought from the Company in some matters, and some matters may require years for the Company to resolve. The Company records a liability when it is probable that a loss has been incurred and the amount is reasonably estimable. The Company also performs an assessment of the materiality of loss contingencies where a loss is either not probable or it is reasonably possible that a loss could be incurred in excess of amounts accrued. If a loss or an additional loss has at least a reasonable possibility of occurring and the impact on the financial statements would be material, the Company provides disclosure of the loss contingency in the footnotes to its financial statements. The Company reviews all contingencies at least quarterly to determine whether the likelihood of loss has changed and to assess whether a reasonable estimate of the loss or the range of the loss can be made (see Note 12).

*Gain Contingencies:* The Company records gain contingencies when they are realized. Gains from antitrust litigation settlements are realized upon the receipt of cash and recorded as a reduction to cost of goods sold because they represent a recovery of amounts historically paid to manufacturers to originally acquire the pharmaceuticals that were the subject of the antitrust litigation settlements (see Note 13).

***Derivative Financial Instruments***

The Company records all derivative financial instruments on the balance sheet at fair value and complies with established criteria for designation and effectiveness of hedging relationships. The Company's policy prohibits it from entering into derivative financial instruments for speculative or trading purposes.

As of September 30, 2014 and 2013, the Company had one foreign currency denominated contract outstanding that hedges the foreign currency exchange risk of the C$50.0 million note that the Company received in conjunction with the sale of AmerisourceBergen Canada Corporation (see Note 3).

***Equity Investments***

The Company uses the equity method of accounting for its investments in entities in which it has significant influence; generally, this represents an ownership interest of between 20% and 50% (see Note 2). The Company's investments in marketable equity securities in which the Company does not have significant influence are classified as "available for sale"

Table of Contents

and are carried at fair value within the Other Assets line item on the consolidated balance sheet, with unrealized gains and losses excluded from earnings and reported in the accumulated other comprehensive loss component of stockholders' equity. Unrealized losses that are determined to be other-than-temporary impairment losses are recorded as a component of earnings in the period in which that determination is made.

***Foreign Currency***

The functional currency of the Company's foreign operations is generally the applicable local currency. Assets and liabilities are translated into U.S. dollars using the current exchange rates in effect at the balance sheet date, while revenues and expenses are translated at the weighted average exchange rates for the period. The resulting translation adjustments are recorded as a component of accumulated other comprehensive loss within stockholders' equity.

***Goodwill and Other Intangible Assets***

Goodwill and other intangible assets with indefinite lives, primarily trademarks and trade names, are not amortized; rather, they are tested for impairment at least annually. For the purpose of these impairment tests, the Company can elect to perform a qualitative analysis to determine if it is more likely than not that the fair values of its reporting units and indefinite lived intangible assets are less than the respective carrying values of those reporting units and indefinite lived intangible assets. The Company elected to bypass performing the qualitative screen and went directly to performing the first step quantitative analysis of the goodwill and indefinite lived intangible asset impairment tests in the current year. The Company may elect to perform the qualitative analysis in future periods.

The first step in the quantitative process for the goodwill impairment test is to compare the carrying amount of the reporting unit's net assets to the fair value of the reporting unit. If the fair value exceeds the carrying value, no further evaluation is required and no impairment loss is recognized. If the carrying amount exceeds the fair value, then the second step must be completed, which involves allocating the fair value of the reporting unit to each asset and liability, with the excess being implied goodwill. An impairment loss occurs if the amount of the recorded goodwill exceeds the implied goodwill. The Company would be required to record any such impairment losses.

The Company identifies its reporting units at the operating segment level. Generally, goodwill arises from acquisitions of specific operating companies and is assigned to the reporting unit in which a particular operating company resides.

The Company utilizes a combination of income and market-based approaches to value its reporting units. The income approach to valuation relies on a discounted cash flow analysis to determine the fair value of each reporting unit, which considers forecasted cash flows discounted at an appropriate discount rate. The Company believes that market participants would use a discounted cash flow analysis to determine the fair value of its reporting units in a sale transaction. The annual goodwill impairment test requires the Company to make a number of assumptions and estimates concerning future levels of revenue growth, operating margins, depreciation, amortization and working capital requirements, which are based upon the Company's long-range plan. The discount rate is an estimate of the overall after-tax rate of return required by a market participant whose weighted average cost of capital includes both equity and debt, including a risk premium. While the Company uses the best available information to prepare its cash flow and discount rate assumptions, actual future cash flows or market conditions could differ significantly resulting in future impairment charges related to recorded goodwill balances. While there are always changes in assumptions to reflect changing business and market conditions, the Company's overall methodology and the population of assumptions used have remained unchanged.

The impairment test for indefinite-lived intangibles other than goodwill (primarily trademarks and trade names) consists of a comparison of the fair value of the indefinite-lived intangible asset to the carrying value of the asset as of the impairment testing date. The Company estimates the fair value of its indefinite-lived intangibles using the relief from royalty method. The Company believes the relief from royalty method is a widely used valuation technique for such assets. The fair value derived from the relief from royalty method is measured as the discounted cash flow savings realized from owning such trademarks and trade names and not having to pay a royalty for their use.

The Company completed its required annual impairment tests relating to goodwill and other intangible assets in the fiscal years ended September 30, 2014, 2013, and 2012, and, as a result, determined that there were no impairments.

***Income Taxes***

The Company accounts for income taxes using a method that requires recognition of deferred tax assets and liabilities for expected future tax consequences of temporary differences that currently exist between tax bases and financial reporting bases of the Company's assets and liabilities (commonly known as the asset and liability method). In assessing

Table of Contents

the ability to realize deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained upon examination by the taxing authorities, including resolutions of any related appeals or litigation processes, based on the technical merits of the position. Tax benefits associated with uncertain tax positions that have met the recognition criteria are measured and recorded based on the highest probable outcome that is more than 50% likely to be realized after full disclosure and resolution of a tax examination.

***Manufacturer Incentives***

The Company accounts for fees and other incentives received from its suppliers, relating to the purchase or distribution of inventory, as a reduction to cost of goods sold. The Company considers these fees and other incentives to represent product discounts, and as a result, they are capitalized as product costs and relieved through cost of goods sold upon the sale of the related inventory.

***Merchandise Inventories***

Inventories are stated at the lower of cost or market. Cost for approximately 84% and 83% of the Company's inventories at September 30, 2014 and 2013, respectively, has been determined using the last-in, first-out (LIFO) method. If the Company had used the first-in, first-out (FIFO) method of inventory valuation, which approximates current replacement cost, inventories would have been approximately $881.8 million and $533.7 million higher than the amounts reported at September 30, 2014 and 2013, respectively. The Company recorded LIFO expense of $348.1 million, $277.0 million, and $0.7 million in fiscal 2014, 2013, and 2012, respectively. The annual LIFO provision is affected by changes in inventory quantities, product mix, and manufacturing pricing practices, which may be impacted by market and other external influences, many of which are difficult to predict. Changes to any of the above factors can have a material impact to the Company's annual LIFO provision.

***Property and Equipment***

Property and equipment are stated at cost and depreciated using the straight-line method over the estimated useful lives of the assets, which range from 3 to 40 years for buildings and improvements and from 3 to 10 years for machinery, equipment and other. The costs of repairs and maintenance are charged to expense as incurred.

The Company capitalizes project costs relating to computer software developed or obtained for internal use when the activities related to the project reach the application development stage. Costs that are associated with preliminary stage activities, training, maintenance, and all other post-implementation stage activities are expensed as they are incurred. Software development costs are depreciated using the straight-line method over the estimated useful lives, which range from 3 to 10 years.

***Revenue Recognition***

The Company recognizes revenue when persuasive evidence of an arrangement exists, product has been delivered or services have been rendered, the price is fixed or determinable and collectability is reasonably assured. Revenue as reflected in the accompanying consolidated statements of operations is net of estimated sales returns and allowances.

The Company's customer sales return policy generally allows customers to return products only if the products can be resold at full value or returned to suppliers for full credit. The Company records an accrual for estimated customer sales returns at the time of sale to the customer. At September 30, 2014 and 2013, the Company's accrual for estimated customer sales returns was $932.6 million and $275.8 million, respectively.

The Company reports the gross dollar amount of bulk deliveries to customer warehouses in revenue and the related costs in cost of goods sold. Bulk delivery transactions are arranged by the Company at the express direction of the customer, and involve either drop shipments from the supplier directly to customers' warehouse sites or cross-dock shipments from the supplier to the Company for immediate shipment to the customers' warehouse sites. The Company is a principal to these transactions because it is the primary obligor and has the ultimate and contractual responsibility for fulfillment and acceptability of the products purchased, and bears full risk of delivery and loss for products, whether the products are drop-shipped or shipped via cross-dock. The Company also bears full credit risk associated with the creditworthiness of any bulk delivery customer. As a result, the Company records bulk deliveries to customer warehouses as gross revenues. Gross profit earned by the Company on bulk deliveries was not material in any year presented.

Table of Contents

***Share-Based Compensation***

The Company accounts for the compensation cost of all share-based payments at fair value and reports the related expense within distribution, selling and administrative expenses to correspond with the same line item as the cash compensation paid to employees. The benefits of tax deductions in excess of recognized compensation expense are reported as a financing cash flow ($46.3 million, $41.2 million, and $25.7 million for the fiscal years ended September 30, 2014, 2013, and 2012, respectively). The fair value of performance stock units is determined by the grant date market price of the Company's Common Stock and the compensation expense associated with nonvested performance stock units is dependent on the Company's periodic assessment of the probability of the targets being achieved and its estimate of the number of shares that will ultimately be issued.

***Shipping and Handling Costs***

Shipping and handling costs include all costs to warehouse, pick, pack and deliver inventory to customers. These costs, which were $348.3 million, $267.3 million and $259.1 million for the fiscal years ended September 30, 2014, 2013, and 2012, respectively, are included in distribution, selling and administrative expenses.

***Supplier Reserves***

The Company establishes reserves against amounts due from its suppliers relating to various price and rebate incentives, including deductions or billings taken against payments otherwise due them from the Company. These reserve estimates are established based on the judgment of Company management after carefully considering the status of current outstanding claims, historical experience with the suppliers, the specific incentive programs and any other pertinent information available to the Company. The Company evaluates the amounts due from its suppliers on a continual basis and adjusts the reserve estimates when appropriate based on changes in factual circumstances. The ultimate outcome of any outstanding claim may be different than the Company's estimate.

***Warrants***

The Company accounts for the warrants issued to subsidiaries of Walgreens and Alliance Boots GmbH ("Alliance Boots") (collectively, the "Warrants") in accordance with the guidance for equity-based payments to non-employees. The various agreements and arrangements with Walgreens and Alliance Boots established various performance commitments that they must satisfy during the vesting periods of the Warrants, and if not fulfilled, the Company has the right to cancel the Warrants. Using a binomial lattice model approach, the fair value of the Warrants was initially measured at the date of issuance, and is being expensed over the three and four year vesting periods as an operating expense. The fair value of the Warrants are re-measured at the end of each quarterly reporting period, and an adjustment is recorded in the statement of operations to record the impact as if the newly measured fair value of the awards had been used in recognizing expense starting when the awards were originally issued and through the remeasurement date. In total, the Warrants were valued at $1,139.8 million as of September 30, 2014. The valuation of the Warrants considers the Company's Common Stock price and various assumptions, such as the volatility of the Company's Common Stock, the expected remaining life of the Warrants, the expected dividend yield, and the risk-free interest rate. As a result, future Warrant expense could fluctuate significantly (see Note 7).

**Note 2. Investments**

In June 2014, the Company completed the acquisition of a minority ownership interest in Profarma Distribuidora de Produtos Farmacêuticos S.A. ("Profarma"), a leading pharmaceutical wholesaler in Brazil. In addition, the Company and Profarma launched a joint venture to provide enhanced specialty distribution and services to the Brazilian marketplace. The Company invested a total of $117.8 million to acquire both a minority ownership interest in Profarma of approximately 19.9% and a 50% ownership interest in the specialty joint venture.

The Company accounts for its interest in both Profarma and the specialty joint venture as equity method investments, which are reported in the Other Assets line item on the consolidated balance sheet at September 30, 2014.

**Note 3. Discontinued Operations**

In May 2013, the Company completed the divestiture of its packaging and clinical trials services business, AndersonBrecon ("AB"), and AmerisourceBergen Canada Corporation ("ABCC"). The Company has classified AB and ABCC's operating results, net of tax, as discontinued operations in the accompanying consolidated statements of operations for all periods presented. Prior to being classified within discontinued operations, AB was included in Other

Table of Contents

and ABCC was included in Pharmaceutical Distribution for segment reporting. AB and ABCC's revenue and loss before income taxes were as follows:

| | Fiscal Year Ended September 30, | | |
|---|---|---|---|
| **(in thousands)** | **2014** | **2013** | **2012** |
| Revenue | $ | $ 1,181,231 | $ 1,639,684 |
| Loss before income taxes | $ (7,546) | $ (50,090) | $ (37,534) |

The loss before income taxes in the fiscal year ended September 30, 2014 includes the impact of a final purchase price working capital adjustment related to the divestiture of ABCC. The loss before income taxes in the fiscal year ended September 30, 2013 includes an ABCC goodwill impairment charge of $26.9 million and a $143.7 million loss on the sale of ABCC. The loss is net of a $114.1 million gain on the sale of AB.

The gain on the sale of AB and the loss on the sale of ABCC include the reclassification of $9.3 million of cumulative foreign currency translation losses previously included within accumulated other comprehensive income. The tax gain on the sale of AB was more than offset by the tax loss on the sale of ABCC. There was no impact on income tax expense, as a valuation allowance on the excess capital tax loss was recorded.

The Company sold AB for $306.5 million, net of a final purchase price working capital adjustment, and sold ABCC for $67.9 million, including a C$50.0 million note due from the buyer, with interest accruing at 3% annually, and scheduled monthly payments to be made over a seven-year term that commenced in June 2013. The Company entered into a foreign currency denominated contract to hedge the foreign currency exchange risk associated with the Canadian Note.

**Note 4. Income Taxes**

The following illustrates domestic and foreign income from continuing operations before income taxes (in thousands):

| | Fiscal year ended September 30, | | |
|---|---|---|---|
| | **2014** | **2013** | **2012** |
| Domestic | $ 591,909 | $ 793,137 | $ 1,193,047 |
| Foreign | 81,519 | 31,321 | 23,826 |
| Total | $ 673,428 | $ 824,458 | $ 1,216,873 |

The income tax provision is as follows (in thousands):

| | Fiscal Year Ended September 30, | | |
|---|---|---|---|
| | **2014** | **2013** | **2012** |
| Current provision: | | | |
| Federal | $ 297,052 | $ 259,457 | $ 356,843 |
| State and local | 37,301 | 37,602 | 32,438 |
| Foreign | 15,733 | 8,391 | 4,953 |
| | 350,086 | 305,450 | 394,234 |
| Deferred provision: | | | |
| Federal | 16,576 | 29,189 | 47,348 |
| State and local | 22,842 | (3,375) | 11,959 |
| Foreign | (106) | (241) | 1,971 |

| | | | |
|---|---|---|---|
| | 39,312 | 25,573 | 61,278 |
| Provision for income taxes | $ 389,398 | $ 331,023 | $ 455,512 |

Table of Contents

A reconciliation of the statutory U.S. federal income tax rate to the effective income tax rate is as follows:

| | Fiscal Year Ended September 30, | | |
|---|---|---|---|
| | 2014 | 2013 | 2012 |
| Statutory U.S. federal income tax rate | 35.0% | 35.0% | 35.0% |
| State and local income tax rate, net of federal tax benefit | 5.8 | 3.0 | 2.3 |
| Foreign | (1.9) | (0.3) | (0.1) |
| Warrants | 18.4 | 2.3 | |
| Other | 0.5 | 0.2 | 0.2 |
| Effective income tax rate | 57.8% | 40.2% | 37.4% |

In March 2013, the Company issued Warrants in connection with various agreements and arrangements with Walgreens and Alliance Boots. See Note 7 for further details. As of the date of issuance, the Warrants were valued at $242.4 million, which approximates the amount that will be deductible for tax purposes. The fair value of the Warrants as of September 30, 2014 was $1,139.8 million. The excess of the fair value as of September 30, 2014 over the initial value of $242.4 million is not tax deductible. As a result, the Company's effective income tax rate in the fiscal years ended September 30, 2014 and 2013 is higher than its historic rate. This increase in the income tax rate is reflected in Warrants in the above effective income tax rate reconciliation.

Deferred income taxes reflect the future tax consequences of differences between the tax bases of assets and liabilities and their financial reporting amounts. Significant components of the Company's deferred tax liabilities (assets) are as follows (in thousands):

| | September 30, | |
|---|---|---|
| | 2014 | 2013 |
| Merchandise inventories | $ 1,146,695 | $ 1,016,522 |
| Property and equipment | 111,525 | 128,289 |
| Goodwill and other intangible assets | 273,147 | 260,357 |
| Other | 988 | 1,322 |
| Gross deferred tax liabilities | 1,532,355 | 1,406,490 |
| Net operating loss and tax credit carryforwards | (59,404) | (61,726) |
| Capital loss carryforwards | (61,886) | (297,806) |
| Allowance for doubtful accounts | (33,915) | (30,073) |
| Accrued expenses | (23,857) | (16,731) |
| Employee and retiree benefits | (6,534) | (4,884) |
| Stock options | (35,845) | (29,356) |
| Warrants | (25,426) | (8,897) |
| Other | (54,213) | (57,640) |
| Gross deferred tax assets | (301,080) | (507,113) |
| Valuation allowance for deferred tax assets | 105,393 | 327,546 |
| Deferred tax assets, net of valuation allowance | (195,687) | (179,567) |
| Net deferred tax liabilities | $ 1,336,668 | $ 1,226,923 |

The following tax carryforward information is presented as of September 30, 2014. The Company had $7.6 million of potential tax benefits from federal net operating loss carryforwards expiring in 4 to 17 years, $69.7 million of potential tax benefits from state net operating loss carryforwards expiring in 1 to 20 years and $6.4 million of potential tax benefits from foreign net operating loss carryforwards, which have varying expiration dates. Included in the state net operating loss carryforwards is $13.2 million of potential tax benefits that if realized would be an increase to additional paid-in-capital. The Company had $61.9 million of potential tax benefits from capital loss carryforwards expiring in 2 to 4 years. The Company had $5.8 million of foreign tax credit carryforwards expiring in 4 to 10 years. The Company had $1.4 million of state tax credit carryforwards and $2.4 million in alternative minimum tax credit carryforwards.

In fiscal 2014, the Company decreased the valuation allowance on deferred tax assets by $222.2 million primarily due to the expiration of capital loss carryforwards. In fiscal 2013, the Company increased the valuation allowance on deferred tax assets by $73.4 million primarily due to the addition of capital loss carryforwards resulting from the sale of ABCC.

Table of Contents

In fiscal 2014, 2013, and 2012, tax benefits of $46.3 million, $41.2 million, and $25.7 million, respectively, related to the exercise of employee stock options and lapse of restricted shares, were recorded as additional paid-in capital.

Income tax payments, net of refunds, were $197.0 million, $313.7 million and $302.1 million in the fiscal years ended September 30, 2014, 2013 and 2012, respectively.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or foreign income tax examinations by tax authorities for years before 2010.

As of September 30, 2014 and 2013, the Company had unrecognized tax benefits, defined as the aggregate tax effect of differences between tax return positions and the benefits recognized in the Company's financial statements, of $50.6 million and $55.4 million, respectively, ($35.8 million and $39.1 million, net of federal benefit, respectively). If recognized, these tax benefits would reduce income tax expense and the effective tax rate. As of September 30, 2014 and 2013, included in these amounts are $7.7 million and $9.1 million of interest and penalties, respectively, which the Company records in income tax expense.

A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest and penalties, in fiscal 2014, 2013, and 2012 is as follows (in thousands):

| | | |
|---|---|---|
| Balance at September 30, 2011 | $ | 35,803 |
| Additions of tax positions of the current year | | 6,094 |
| Additions of tax positions of the prior years | | 1,045 |
| Additions of tax positions due to acquisitions | | 2,748 |
| Reductions of tax positions of the prior years | | (5,177) |
| Settlements with taxing authorities | | (2,286) |
| Expiration of statutes of limitations | | (1,237) |
| Balance at September 30, 2012 | | 36,990 |
| Additions of tax positions of the current year | | 5,272 |
| Additions of tax positions of the prior years | | 2,825 |
| Additions of tax positions due to acquisitions | | 2,500 |
| Settlements with taxing authorities | | (519) |
| Expiration of statutes of limitations | | (801) |
| Balance at September 30, 2013 | | 46,267 |
| Additions of tax positions of the current year | | 6,127 |
| Additions of tax positions of the prior years | | 1,249 |
| Reductions of tax positions of the prior years | | (4,167) |
| Settlements with taxing authorities | | (4,788) |
| Expiration of statutes of limitations | | (1,780) |
| Balance at September 30, 2014 | $ | 42,908 |

During the next 12 months, it is reasonably possible that state tax audit resolutions and the expiration of statutes of limitations could result in a reduction of unrecognized tax benefits by approximately $6.9 million.

Cumulative undistributed earnings of international subsidiaries were $217.0 million at September 30, 2014. No deferred Federal income taxes were provided for the undistributed earnings as they are permanently reinvested in the Company's international operations. It is not practicable to estimate the amount of U.S. tax that would result upon the eventual repatriation of such earnings.

54

Table of Contents

**Note 5. Goodwill and Other Intangible Assets**

Following is a summary of the changes in the carrying value of goodwill for the fiscal years ended September 30, 2014 and 2013 (in thousands):

| | Pharmaceutical Distribution | Other | Total |
|---|---|---|---|
| Goodwill at September 30, 2012 | $ 2,400,926 | $ 542,058 | $ 2,942,984 |
| Goodwill recognized in connection with acquisitions | | 3,000 | 3,000 |
| Foreign currency translation | | (1,014) | (1,014) |
| Goodwill at September 30, 2013 | 2,400,926 | 544,044 | 2,944,970 |
| Goodwill recognized in connection with acquisitions | | 5,665 | 5,665 |
| Foreign currency translation | | (2,133) | (2,133) |
| Goodwill at September 30, 2014 | $ 2,400,926 | $ 547,576 | $ 2,948,502 |

Following is a summary of other intangible assets (in thousands):

| | September 30, 2014 | | | September 30, 2013 | | |
|---|---|---|---|---|---|---|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Indefinite-lived intangibles trade names | $ 343,707 | $ | $ 343,707 | $ 343,892 | $ | $ 343,892 |
| Finite-lived intangibles: | | | | | | |
| Customer relationships | 268,208 | (98,412) | 169,796 | 265,810 | (80,767) | 185,043 |
| Other | 71,114 | (51,375) | 19,739 | 69,350 | (43,542) | 25,808 |
| Total other intangible assets | $ 683,029 | $ (149,787) | $ 533,242 | $ 679,052 | $ (124,309) | $ 554,743 |

Amortization expense for other intangible assets was $26.0 million, $27.1 million, and $21.5 million in the fiscal years ended September 30, 2014, 2013, and 2012, respectively. Amortization expense for other intangible assets is estimated to be $22.4 million in fiscal 2015, $21.6 million in fiscal 2016, $17.8 million in fiscal 2017, $15.4 million in fiscal 2018, $14.8 million in 2019 and $97.5 million thereafter.

**Note 6. Debt**

Debt consisted of the following:

| | September 30, | |
|---|---|---|
| | 2014 | 2013 |
| | (Dollars in thousands) | |
| Multi-currency revolving credit facility due 2019 | $ | $ |
| Receivables securitization facility due 2016 | | |
| Revolving credit note | | |
| $500,000, 5.875% senior notes due 2015 | | 499,377 |

| | | |
|---|---|---|
| $600,000, 1.15% senior notes due 2017 | 599,379 | |
| $400,000, 4.875% senior notes due 2019 | 398,122 | 397,803 |
| $500,000, 3.50% senior notes due 2021 | 499,497 | 499,426 |
| $500,000, 3.40% senior notes due 2024 | 498,634 | |
| Total debt | $ 1,995,632 | $ 1,396,606 |

***Multi-Currency Revolving Credit Facility***

The Company has a $1.4 billion multi-currency senior unsecured credit facility, which expires in August 2019 (the "Multi-Currency Revolving Credit Facility"), with a syndicate of lenders. Interest on borrowings under the Multi-Currency Revolving Credit Facility accrues at specified rates based on the Company's debt rating and ranges from 69 basis points to

Table of Contents

110 basis points over LIBOR/EURIBOR/Bankers Acceptance Stamping Fee, as applicable (90 basis points over LIBOR/EURIBOR/Bankers Acceptance Stamping Fee at September 30, 2014). Additionally, interest on borrowings denominated in Canadian dollars may accrue at the greater of the Canadian prime rate or the CDOR rate. The Company pays facility fees to maintain the availability under the Multi-Currency Revolving Credit Facility at specified rates based on its debt rating, ranging from 6 basis points to 15 basis points, annually, of the total commitment (10 basis points at September 30, 2014). The Company may choose to repay or reduce its commitments under the Multi-Currency Revolving Credit Facility at any time. The Multi-Currency Revolving Credit Facility contains covenants, including compliance with a financial leverage ratio test, as well as others that impose limitations on, among other things, indebtedness of excluded subsidiaries and asset sales, with which the Company was compliant as of September 30, 2014.

***Receivables Securitization Facility***

The Company has a $950 million receivables securitization facility ("Receivables Securitization Facility"), which expires in June 2016. The Company has available to it an accordion feature whereby the commitment on the Receivables Securitization Facility may be increased by up to $250 million, subject to lender approval, for seasonal needs during the December and March quarters. Interest rates are based on prevailing market rates for short-term commercial paper or LIBOR plus a program fee of 75 basis points. The Company pays an unused fee of 40 basis points, annually, to maintain the availability under the Receivables Securitization Facility.

In connection with the Receivables Securitization Facility, AmerisourceBergen Drug Corporation sells on a revolving basis certain accounts receivable to Amerisource Receivables Financial Corporation, a wholly owned special purpose entity, which in turn sells a percentage ownership interest in the receivables to financial institutions and commercial paper conduits sponsored by financial institutions. AmerisourceBergen Drug Corporation is the servicer of the accounts receivable under the Receivables Securitization Facility. After the maximum limit of receivables sold has been reached and as sold receivables are collected, additional receivables may be sold up to the maximum amount available under the facility. The facility is a financing vehicle utilized by the Company because it generally offers an attractive interest rate relative to other financing sources. The Company securitizes its trade accounts, which are generally non-interest bearing, in transactions that are accounted for as borrowings. The Receivables Securitization Facility contains similar covenants to the Multi-Currency Revolving Credit Facility.

***Commercial Paper Program***

The Company has a commercial paper program whereby it may from time to time issue short-term promissory notes in an aggregate amount of up to $1.4 billion at any one time. Amounts available under the program may be borrowed, repaid, and re-borrowed from time to time. The maturities on the notes will vary, but may not exceed 365 days from the date of issuance. The notes will bear interest rates, if interest bearing, or will be sold at a discount from their face amounts. The commercial paper program does not increase the Company's borrowing capacity as it is fully backed by the Company's Multi-Currency Revolving Credit Facility. There were no borrowings outstanding under the commercial paper program at September 30, 2014.

***Revolving Credit Note***

The Company has an uncommitted, unsecured line of credit available to it pursuant to a revolving credit note ("Revolving Credit Note"). The Revolving Credit Note provides the Company with the ability to request short-term, unsecured revolving credit loans from time to time in a principal amount not to exceed $75 million. The Revolving Credit Note may be decreased or terminated by the bank or the Company at any time without prior notice.

***Senior Notes***

In May 2014, the Company issued $600 million of 1.15% senior notes due May 15, 2017 (the "2017 Notes") and $500 million of 3.40% senior notes due May 15, 2024 (the "2024 Notes"). The 2017 Notes were sold at 99.892% of the principal amount and have an effective yield of 1.187%. The 2024 Notes were sold at 99.715% of the principal amount and have an effective yield of 3.434%. Interest on the 2017 Notes and 2024 Notes is payable semiannually in arrears, commencing on November 15, 2014. The 2017 and 2024 Notes rank pari passu to the Multi-Currency Revolving Credit Facility, the Revolving Credit Note, the $400 million 4.875% senior notes due in 2019, and the $500 million 3.50% senior notes due in 2021. Costs incurred in connection with the issuance of the 2017 Notes and the 2024 Notes were deferred and are being amortized over the terms of the notes.

Table of Contents

The Company used a portion of the net proceeds from the 2017 Notes and the 2024 Notes to finance the early retirement of the $500 million, 5.875% senior notes due 2015 (the "2015 Notes"), including the payment of $31.5 million of premiums and other costs. The Company used the remaining amount for general corporate purposes, including the repurchases of shares of its common stock under its special share repurchase program authorized in May 2014.

The Company has $400 million of 4.875% senior notes due November 15, 2019 (the "2019 Notes") and $500 million of 3.50% senior notes due November 15, 2021 (the "2021 Notes"). The 2019 Notes, and 2021 Notes were sold at 99.2% and 99.858% of the principal amount, respectively, and have effective interest yields of 4.98% and 3.52% respectively. Interest on the 2019 and 2021 Notes is payable semiannually in arrears. Costs incurred in connection with the issuance of the 2019 and 2021 Notes were deferred and are being amortized over the terms of the notes. The 2017 Notes, 2019 Notes, 2021 Notes, and 2024 Notes are collectively referred to as the "Notes."

The indentures governing the Notes contain restrictions and covenants which include limitations on additional indebtedness; distributions to stockholders; the repurchase of stock and the making of other restricted payments; issuance of preferred stock; creation of certain liens; transactions with subsidiaries and other affiliates; and certain corporate acts such as mergers, consolidations, and the sale of substantially all assets. An additional covenant requires compliance with a financial leverage ratio test, with which the Company was compliant as of September 30, 2014.

***Other Information***

Scheduled future principal payments of long-term debt are $600 million in fiscal 2017 and $1.4 billion in fiscal 2020 and thereafter.

Interest paid on the above indebtedness during the fiscal years ended September 30, 2014, 2013, and 2012 was $62.9 million, $68.5 million, and $84.5 million, respectively.

Total amortization of financing fees and the accretion of original issue discounts, which are recorded as components of interest expense, were $3.9 million, $4.2 million, and $5.2 million, for the fiscal years ended September 30, 2014, 2013, and 2012, respectively.

**Note 7. Stockholders' Equity and Earnings per Share**

The authorized capital stock of the Company consists of 600,000,000 shares of common stock, par value $0.01 per share (the "Common Stock"), and 10,000,000 shares of preferred stock, par value $0.01 per share (the "Preferred Stock").

The board of directors is authorized to provide for the issuance of shares of Preferred Stock in one or more series with various designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions. Except as required by law, or as otherwise provided by the board of directors of the Company, the holders of Preferred Stock will have no voting rights and will not be entitled to notice of meetings of stockholders. Holders of Preferred Stock will be entitled to receive, when declared by the board of directors, out of legally available funds, dividends at the rates fixed by the board of directors for the respective series of Preferred Stock, and no more, before any dividends will be declared and paid, or set apart for payment, on Common Stock with respect to the same dividend period. No shares of Preferred Stock have been issued as of September 30, 2014.

The holders of the Company's Common Stock are entitled to one vote per share and have the exclusive right to vote for the board of directors and for all other purposes as provided by law. Subject to the rights of holders of the Company's Preferred Stock, holders of Common Stock are entitled to receive ratably on a per share basis such dividends and other distributions in cash, stock or property of the Company as may be declared by the board of directors from time to time out of the legally available assets or funds of the Company.

The following table illustrates the components of accumulated other comprehensive loss, net of income taxes, as of September 30, 2014 and 2013 (in thousands):

| | September 30, | |
|---|---|---|
| | **2014** | **2013** |
| Pension and postretirement adjustments (See Note 8) | $ (32,212) | $ (34,612) |
| Foreign currency translation | (19,388) | (844) |
| Other | (446) | (27) |
| Total accumulated other comprehensive loss | $ (52,046) | $ (35,483) |

Table of Contents

In August 2011, the Company's board of directors authorized a program allowing the Company to purchase up to $750 million of its outstanding shares of Common Stock, subject to market conditions. During the fiscal year ended September 30, 2011, the Company purchased 6.6 million shares of its Common Stock for a total of $250.0 million. During the fiscal year ended September 30, 2012, the Company purchased 13.4 million shares of its Common Stock for $500.0 million to complete its authorization under this program.

In May 2012, the Company's board of directors authorized a program allowing the Company to purchase up to $750 million of its outstanding shares of Common Stock, subject to market conditions. In August 2012, the Company entered into an Accelerated Share Repurchase ("ASR") transaction with a financial institution and paid $650 million for the initial delivery of 16.8 million shares. The initial payment of $650 million funded stock purchases of $647.2 million, $2.0 million of previously declared dividends that were scheduled to be paid in September 2012, and $0.8 million in other fees. The number of shares ultimately purchased was based on the volume-weighted average price of the Company's Common Stock during the term of the ASR. The ASR transaction was settled in October 2012, at which time the Company received 0.1 million incremental shares. In addition to the ASR transaction, during the fiscal year ended September 30, 2012, the Company purchased 0.2 million shares of its Common Stock for a total of $5.9 million. During the fiscal year ended September 30, 2013, the Company purchased 0.6 million shares of its Common Stock for a total of $25.7 million under this program. This program was closed during the fiscal year ended September 2013 as a result of the November 2012 ASR transaction (see below).

In November 2012, the Company's board of directors authorized a program allowing the Company to purchase up to $750 million of its outstanding shares of Common Stock, subject to market conditions. Subsequently, in November 2012, the Company entered into an ASR transaction with a financial institution and paid $250 million for a delivery of 6.2 million shares. The initial payment of $250 million funded stock purchases of $248.5 million, $1.3 million of previously declared dividends that were scheduled to be paid in December 2012, and $0.2 million in other fees. The amount ultimately paid was based on the volume-weighted average price of the Company's Common Stock during the term of the ASR. The ASR transaction was settled in December 2012, at which time the Company paid the financial institution a cash settlement of $10.3 million. The Company applied 1.7 million shares for $71.2 million to the May 2012 share repurchase program, which completed its authorization under that program. The Company applied the remaining 4.5 million shares from the November 2012 ASR for $187.6 million to the November 2012 share repurchase program. In addition to the ASR transaction, during the fiscal year ended September 30, 2013, the Company purchased 3.6 million shares of its Common Stock for a total of $199.4 million. During the fiscal year ended September 30, 2014, the Company purchased 5.5 million shares of its Common Stock for a total of $363.0 million to complete this program.

In August 2013, the Company's board of directors authorized the Company to purchase up to $750 million of its outstanding shares of Common Stock, subject to market conditions. During the fiscal year ended September 30, 2014, the Company purchased 2.4 million shares of its Common Stock for a total of $174.7 million under this program, which included $18.0 million of purchases that cash settled in October 2014. The Company had $575.3 million of availability remaining under this share repurchase program as of September 30, 2014.

In March 2013, the Company, Walgreens, and Alliance Boots entered into various agreements and arrangements pursuant to which Walgreens and Alliance Boots together were granted the right to purchase a minority equity position in the Company, beginning with the right, but not the obligation, to purchase up to 19,859,795 shares of the Company's Common Stock (approximately 7% of the Company's Common Stock, on a fully diluted basis as of the date of issuance, assuming the exercise in full of the Warrants, as defined below) in open market transactions. In connection with these arrangements, Walgreens Pharmacy Strategies, LLC, a wholly owned subsidiary of Walgreens, was issued (a) a warrant to purchase up to 11,348,456 shares of the Company's Common Stock at an exercise price of $51.50 per share exercisable during a six-month period beginning in March 2016, and (b) a warrant to purchase up to 11,348,456 shares of the Company's Common Stock at an exercise price of $52.50 per share exercisable during a six-month period beginning in March 2017 and Alliance Boots Luxembourg S.à.r.l., a wholly owned subsidiary of Alliance Boots, was issued (a) a warrant to purchase up to 11,348,456 shares of the Company's common Stock at an exercise price of $51.50 per share exercisable during a six-month period beginning in March 2016, and (b) a warrant to purchase up to 11,348,456 shares of the Company's Common Stock at an exercise price of $52.50 per share exercisable during a six-month period beginning March 2017 (collectively, the "Warrants).

The Company valued these Warrants as of March 18, 2013 (date of issuance) and revised the valuation each subsequent quarter. As of September 30, 2014, the Warrants with an exercise price of $51.50 were valued at $25.20 per share and the Warrants with an exercise price of $52.50 were valued at $25.02 per share. In total, the Warrants were valued at $1,139.8 million as of September 30, 2014.

Table of Contents

The Company has taken steps to mitigate the potentially dilutive effect that exercise of the Warrants could have by hedging a portion of its future obligation to deliver Common Stock with a financial institution and repurchasing additional shares of its Common Stock for the Company's own account over time. In June 2013, the Company commenced its hedging strategy by entering into a contract with a financial institution pursuant to which it has executed a series of issuer capped call transactions ("Capped Calls"). The Capped Calls give the Company the right to buy shares of its Common Stock subject to the Warrants at specified prices at maturity, should the Warrants be exercised in 2016 and 2017 and were intended to cover approximately 60% of the shares subject to the Warrants at the time the Company entered into the transactions. The Capped Calls are subject to a "cap" price. If the Company's share price exceeds the "cap" price in the Capped Calls at the time the Warrants are exercised, the number of shares that will be delivered to the Company under the Capped Calls will be reduced, and accordingly, will cover less than 60% of the shares of Common Stock subject to the Warrants.

Through September 30, 2013, the Company purchased Capped Calls on 15.3 million shares of its Common Stock for a total premium of $163.4 million. During the fiscal year ended September 30, 2014, the Company completed this hedge transaction by purchasing Capped Calls on an additional 11.9 million shares of its Common Stock for a total premium of $205.3 million. The Capped Calls permit the Company to acquire shares of its Common Stock at strike prices of $51.50 and $52.50 and have expiration dates ranging from February 2016 through October 2017. The Capped Calls permit net share settlement, which is limited by caps in the market price of the Company's Common Stock. The Company has accounted for the Capped Calls as equity contracts, and therefore, the above premiums were recorded as reductions to paid-in-capital.

In May 2014, the Company's board of directors authorized a special program allowing the Company to purchase up to $650 million of its outstanding shares of Common Stock, subject to market conditions, as an opportunity to further mitigate the potentially dilutive effect of the Warrants and supplements the Company's previously executed warrant hedging strategy. Through September 30, 2014, the Company purchased 3.4 million shares of its Common Stock for a total of $252.0 million under this program, which included $18.0 million of purchases that cash settled in October 2014. The Company has $398.0 million of availability remaining under this special share repurchase program as of September 30, 2014.

Basic earnings per share is computed on the basis of the weighted average number of shares of Common Stock outstanding during the periods presented. Diluted earnings per share is computed on the basis of the weighted average number of shares of Common Stock outstanding during the periods plus the dilutive effect of stock options, restricted stock, restricted stock units, and the Warrants. The following table (in thousands) is a reconciliation of the numerator and denominator of the computation of basic and diluted earnings per share.

| | September 30, | | |
|---|---|---|---|
| | **2014** | **2013** | **2012** |
| Weighted average common shares outstanding basic | 227,367 | 231,067 | 252,906 |
| Effect of dilutive securities stock options, restricted stock, and restricted stock units | 4,787 | 4,278 | 3,997 |
| Dilutive effect of Warrants | 3,251 | | |
| Weighted average common shares outstanding diluted | 235,405 | 235,345 | 256,903 |

The potentially dilutive employee stock options, restricted stock, restricted stock units, and Warrants that were antidilituve for fiscal 2014 and 2012 were 2.0 million and 2.1 million, respectively. There were no potentially dilutive stock options, restricted stock, or restricted stock units that were antidilutive for fiscal 2013. All Warrants were antidilutive for fiscal 2013.

**Note 8. Pension and Other Benefit Plans**

The Company sponsors various retirement benefit plans, including defined benefit pension plans, defined contribution plans, postretirement medical plans and a deferred compensation plan covering eligible employees. Expenses relating to these plans were $27.9 million, $22.1 million, and $20.3 million in fiscal 2014, 2013, and 2012, respectively.

The Company recognizes the funded status (the difference between the fair value of plan assets and the projected benefit obligations) of its defined benefit pension plans and postretirement benefit plans in its balance sheet, with a corresponding adjustment to accumulated other comprehensive loss, net of income taxes. Included in accumulated other comprehensive loss at September 30, 2014 are net actuarial losses of $55.5 million ($32.2 million, net of income taxes). The net actuarial loss in accumulated other comprehensive loss that is expected to be amortized into fiscal 2015 net periodic pension expense is $4.1 million ($2.4 million, net of income taxes).

59

Table of Contents

***Defined Benefit Plans***

The Company provides a benefit for certain employees under two different noncontributory defined benefit pension plans consisting of a salaried plan and a supplemental executive retirement plan. Both plans are closed to new participants and benefits that can be earned by active participants in the plans are limited. For each employee, the benefits are based on years of service and average compensation. Pension costs, which are computed using the projected unit credit cost method, are funded to at least the minimum level required by government regulations.

The Company approved the termination, effective August 1, 2014, of the salaried defined benefit pension plan, under which approximately 3,200 participants, including 500 active employees, have accrued benefits. Distribution of plan assets pursuant to the termination will not be made until the plan termination satisfies all regulatory requirements, which is expected to occur by the end of calendar 2015. Plan participants will receive vested benefits from the plan assets by electing either a lump-sum distribution or an annuity contract with a qualifying third-party provider. The purchase of the annuities will result in a one-time expense, which is primarily attributable to pension settlement accounting rules that require accelerated recognition of actuarial losses that were to be amortized over 15 years. The expense is subject to change based on the actual lump sum and annuity purchase rates at the date of distribution.

The Company has an unfunded supplemental executive retirement plan for certain former officers and key employees. This plan is closed to new participants and benefits that can be earned by active participants are limited. This plan is a "target" benefit plan, with the annual lifetime benefit based upon a percentage of salary during the five final years of pay at age 62, offset by several other sources of income including benefits payable under a prior supplemental retirement plan.

The following table sets forth (in thousands) a reconciliation of the changes in the Company-sponsored defined benefit pension plans:

| | Fiscal Year Ended September 30, | |
|---|---|---|
| | **2014** | **2013** |
| **Change in Projected Benefit Obligations:** | | |
| Benefit obligation at beginning of year | $ 149,404 | $ 166,244 |
| Interest cost | 6,758 | 6,104 |
| Actuarial losses (gains) | 13,329 | (15,560) |
| Benefit payments | (7,803) | (7,384) |
| Benefit obligation at end of year | $ 161,688 | $ 149,404 |
| **Change in Plan Assets:** | | |
| Fair value of plan assets at beginning of year | $ 159,966 | $ 158,391 |
| Actual return on plan assets | 22,000 | 8,005 |
| Employer contributions | 2,475 | 2,173 |
| Expenses | (1,202) | (1,219) |
| Benefit payments | (7,803) | (7,384) |
| Fair value of plan assets at end of year | $ 175,436 | $ 159,966 |
| **Funded Status and Amounts Recognized:** | | |
| Funded status | $ 13,748 | $ 10,562 |
| Net amount recognized | $ 13,748 | $ 10,562 |

| | | | | |
|---|---|---|---|---|
| Amounts recognized in the balance sheets consist of: | | | | |
| Noncurrent assets | $ | 18,639 | $ | 16,563 |
| Current liabilities | | (1,771) | | (2,826) |
| Noncurrent liabilities | | (3,120) | | (3,175) |
| Net amount recognized | $ | 13,748 | $ | 10,562 |

Table of Contents

Weighted average assumptions used (as of the end of the fiscal year) in computing the benefit obligation were as follows:

| | 2014 | 2013 |
|---|---|---|
| Discount rate | 4.08% | 4.65% |
| Rate of increase in compensation levels | N/A | N/A |

The following table provides components of net periodic benefit cost for the Company-sponsored defined benefit pension plans together with contributions charged to expense for multi-employer union-administered defined benefit pension plans that the Company participates in (in thousands):

| | Fiscal Year Ended September 30, | | |
|---|---|---|---|
| | 2014 | 2013 | 2012 |
| **Components of Net Periodic Benefit Cost:** | | | |
| Interest cost on projected benefit obligation | $ 6,758 | $ 6,104 | $ 6,560 |
| Expected return on plan assets | (8,086) | (9,955) | (10,475) |
| Recognized net actuarial loss | 4,092 | 5,963 | 4,758 |
| Loss due to curtailments, settlements and other | 1,261 | 985 | 1,518 |
| Net periodic pension cost of defined benefit pension plans | 4,025 | 3,097 | 2,361 |
| Net pension cost of multi-employer plans | | 156 | 294 |
| Total pension expense | $ 4,025 | $ 3,253 | $ 2,655 |

Weighted average assumptions used (as of the beginning of the fiscal year) in computing the net periodic benefit cost were as follows:

| | 2014 | 2013 | 2012 |
|---|---|---|---|
| Discount rate | 4.65% | 3.70% | 4.60% |
| Rate of increase in compensation levels | N/A | N/A | N/A |
| Expected long-term rate of return on assets | 5.30% | 6.75% | 8.00% |

To determine the expected long-term rate of return on assets, the Company considered the current and expected asset allocations, as well as historical and expected returns on various categories of plan assets.

The Compensation and Succession Planning Committee ("Compensation Committee") of the Company's board of directors has delegated the administration of the pension and benefit plans to the Company's Benefits Committee, an internal committee, composed of senior finance, human resources and legal executives. The Benefits Committee is responsible for oversight of the investment management of the assets of the Company's pension plans and the investment options under the Company's savings plans as well as the performance of the investment advisers and plan administrators. The Benefits Committee has adopted an investment policy for the Company's pension plan, which includes guidelines regarding, among other things, the selection of acceptable asset classes, allowable ranges of holdings, rebalancing of assets, the definition of acceptable securities within each class, and investment performance expectations.

As a result of the planned termination of the salaried defined benefit pension plan, the target asset allocation was adjusted to only include fixed income securities and cash. The fixed income securities are diversified in terms of domestic and international securities and large cap and small cap companies. The actual and target asset allocations expressed as a percentage of the plans' assets at the measurement date are as follows:

| | Pension Asset Allocation | | Target Allocation | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| **Asset Category:** | | | | |
| Equity securities | % | 42% | % | 41% |
| Debt securities | 99 | 57 | 99 | 58 |

| | | | | |
|---|---|---|---|---|
| Cash and cash equivalents | 1 | 1 | 1 | 1 |
| Total | 100% | 100% | 100% | 100% |

Table of Contents

The investment goals are to achieve the optimal return possible within the specific risk parameters and, at a minimum, produce results, which achieve the plans' assumed interest rate for funding the plans over a full market cycle. High levels of risk and volatility are reduced by maintaining diversified portfolios. Allowable investments include government-backed fixed income securities, investment grade corporate bonds, residential backed mortgage securities, equity securities and cash equivalents. Prohibited investments include unregistered or restricted stock, commodities, margin trading, options and futures, short-selling, venture capital, private placements, real estate and other high risk investments.

The fair value of the Company's pension plan assets, totaling $175.4 million and $160.0 million at September 30, 2014 and 2013, respectively, is determined using a fair value hierarchy by asset class. The fair value hierarchy has three levels based on the reliability of the inputs to determine fair value. Level 1 refers to fair values determined based on unadjusted quoted prices in active markets for identical assets. Level 2 refers to fair values estimated using significant other observable inputs and Level 3 includes fair values estimated using significant non-observable inputs.

The Company's pension plan assets at September 30, 2014 were comprised of $1.7 million invested in money market funds and $173.7 million invested in commingled fixed-income funds. The Company's pension plan assets at September 30, 2013 were comprised of $1.5 million invested in money market funds, $66.8 million invested in commingled equity funds, and $91.7 million invested in commingled fixed income funds. The fair values of the money market funds were determined using the Level 1 hierarchy. The fair values of the equity and fixed-income commingled funds, which have daily net asset values derived from the underlying securities, were determined by using the Level 2 hierarchy.

As of September 30, 2014 and 2013, all of the Company's defined benefit pension plans had plan assets in excess of the projected plan benefit obligations. The amounts related to these plans were as follows (in thousands):

| | 2014 | 2013 |
|---|---|---|
| Accumulated benefit obligation | $ 161,688 | $ 149,404 |
| Projected benefit obligation | $ 161,688 | $ 149,404 |
| Plan assets at fair value | $ 175,436 | $ 159,966 |

The Company was not required to contribute to its salaried benefit plan in fiscal 2014 or 2013. During fiscal 2014 and 2013, the Company made no contributions to its salaried benefit plan. Expected benefit payments over the next ten years, assuming the salaried defined benefit pension plan termination does not occur, are anticipated to be paid as follows (in thousands):

| | Pension Benefits |
|---|---|
| Fiscal Year: | |
| 2015 | $ 8,406 |
| 2016 | 7,757 |
| 2017 | 7,459 |
| 2018 | 7,641 |
| 2019 | 7,880 |
| 2020-2024 | 44,209 |
| Total | $ 83,352 |

Expected benefit payments are based on the same assumptions used to measure the benefit obligations.

***Postretirement Benefit Plans***

The Company provides medical benefits to certain retirees. The plans are closed to new participants and benefits that can be earned by active participants are limited. Employees became eligible for such postretirement benefits after meeting certain age and years of service criteria. As a result of special termination benefit packages previously offered, the Company also provides dental and life insurance benefits to a limited number of retirees and their dependents. These benefit plans are unfunded.

Table of Contents

The following table sets forth (in thousands) a reconciliation of the changes in the Company-sponsored postretirement benefit plans:

| | Fiscal Year Ended September 30, | |
|---|---|---|
| | 2014 | 2013 |
| **Change in Accumulated Benefit Obligations:** | | |
| Benefit obligation at beginning of year | $ 9,454 | $ 10,810 |
| Interest cost | 423 | 383 |
| Actuarial loss (gain) | 523 | (539) |
| Benefit payments | (881) | (1,200) |
| Benefit obligation at end of year | $ 9,519 | $ 9,454 |
| **Change in Plan Assets:** | | |
| Fair value of plan assets at beginning of year | $ | $ |
| Employer contributions | 881 | 1,200 |
| Benefit payments | (881) | (1,200) |
| Fair value of plan assets at end of year | $ | $ |
| **Funded Status and Amounts Recognized:** | | |
| Funded status | $ (9,519) | $ (9,454) |
| Net amount recognized | $ (9,519) | $ (9,454) |
| Amounts recognized in the balance sheets consist of: | | |
| Current liabilities | $ (714) | $ (729) |
| Noncurrent liabilities | (8,805) | (8,725) |
| Net amount recognized | $ (9,519) | $ (9,454) |

Weighted average assumptions used (as of the end of the fiscal year) in computing the funded status of the plans were as follows:

| | 2014 | 2013 |
|---|---|---|
| Discount rate | 4.08% | 4.65% |
| Health care trend rate assumed for next year | 7.27% | 7.54% |
| Rate to which the cost trend rate is assumed to decline | 4.50% | 4.50% |

| | | |
|---|---|---|
| Year that the rate reaches the ultimate trend rate | 2024 | 2023 |

Assumed health care trend rates have a significant effect on the amounts reported for the health care plans. A one-percentage-point change in assumed health care cost trend rates would have the following effect (in thousands):

| | One Percentage Point | |
|---|---|---|
| | Increase | Decrease |
| Effect on total service and interest cost components | $ 46 | $ (39) |
| Effect on benefit obligation | $ 1,024 | $ (874) |

The following table provides components of net periodic benefit cost for the Company-sponsored postretirement benefit plans (in thousands):

| | Fiscal Year Ended September 30, | | |
|---|---|---|---|
| | 2014 | 2013 | 2012 |
| **Components of Net Periodic Benefit Cost:** | | | |
| Interest cost on projected benefit obligation | $ 424 | $ 383 | $ 501 |
| Recognized net actuarial gains | (453) | (669) | (958) |
| Total postretirement income | $ (29) | $ (286) | $ (457) |

Table of Contents

Weighted average assumptions used (as of the beginning of the fiscal year) in computing the net periodic benefit cost were as follows:

| | 2014 | 2013 | 2012 |
|---|---|---|---|
| Discount rate | 4.65% | 3.70% | 4.60% |
| Health care trend rate assumed for next year | 7.54% | 7.82% | 8.10% |
| Rate to which the cost trend rate is assumed to decline | 4.50% | 4.50% | 4.50% |
| Year that the rate reaches the ultimate trend rate | 2024 | 2023 | 2022 |

Expected postretirement benefit payments over the next ten years are anticipated to be paid as follows (in thousands):

| | Postretirement Benefits |
|---|---|
| Fiscal Year: | |
| 2015 | $ 751 |
| 2016 | 723 |
| 2017 | 696 |
| 2018 | 644 |
| 2019 | 639 |
| 2020-2024 | 3,162 |
| Total | $ 6,615 |

***Defined Contribution Plans***

The Company sponsors the AmerisourceBergen Employee Investment Plan, which is a defined contribution 401(k) plan covering salaried and certain hourly employees. Eligible participants may contribute to the plan from 1% to 25% of their regular compensation before taxes. The Company contributes $1.00 for each $1.00 invested by the participant up to the first 3% of the participant's salary and $0.50 for each additional $1.00 invested by the participant of up to an additional 2% of salary. An additional discretionary contribution, in an amount not to exceed the limits established by the Internal Revenue Code, may also be made depending upon the Company's performance. A discretionary contribution was approved for the fiscal year ended September 30, 2014. There were no discretionary contributions made in the fiscal years ended September 30, 2013 or 2012. All contributions are invested at the direction of the employee in one or more funds. All contributions vest immediately except for the discretionary contributions made by the Company that vest in full after five years of credited service.

The Company also sponsors the AmerisourceBergen Corporation Benefit Restoration Plan. This unfunded plan provides benefits for selected key management, including all of the Company's executive officers. This plan will provide eligible participants with an annual amount equal to 4% of the participant's base salary and bonus incentive to the extent that his or her compensation exceeds the annual compensation limit established by Section 401(a) (17) of the Internal Revenue Code.

Costs of the defined contribution plans charged to expense for the fiscal years ended September 30, 2014, 2013, and 2012 were $22.5 million, $17.4 million, and $16.4 million, respectively.

***Deferred Compensation Plan***

The Company sponsors the AmerisourceBergen Corporation 2001 Deferred Compensation Plan. This unfunded plan, under which 2.96 million shares of Common Stock are authorized for issuance, allows eligible officers, directors and key management employees to defer a portion of their annual compensation. The amount deferred may be allocated by the employee to cash, mutual funds or stock credits. Stock credits, including dividend equivalents, are equal to the full and fractional number of shares of Common Stock that could be purchased with the participant's compensation allocated to stock credits based on the average of closing prices of Common Stock during each month, plus, at the discretion of the board of directors, up to one-half of a share of Common Stock for each full share credited. Stock credit distributions are made in shares of Common Stock. No shares of Common Stock have been issued under the deferred compensation plan through September 30, 2014. The Company's liability relating to its deferred compensation plan as of September 30, 2014 and 2013 was $16.2 million and $13.3 million, respectively.

Table of Contents

**Note 9. Share-Based Compensation**

***Stock Options***

The Company's employee stock option plans provide for the granting of incentive and nonqualified stock options to acquire shares of Common Stock to employees at a price not less than the fair market value of the Common Stock on the date the option is granted. Option terms and vesting periods are determined at the date of grant by the Compensation Committee of the board of directors. Employee options generally vest ratably, in equal amounts, over a four-year service period and expire in seven years (ten years for all grants issued prior to February 2008). The Company's non-employee director stock option plans provide for the granting of nonqualified stock options to acquire shares of Common Stock to non-employee directors at the fair market value of the Common Stock on the date of the grant. Non-employee director options vest ratably, in equal amounts, over a three-year service period and expire in ten years.

At September 30, 2014, employee and non-employee director stock options for an additional 27.9 million shares may be granted under the AmerisourceBergen Corporation Omnibus Incentive Plan (the "Plan").

The estimated fair values of options granted are expensed as compensation on a straight-line basis over the requisite service periods of the awards and are net of estimated forfeitures. The Company estimates the fair values of option grants using a binomial option pricing model. Expected volatilities are based on the historical volatility of the Company's Common Stock and other factors, such as implied market volatility. The Company uses historical exercise data, taking into consideration the optionees' ages at grant date, to estimate the terms for which the options are expected to be outstanding. The Company anticipates that the terms of options granted in the future will be similar to those granted in the past. The risk-free rates during the terms of such options are based on the U.S. Treasury yield curve in effect at the time of grant.

The weighted average fair values of the options granted during the fiscal years ended September 30, 2014, 2013, and 2012 were $11.22, $6.54, and $6.36, respectively. The following assumptions were used to estimate the fair values of options granted:

| | Fiscal Year Ended September 30, | | |
|---|---|---|---|
| | **2014** | **2013** | **2012** |
| Weighted average risk-free interest rate | 0.89% | 0.44% | 0.59% |
| Expected dividend yield | 1.37% | 1.29% | 1.39% |
| Weighted average volatility of common stock | 23.91% | 24.22% | 25.63% |
| Weighted average expected life of the options | 3.69 years | 3.69 years | 3.69 years |

Changes to the above valuation assumptions could have a significant impact on share-based compensation expense. During the fiscal years ended September 30, 2014, 2013, and 2012, the Company recorded stock option expense of $21.5 million, $20.2 million, and $15.4 million, respectively.

A summary of the Company's stock option activity and related information for its option plans for the fiscal year ended September 30, 2014 is presented below:

| | **Options (000's)** | **Weighted Average Exercise Price** | **Weighted Average Remaining Contractual Term** | **Aggregate Intrinsic Value (000's)** |
|---|---|---|---|---|
| Outstanding at September 30, 2013 | 14,119 | $ 33 | 4 years | |
| Granted | 2,332 | $ 68 | | |
| Exercised | (3,059) | $ 27 | | |
| Forfeited | (272) | $ 46 | | |
| Outstanding at September 30, 2014 | 13,120 | $ 40 | 4 years | $ 488,591 |
| Exercisable at September 30, 2014 | 6,319 | $ 30 | 3 years | $ 296,386 |

| | | | | |
|---|---|---|---|---|
| Expected to vest after September 30, 2014 | 6,303 | $ 49 | 5 years | $ 178,113 |

The intrinsic value of stock option exercises during fiscal 2014, 2013, and 2012 was $132.4 million, $131.8 million, and $82.1 million, respectively.

Table of Contents

A summary of the status of the Company's nonvested options as of September 30, 2014 and changes during the fiscal year ended September 30, 2014 is presented below:

| | Options (000's) | Weighted Average Grant Date Fair Value |
|---|---|---|
| Nonvested at September 30, 2013 | 7,667 | $ 7 |
| Granted | 2,332 | $ 11 |
| Vested | (2,936) | $ 7 |
| Forfeited | (262) | $ 8 |
| Nonvested at September 30, 2014 | 6,801 | $ 8 |

During the fiscal years ended September 30, 2014, 2013, and 2012, the total fair values of options vested were $19.1 million, $17.4 million, and $17.2 million, respectively. Expected future compensation expense relating to the 6.8 million nonvested options outstanding as of September 30, 2014 is $37.6 million, which will be recognized over a weighted average period of 2.2 years.

***Restricted Stock and Restricted Stock Units***

Restricted shares vest in full after three years. The estimated fair value of restricted shares under the Company's restricted stock plans is determined by the product of the number of shares granted and the grant date market price of the Company's Common Stock. The estimated fair value of restricted shares is expensed on a straight-line basis over the requisite service period of three years. During the fiscal years ended September 30, 2014, 2013, and 2012, the Company recorded restricted stock expense of $14.7 million, $12.1 million, and $9.0 million, respectively.

A summary of the status of the Company's restricted shares as of September 30, 2014 and changes during the fiscal year ended September 30, 2014 is presented below:

| | Restricted Shares (000's) | Weighted Average Grant Date Fair Value |
|---|---|---|
| Nonvested at September 30, 2013 | 1,123 | $ 39 |
| Granted | 237 | $ 69 |
| Vested | (289) | $ 36 |
| Forfeited | (121) | $ 39 |
| Nonvested at September 30, 2014 | 950 | $ 48 |

During the fiscal years ended September 30, 2014, 2013, and 2012, the total fair values of restricted shares vested were $10.5 million, $9.7 million, and $6.1 million, respectively. Expected future compensation expense relating to the 1.0 million restricted shares outstanding as of September 30, 2014 is $19.0 million, which will be recognized over a weighted average period of 1.1 years.

***Performance Stock Units***

Beginning in fiscal 2012, performance stock units were granted to certain executive employees under the Plan, which represent Common Stock potentially issuable in the future. Performance stock units vest at the end of a three-year performance period based on achievement of specific performance goals. Based on the extent to which the targets are achieved, vested shares may range from 0 percent to 150 percent of the target award amount. The fair value of performance stock units is determined by the grant date market price of the Company's Common Stock and the compensation expense associated with nonvested performance stock units is dependent on the Company's periodic assessment of the probability of the targets being achieved and its estimate of the number of shares that will ultimately be issued. During the fiscal years ended September 30, 2014, 2013 and 2012, the Company recognized $6.8 million, $3.7 million, and $1.5 million of compensation expense, respectively, related to these performance stock units.

Table of Contents

A summary of the status of the Company's nonvested performance stock units as of September 30, 2014 and changes during the fiscal year ended September 30, 2014 is presented below (based on target award amounts).

| | Performance Stock Units (000's) | Weighted Average Grant Date Fair Value |
|---|---|---|
| Nonvested at September 30, 2013 | 210 | $ 39 |
| Granted | 95 | $ 68 |
| Vested | (85) | $ 37 |
| Nonvested at September 30, 2014 | 220 | $ 52 |

***Employee Stock Purchase Plan***

The AmerisourceBergen Corporation Employee Stock Purchase Plan provides for an aggregate of 4,000,000 shares of Common Stock that may be sold to eligible employees (generally defined as employees with at least 30 days of service with the Company). The participants may elect to have the Company withhold up to 25% of base salary to purchase shares of the Company's Common Stock at a price equal to 95% of the fair market value of the stock on the last business day of each six-month purchase period. Each participant is limited to $25,000 of purchases during each calendar year. During the fiscal years ended September 30, 2014, 2013, and 2012, the Company acquired 68,700 shares, 93,813 shares, and 113,692 shares, respectively, from the open market for issuance to participants in this plan. As of September 30, 2014, the Company has withheld $1.2 million from eligible employees for the purchase of additional shares of Common Stock.

**Note 10. Leases and Other Commitments**

At September 30, 2014, future minimum payments totaling $338.3 million under noncancelable operating leases with remaining terms of more than one fiscal year were due as follows: 2015 $58.2 million; 2016 $54.4 million; 2017 $44.7 million; 2018 $41.2 million; 2019 $34.2 million; and thereafter $105.6 million. In the normal course of business, operating leases are generally renewed or replaced by other leases. Certain operating leases include escalation clauses. Total rental expense was $81.8 million in fiscal 2014, $79.6 million in fiscal 2013, and $65.3 million in fiscal 2012.

The Company has commitments to purchase product from influenza vaccine manufacturers through the 2015/2016 flu season. The Company is required to purchase doses at prices it believes will represent market prices. The Company currently estimates its remaining purchase commitment under these agreements will be approximately $72.9 million as of September 30, 2014, of which $57.2 million represents the Company's commitment in fiscal 2015.

The Company outsources to IBM Global Services ("IBM") a significant portion of its corporate and AmerisourceBergen Drug Corporation information technology activities. The remaining commitment under the Company's arrangement, as amended in May 2014, which expires in June 2018, is approximately $74.1 million as of September 30, 2014, of which $37.1 million represents the Company's commitment in fiscal 2015.

**Note 11. Employee Severance, Litigation and Other**

The following table illustrates the charges incurred by the Company relating to employee severance, litigation and other for the three fiscal years ended September 30, 2014 (in thousands):

| | 2014 | 2013 | 2012 |
|---|---|---|---|
| Employee severance | $ 1,913 | $ 491 | $ 33,040 |
| Deal-related transaction costs | 6,279 | 22,976 | 11,100 |

| | | | |
|---|---|---|---|
| Total employee severance, litigation and other | $ 8,192 | $ 23,467 | $ 44,140 |

Table of Contents

During fiscal 2012, the Company introduced a number of initiatives, some of which were made possible as a result of efficiencies gained through the implementation of the Company's enterprise resource planning system, to improve its operating efficiency across many of its businesses and certain administrative functions. In connection with these initiatives, the Company recorded $33.0 million of employee severance and other related costs in fiscal 2012. Other costs included an estimated $10.3 million liability to exit the Company's participation in a multi-employer pension plan resulting from a distribution facility closure in fiscal 2013. In connection with the fiscal 2012 initiatives, which the Company completed as of September 30, 2013, the Company terminated 314 employees. The Company also incurred $11.1 million of deal-related transaction costs in connection with business combinations in fiscal 2012.

During fiscal 2013, the Company incurred $23.0 million of deal-related transaction costs (primarily related to professional fees with respect to the Walgreens and Alliance Boots transaction) and $0.5 million of employee severance and other related costs. During fiscal 2014, the Company incurred $6.3 million of deal-related transaction costs and $1.9 million of employee severance and other related costs.

Employees receive their severance benefits over a period of time, generally not in excess of 12 months, or in the form of a lump-sum payment.

**Note 12. Legal Matters and Contingencies**

In the ordinary course of its business, the Company becomes involved in lawsuits, administrative proceedings, government subpoenas, and government investigations, including antitrust, commercial, environmental, product liability, intellectual property, regulatory, employment discrimination, and other matters. Significant damages or penalties may be sought from the Company in some matters, and some matters may require years for the Company to resolve. The Company establishes reserves based on its periodic assessment of estimates of probable losses. There can be no assurance that an adverse resolution of one or more matters during any subsequent reporting period will not have a material adverse effect on the Company's results of operations for that period or on the Company's financial condition.

***Qui Tam***

The qui tam provisions of the federal civil False Claims Act and various state and local civil False Claims Acts permit a private person, known as a "relator" or whistleblower, to file civil actions under these statutes on behalf of the federal, state and local governments. Such cases may involve allegations around the marketing, sale and/or purchase of pharmaceutical products. Qui tam complaints are initially filed by the relator under seal (or on a confidential basis) and the filing of the complaint imposes obligations on government authorities to investigate the allegations in the complaint and to determine whether or not to intervene in the action. Qui tam complaints remain sealed until the court in which the case was filed orders otherwise.

The Company has learned that there are filings in one or more federal district courts, including a qui tam complaint filed by one of its former employees, that are under seal and may involve allegations against the Company (and/or subsidiaries or businesses of the Company, including its group purchasing organization for oncologists and its oncology distribution business) relating to its distribution of certain pharmaceutical products to providers. The Company and AmerisourceBergen Specialty Group ("ABSG") have also received subpoenas from the United States Attorney's Office for the Eastern District of New York ("USAO") requesting production of documents and information relating to ABSG's oncology distribution center and former pharmacy in Dothan, Alabama, its group purchasing organization for oncologists, and intercompany transfers of certain oncology products, which the Company believes could be related to one or more of the qui tam actions that remain under seal. The Company is in the process of responding to the subpoenas. The Company cannot predict the outcome of any pending action in which any AmerisourceBergen entity is or may become a defendant.

***Subpoenas from United States Attorney's Offices***

In fiscal 2012, the Company's subsidiary, AmerisourceBergen Drug Corporation ("ABDC"), received a subpoena from the United States Attorney's Office in New Jersey (the "USAO") in connection with a grand jury proceeding requesting documents concerning ABDC's program for controlling and monitoring diversion of controlled substances into channels other than for legitimate medical, scientific, and industrial purposes. ABDC also received a subpoena from the Drug Enforcement Administration ("DEA") in connection with the matter. In addition to requesting information on ABDC's diversion control program generally, the subpoenas also request documents concerning specific customers' purchases of controlled substances. On August 30, 2013, ABDC received a second subpoena from the USAO and also a second subpoena from the DEA requesting additional information related to the documents produced in response to the first subpoena, as well as information regarding additional specific customers' purchases of controlled substances. On December 31, 2013, ABDC received a third subpoena from the USAO requesting additional information related to electronically stored information. On June 20, 2014, ABDC received a fourth subpoena requesting additional information

Table of Contents

related to the documents produced in response to the first and second subpoenas. On July 23, 2014, ABDC received a fifth subpoena requesting documents relating to specific customers and audits, among other information requests. The Company has responded to the subpoenas and is continuing to respond to subpoenas and requests for information. The Company cannot predict the outcome of this matter.

In fiscal 2013 and in 2014, the Company or ABDC has also received similar subpoenas from the United States Attorney's Office in the District of Kansas and the United States Attorney's Office in the Northern District of Ohio in connection with grand jury proceedings requesting documents in concerning ABDC's program for controlling and monitoring diversion of controlled substances into channels other than for legitimate medical, scientific and industrial purposes. As in the New Jersey matter described above, in addition to requesting information on ABDC's diversion control program generally, the subpoenas also request documents concerning specific customers' purchases of controlled substances. The Company is in the process of responding to the subpoenas and cannot predict the outcome of these matters.

***West Virginia Complaint***

On June 26, 2012, the Attorney General of the State of West Virginia ("West Virginia") filed a complaint (the "Complaint") in the Circuit Court of Boone County, West Virginia, against a number of pharmaceutical wholesale distributors, including the Company's subsidiary, ABDC, alleging, among other things, that the distributors failed to provide effective controls and procedures to guard against diversion of controlled substances for illegitimate purposes in West Virginia. The Complaint also alleges that the distributors acted negligently by distributing controlled substances to pharmacies that serve individuals who abuse prescription pain medication and were unjustly enriched by such conduct, violated consumer credit and protection laws, created a public nuisance, and violated state antitrust laws in connection with the distribution of controlled substances. West Virginia is seeking injunctive relief to enjoin alleged violations of state regulations requiring suspicious order monitoring and reporting and to require defendants to fund a medical monitoring treatment program. The Complaint also seeks a jury trial to determine any losses and damages sustained by West Virginia as a result of the defendants' alleged conduct. On July 26, 2012, one of the defendants, J.M. Smith Corporation d/b/a Smith Drug Company, filed a Notice of Removal from the Circuit Court of Boone County, West Virginia to the United States District Court for the Southern District of West Virginia, and ABDC and all other defendants filed Consents to Removal. On August 27, 2012, West Virginia filed a Motion to Remand, to which J.M. Smith Corporate d/b/a Smith Drug Company, joined by all other defendants, filed a reply. On March 27, 2013, the Court granted West Virginia's Motion to Remand and West Virginia notified the parties that they intend to file an amended complaint. In advance of filing an amended complaint, West Virginia served discovery requests and subsequently filed a motion to compel. After responding to West Virginia's motion to compel and oral argument, defendants were ordered to provide limited responses. On January 2, 2014, West Virginia filed an amended complaint, which removed the claims for unjust enrichment, medical monitoring, and antitrust violations. On February 14, 2014, the defendants filed motions to dismiss the amended complaint. The plaintiffs filed responses in opposition to the defendants' motion to dismiss on May 6, 2014, and the defendants filed reply briefs in support of their motions on May 23, 2014. The court held oral argument on June 5, 2014. The motions to dismiss are currently pending before the court. The Company cannot predict the outcome of this matter.

**Note 13. Litigation Settlements**

***Antitrust Settlements***

Numerous class action lawsuits have been filed against certain brand pharmaceutical manufacturers alleging that the manufacturer, by itself or in concert with others, took improper actions to delay or prevent generic drugs from entering the market. The Company has not been a named plaintiff in any of these class actions, but has been a member of the direct purchasers' class (i.e., those purchasers who purchase directly from these pharmaceutical manufacturers). None of the class actions has gone to trial, but some have settled in the past with the Company receiving proceeds from the settlement funds. During the fiscal years ended September 30, 2014, 2013, and 2012, the Company recognized gains of $24.4 million, $22.9 million, and $14.8 million, respectively, relating to the above-mentioned class action lawsuits. These gains, which are net of attorney fees and estimated payments due to other parties, were recorded as reductions to cost of goods sold in the Company's consolidated statements of operations.

**Note 14. Business Segment Information**

The Company is organized based upon the products and services it provides to its customers. The Company's operations are comprised the Pharmaceutical Distribution reportable segment and Other. The Pharmaceutical Distribution reportable segment consists of the AmerisourceBergen Drug Corporation ("ABDC") and AmerisourceBergen Specialty Group ("ABSG") operating segments. Other consists of the AmerisourceBergen Consulting Services ("ABCS") and World Courier Group, Inc. ("World Courier") operating segments.

Table of Contents

The Company has aggregated the operating segments of ABDC and ABSG into one reportable segment, the Pharmaceutical Distribution segment. The results of operations of the ABCS and World Courier operating segments are not significant enough to require separate reportable segment disclosure, and therefore have been included in Other for the purpose of reportable segment presentation.

The Company's ability to aggregate ABDC and ABSG into one reportable segment was based on the following:

- the objective and basic principles of ASC 280;
- the aggregation criteria as noted in ASC 280; and
- the fact that ABDC and ABSG have similar economic characteristics.

The chief operating decision maker for the Company is the President and Chief Executive Officer of the Company whose function is to allocate resources to, and assess the performance of, the ABDC and ABSG operating segments. ABDC and ABSG each have an executive who functions as an operating segment manager whose role includes reporting directly to the President and Chief Executive Officer of the Company on their respective operating segment's business activities, financial results and operating plans.

The businesses of the Pharmaceutical Distribution operating segments are similar in that they service both healthcare providers and pharmaceutical manufacturers in the pharmaceutical supply channel. The distribution of pharmaceutical drugs has historically represented more than 95% of the Company's revenues. ABDC and ABSG each operate in a high volume and low margin environment and, as a result, their economic characteristics are similar. Each operating segment warehouses and distributes products in a similar manner. Additionally, each operating segment is subject, in whole or in part, to the same extensive regulatory environment under which the pharmaceutical distribution industry operates.

ABDC distributes a comprehensive offering of brand-name and generic pharmaceuticals (including specialty pharmaceutical products), over-the-counter healthcare products, home healthcare supplies and equipment, and related services to a wide variety of healthcare providers, including acute care hospitals and health systems, independent and chain retail pharmacies, mail order pharmacies, medical clinics, long-term care and other alternate site pharmacies and other customers. ABDC also provides pharmacy management, staffing and other consulting services; scalable automated pharmacy dispensing equipment; medication and supply dispensing cabinets; and supply management software to a variety of retail and institutional healthcare providers. Additionally, ABDC delivers packaging solutions to institutional and retail healthcare providers.

ABSG, through a number of operating businesses, provides distribution and other services to physicians who specialize in a variety of disease states, especially oncology, and to other healthcare providers, including hospitals and dialysis clinics. ABSG also distributes plasma and other blood products, injectible pharmaceuticals, vaccines, and other specialty products. Additionally, ABSG provides third party logistics and outcomes research, and other services for biotechnology and other pharmaceutical manufacturers.

The Company's use of the terms "specialty" and "specialty pharmaceutical products" refers to drugs used to treat complex diseases, such as cancer, diabetes, and multiple sclerosis. Specialty pharmaceutical products are part of complex treatment regimens for serious conditions and diseases that generally require ongoing clinical monitoring. The Company believes the terms "specialty" and "specialty pharmaceutical products" are used consistently by industry participants and its competitors. However, the Company cannot be certain that other distributors of specialty products define these and other similar terms in exactly the same manner as the Company does.

Both ABDC and ABSG distribute specialty drugs to their customers, with the principal difference between these two operating segments being that ABSG operates distribution facilities that focus primarily on complex disease treatment regimens. Therefore, a product distributed from one of ABSG's distribution facilities results in revenue reported under ABSG, and a product distributed from one of ABDC's distribution centers results in revenue reported under ABDC. Essentially, all of ABSG's sales consist of specialty pharmaceutical products. ABDC sales of specialty pharmaceutical products have historically been a relatively small component of its overall revenue.

As noted above, Other consists of the ABCS and World Courier operating segments. ABCS, through a number of operating businesses, provides commercialization support services including reimbursement support programs, outcomes research, contract field staffing, patient assistance and co-pay assistance programs, adherence programs, risk mitigation services, and other market access programs to pharmaceutical and biotechnology manufacturers. World Courier, which operates in over 50 countries, is a leading global specialty transportation and logistics provider for the biopharmaceutical industry.

70

Table of Contents

The following tables illustrate reportable segment information for the periods indicated (in thousands):

| | Revenue | | |
|---|---|---|---|
| **Fiscal year ended September 30,** | **2014** | **2013** | **2012** |
| Pharmaceutical Distribution | $ 117,383,967 | $ 86,063,531 | $ 76,689,550 |
| Other | 2,449,149 | 2,087,968 | 1,575,738 |
| Intersegment eliminations | (263,989) | (192,332) | (184,482) |
| Revenue | $ 119,569,127 | $ 87,959,167 | $ 78,080,806 |

Intersegment eliminations primarily represent the elimination of certain ABCS sales to the Pharmaceutical Distribution reportable segment.

| | Operating Income | | |
|---|---|---|---|
| **Fiscal year ended September 30,** | **2014** | **2013** | **2012** |
| Pharmaceutical Distribution | $ 1,405,992 | $ 1,162,352 | $ 1,254,386 |
| Other | 150,617 | 128,074 | 97,716 |
| Total segment operating income | $ 1,556,609 | $ 1,290,426 | $ 1,352,102 |

The following table reconciles total segment operating income to income from continuing operations before income taxes (in thousands):

| | Income From Continuing Operations Before Income Taxes | | |
|---|---|---|---|
| **Fiscal year ended September 30,** | **2014** | **2013** | **2012** |
| Total segment operating income | $ 1,556,609 | $ 1,290,426 | $ 1,352,102 |
| Gains on antitrust litigation settlements | 24,436 | 22,883 | 14,813 |
| LIFO expense | (348,063) | (277,001) | (706) |
| Acquisition related intangibles amortization | (23,167) | (24,387) | (18,454) |
| Warrant expense | (422,739) | (90,055) | |
| Employee severance, litigation and other | (8,192) | (23,467) | (44,140) |
| Operating income | 778,884 | 898,399 | 1,303,615 |
| Other (income) loss | (4,360) | 44 | (5,827) |
| Interest expense, net | 76,862 | 73,897 | 92,569 |
| Loss on early retirement of debt | 32,954 | | |
| Income from continuing operations before income taxes | $ 673,428 | $ 824,458 | $ 1,216,873 |

Segment operating income is evaluated by the chief operating decision maker of the Company before gains on antitrust litigation settlements; LIFO expense; acquisition related intangibles amortization; Warrant expense; employee severance, litigation and other; other (income) loss; interest expense, net; and loss on early retirement of debt. All corporate office expenses are allocated to each operating segment.

| | Assets | |
|---|---|---|
| **At September 30,** | **2014** | **2013** |
| Pharmaceutical Distribution | $ 20,009,181 | $ 17,486,861 |
| Other | 1,523,002 | 1,431,777 |
| Total assets | $ 21,532,183 | $ 18,918,638 |

Table of Contents

| | Depreciation & Amortization | | |
|---|---|---|---|
| **Fiscal year ended September 30,** | **2014** | **2013** | **2012** |
| Pharmaceutical Distribution | $ 131,782 | $ 109,401 | $ 91,915 |
| Other | 30,340 | 28,398 | 24,006 |
| Acquisition related intangibles amortization | 23,167 | 24,387 | 18,454 |
| Total depreciation and amortization | $ 185,290 | $ 162,186 | $ 134,375 |

Depreciation and amortization includes depreciation and amortization of property and equipment and intangible assets, but excludes amortization of deferred financing costs and other debt-related items which are included in interest expense.

| | Capital Expenditures | | |
|---|---|---|---|
| **Fiscal year ended September 30,** | **2014** | **2013** | **2012** |
| Pharmaceutical Distribution | $ 222,985 | $ 170,989 | $ 85,600 |
| Other | 41,472 | 31,461 | 47,692 |
| Total capital expenditures | $ 264,457 | $ 202,450 | $ 133,292 |

**Note 15. Fair Value of Financial Instruments**

The recorded amounts of the Company's cash and cash equivalents, accounts receivable and accounts payable at September 30, 2014 and 2013 approximate fair value based upon the relatively short-term nature of these financial instruments. Within cash and cash equivalents, the Company had $400.0 million of investments in money market accounts as of September 30, 2014. The Company had no investments in money market accounts as of September 30, 2013. The fair values of the money market accounts were determined on unadjusted quoted prices in active markets for identical assets, otherwise known as Level 1 inputs. The recorded amount of long-term debt (see Note 6) and the corresponding fair value as of September 30, 2014 were $1,995.6 million and $2,056.6 million, respectively. The recorded amount of long-term debt and the corresponding fair value as of September 30, 2013 were $1,396.6 million and $1,502.0 million, respectively. The fair values of long-term debt were determined based on quoted market prices, otherwise known as Level 2 inputs.

Table of Contents

**Note 16. Quarterly Financial Information (Unaudited)**

| | Fiscal Year Ended September 30, 2014 | | | | |
|---|---|---|---|---|---|
| | First Quarter | Second Quarter | Third Quarter | Fourth Quarter | Fiscal Year |
| | (In thousands, except per share amounts) | | | | |
| Revenue | $ 29,176,362 | $ 28,455,903 | $ 30,348,154 | $ 31,588,708 | $ 119,569,127 |
| Gross profit(a) | $ 688,225 | $ 729,593 | $ 692,004 | $ 872,544 | $ 2,982,366 |
| Distribution, selling and administrative expenses, depreciation, and amortization | 408,010 | 420,835 | 434,945 | 508,761 | 1,772,551 |
| Warrant expense | 116,297 | 5,663 | 145,040 | 155,739 | 422,739 |
| Employee severance, litigation and other | 4,302 | 1,967 | 1,142 | 781 | 8,192 |
| Operating income | $ 159,616 | $ 301,128 | $ 110,877 | $ 207,263 | $ 778,884 |
| Income (loss) from continuing operations | $ 48,931 | $ 180,077 | $ (12,780) | $ 67,802 | $ 284,030 |
| Loss from discontinued operations, net of tax(b) | (7,546) | | | | (7,546) |
| Net income (loss) | $ 41,385 | $ 180,077 | $ (12,780) | $ 67,802 | $ 276,484 |
| Earnings per share from continuing operations: | | | | | |
| Basic | $ 0.21 | $ 0.78 | $ (0.06) | $ 0.30 | $ 1.25 |
| Diluted | $ 0.21 | $ 0.76 | $ (0.06) | $ 0.29 | $ 1.21 |
| Earnings per share: | | | | | |
| Basic | $ 0.18 | $ 0.78 | $ (0.06) | $ 0.30 | $ 1.22 |
| Diluted | $ 0.17 | $ 0.76 | $ (0.06) | $ 0.29 | $ 1.17 |

(a) The first, second, and third quarters of fiscal 2014 include gains of $21.0 million, $0.8 million, and $2.5 million, respectively, from antitrust litigation settlements. The first, second, third, and fourth quarters of fiscal 2014 include LIFO charges of $57.6 million, $102.8 million, $133.2 million, and $54.4 million, respectively.

(b) Includes the impact of a final purchase price working capital adjustment related to the divestiture of ABCC (see Note 3).

Table of Contents

| | Fiscal Year Ended September 30, 2013 | | | | |
|---|---|---|---|---|---|
| | First Quarter | Second Quarter | Third Quarter | Fourth Quarter | Fiscal Year |
| | (In thousands, except per share amounts) | | | | |
| Revenue | $ 21,059,811 | $ 20,523,668 | $ 21,906,648 | $ 24,469,040 | $ 87,959,167 |
| Gross profit(a) | $ 660,828 | $ 716,989 | $ 562,450 | $ 567,552 | $ 2,507,819 |
| Distribution, selling and administrative expenses, depreciation and amortization | 359,384 | 363,404 | 372,311 | 400,799 | 1,495,898 |
| Warrant expense | | 3,761 | 35,815 | 50,479 | 90,055 |
| Employee severance, litigation and other | 2,004 | (299) | 19,678 | 2,084 | 23,467 |
| Operating income | $ 299,440 | $ 350,123 | $ 134,646 | $ 114,190 | $ 898,399 |
| Income from continuing operations | $ 174,621 | $ 204,143 | $ 64,110 | $ 50,561 | $ 493,435 |
| (Loss) income from discontinued operations, net of tax(b) | (6,010) | (158,509) | 104,329 | 462 | (59,728) |
| Net income | $ 168,611 | $ 45,634 | $ 168,439 | $ 51,023 | $ 433,707 |
| Earnings per share from continuing operations: | | | | | |
| Basic | $ 0.75 | $ 0.89 | $ 0.28 | $ 0.22 | $ 2.14 |
| Diluted | $ 0.74 | $ 0.87 | $ 0.27 | $ 0.22 | $ 2.10 |
| Earnings per share: | | | | | |
| Basic | $ 0.73 | $ 0.20 | $ 0.73 | $ 0.22 | $ 1.88 |
| Diluted | $ 0.71 | $ 0.19 | $ 0.71 | $ 0.22 | $ 1.84 |

(a) The first, second, third and fourth quarters of fiscal 2013 include gains of $12.3 million, $3.5 million, $6.0 million, and $1.1 million, respectively, from antitrust litigation settlements. The first, second, third, and fourth quarters of fiscal 2013 include a LIFO charge of $1.1 million, a LIFO credit of $0.2 million, a LIFO charge of $122.1 million, and a LIFO charge of $154.0 million, respectively.

(b) Includes (loss) income from AB and ABCC, both of which were divested in May 2013 (see Note 3).

**Note 17. Subsequent Event**

***Dividend Increase***

In November 2014, the Company's board of directors increased the quarterly dividend paid on Common Stock by 23% and declared a regular quarterly cash dividend of $0.29 payable on December 1, 2014 to shareholders of record on November 17, 2014.

Table of Contents

## ITEM 9. *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE*

None.

## ITEM 9A. *CONTROLS AND PROCEDURES*

**Evaluation of Disclosure Controls and Procedures**

The Company maintains disclosure controls and procedures that are intended to ensure that information required to be disclosed in the Company's reports submitted under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. These controls and procedures also are intended to ensure that information required to be disclosed in such reports is accumulated and communicated to management to allow timely decisions regarding required disclosures.

The Company's Chief Executive Officer and Chief Financial Officer, with the participation of other members of the Company's management, have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a 15(e) and 15d 15(e) under the Exchange Act) and have concluded that the Company's disclosure controls and procedures were effective for their intended purposes as of the end of the period covered by this report.

**Changes in Internal Control over Financial Reporting**

There were no changes during the fiscal quarter ended September 30, 2014 in the Company's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, those controls.

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The management of AmerisourceBergen Corporation ("AmerisourceBergen" or the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. AmerisourceBergen's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

AmerisourceBergen's management assessed the effectiveness of AmerisourceBergen's internal control over financial reporting as of September 30, 2014. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (1992). Based on management's assessment and those criteria, management has concluded that AmerisourceBergen's internal control over financial reporting was effective as of September 30, 2014.

AmerisourceBergen's independent registered public accounting firm, Ernst & Young LLP, has issued an attestation report on the effectiveness of AmerisourceBergen's internal control over financial reporting. This report is set forth below.

Table of Contents

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Board of Directors and Stockholders of AmerisourceBergen Corporation

We have audited internal control over financial reporting of AmerisourceBergen Corporation and subsidiaries as of September 30, 2014, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission 1992 Framework (the COSO criteria). AmerisourceBergen Corporation and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, AmerisourceBergen Corporation and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of September 30, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of AmerisourceBergen Corporation and subsidiaries as of September 30, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended September 30, 2014 and our report dated November 25, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
November 25, 2014

Table of Contents

**ITEM 9B.** ***OTHER INFORMATION***

None.

**PART III**

**ITEM 10.** ***DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE***

Information appearing in our Notice of Annual Meeting of Stockholders and Proxy Statement for the 2015 Annual Meeting of stockholders (the "2015 Proxy Statement") including information under "Election of Directors," "Additional Information about the Directors, the Board and the Board Committees," "Codes of Ethics," "Audit Matters," and "Section 16 (a) Beneficial Reporting Compliance," is incorporated herein by reference. We will file the 2015 Proxy Statement with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the close of the fiscal year.

Information with respect to Executive Officers of the Company appears in Part I of this report.

We adopted a Code of Ethics for Designated Senior Officers that applies to our Chief Executive Officer, Chief Financial Officer and Corporate Controller. A copy of this Code of Ethics is filed as an exhibit to this report and is posted on our Internet website, which is *www.amerisourcebergen.com*. Any amendment to, or waiver from, any provision of this Code of Ethics will be posted on our Internet website.

**ITEM 11.** ***EXECUTIVE COMPENSATION***

Information contained in the 2015 Proxy Statement, including information appearing under "Compensation Matters" and "Executive Compensation" in the 2015 Proxy Statement, is incorporated herein by reference.

**ITEM 12.** ***SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS***

Information contained in the 2015 Proxy Statement, including information appearing under "Beneficial Ownership of Common Stock" and "Equity Compensation Plan Information" in the 2015 Proxy Statement, is incorporated herein by reference.

**ITEM 13.** ***CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE***

Information contained in the 2015 Proxy Statement, including information appearing under "Additional Information about the Directors, the Board, and the Board Committees," "Corporate Governance," "Agreements with Employees" and "Certain Transactions" in the 2015 Proxy Statement, is incorporated herein by reference.

**ITEM 14.** ***PRINCIPAL ACCOUNTANT FEES AND SERVICES***

Information contained in the 2015 Proxy Statement, including information appearing under "Audit Matters" in the 2015 Proxy Statement, is incorporated herein by reference.

Table of Contents

## PART IV

**ITEM 15.** ***EXHIBITS AND FINANCIAL STATEMENT SCHEDULES***

**(a) (1) and (2) List of Financial Statements and Schedules.**

*Financial Statements: The following consolidated financial statements are submitted in response to Item 15(a)(1):*



All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and, therefore, have been omitted.

Table of Contents

**(a) (3) List of Exhibits.***

| Exhibit Number | Description |
|---|---|
| 3.1 | Amended and Restated Certificate of Incorporation of the Registrant, as of March 4, 2010, as amended by the Certificate of Amendment dated as of February 17, 2011 and the Certificate of Amendment dated as of March 6, 2014 (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2014). |
| 3.2 | Amended and Restated Bylaws of the Registrant, as of March 6, 2014 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on March 10, 2014). |
| 4.1 | Indenture, dated as of September 14, 2005, between the Registrant and The Bank of New York Mellon (formerly known as The Bank of New York), as successor as trustee to J.P. Morgan Trust Company, National Association, as trustee, related to the Registrant's 5$^{7}/_{8}$% Senior Notes due 2015 (incorporated by reference to Exhibit 4.5 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2005). |
| 4.2 | Form of 5$^{7}/_{8}$% Senior Notes due 2015 (incorporated by reference to Exhibit 4.7 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2005). |
| 4.3 | Indenture, dated as of November 19, 2009, between the Registrant and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on November 23, 2009). |
| 4.4 | First Supplemental Indenture, dated as of November 19, 2009, between the Registrant and U.S. Bank National Association, as trustee, related to the Registrant's 4.875% Senior Notes due 2019 (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on November 23, 2009). |
| 4.5 | Form of 4.875% Senior Notes due 2019 (incorporated by reference to Exhibit A to First Supplemental Indenture, dated as of November 19, 2009, between the Registrant and U.S. Bank National Association, as trustee, related to the Registrant's 4.875% Senior Notes due 2019, which is filed as Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on November 23, 2009). |
| 4.6 | Second Supplemental Indenture, dated as of November 14, 2011, between the Registrant and U.S. Bank National Association, as trustee, related to Registrant's 3.500% Senior Notes due 2021 (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on November 14, 2011). |
| 4.7 | Form of 3.500% Senior Notes due 2021 (incorporated by reference to Exhibit A to Second Supplemental Indenture, dated as of November 14, 2011, between the Registrant and U.S. Bank National Association, as trustee, related to Registrant's 3.500% Senior Notes due 2021, which is filed as Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on November 23, 2009). |
| 4.8 | Third Supplemental Indenture, dated as of May 22, 2014, between the Registrant and U.S. Bank National Association, as trustee, related to Registrant's 1.150% Senior Notes due 2017 (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on May 22, 2014). |
| 4.9 | Form of 1.150% Senior Notes due 2017 (incorporated by reference to Exhibit A to Third Supplemental Indenture, dated as of May 22, 2014, between the Registrant and U.S. Bank National Association, as trustee, related to Registrant's 1.150% Senior Notes due 2017, which is filed as Exhibit 4.1 to the Registrant's Current Report on 8-K filed on May 22, 2014). |
| 4.10 | Fourth Supplemental Indenture, dated as of May 22, 2014, between the Registrant and U.S. Bank National Association, as trustee, related to Registrant's 3.400% Senior Notes due 2024 (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on May 22, 2014). |
| 4.11 | Form of 3.400% Senior Notes due 2024 (incorporated by reference to Exhibit A to Fourth Supplemental Indenture, dated as of May 22, 2014, between the Registrant and U.S. Bank National Association, as trustee, related to the Registrant's 3.400% Senior Notes due 2024, which is filed as Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on May 22, 2014). |
| 4.12 | Warrant No. 1A issued to Walgreens Pharmacy Strategies, LLC on March 18, 2013 (incorporated by reference to Exhibit 4.1 |

to the Registrant's Current Report on Form 8-K filed on March 20, 2013).

4.13 Warrant No. 1B issued to Alliance Boots Luxembourg S.à.r.l. on March 18, 2013 (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on March 20, 2013).

Table of Contents

| Exhibit Number | Description |
|---|---|
| 4.14 | Warrant No. 2A issued to Walgreens Pharmacy Strategies, LLC on March 18, 2013 (incorporated by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K filed on March 20, 2013). |
| 4.15 | Warrant No. 2B issued to Alliance Boots Luxembourg S.à.r.l. on March 18, 2013 (incorporated by reference to Exhibit 4.4 to the Registrant's Current Report on Form 8-K filed on March 20, 2013). |
| 10.1 | Framework Agreement, dated as of March 18, 2013, by and among AmerisourceBergen Corporation, Walgreen Co. and Alliance Boots GmbH (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 20, 2013). |
| 10.2 | Shareholders Agreement, dated as of March 18, 2013, by and among AmerisourceBergen Corporation, Walgreen Co. and Alliance Boots GmbH (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on March 20, 2013). |
| 10.3 | AmeriSource Master Pension Plan (incorporated by reference to Exhibit 10.9 to Registration Statement on Form S-1 of AmeriSource Health Corporation, Registration No. 33-27835, filed March 29, 1989). |
| 10.4 | AmerisourceBergen Drug Corporation Supplemental Retirement Plan, as amended and restated as of November 24, 2008 (incorporated by reference to Exhibit 10.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2008). |
| 10.5 | AmerisourceBergen Corporation 2001 Non-Employee Directors' Stock Option Plan, as amended as of November 9, 2005 (incorporated by reference to Exhibit 10.17 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2005). |
| 10.6 | AmerisourceBergen Corporation 2001 Restricted Stock Plan, as amended and restated as of November 12, 2008 (incorporated by reference to Exhibit 10.18 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2008). |
| 10.7 | AmerisourceBergen Corporation 2001 Deferred Compensation Plan, as amended and restated as of November 24, 2008 (incorporated by reference to Exhibit 10.19 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2008). |
| 10.8 | AmerisourceBergen Corporation Equity Incentive Plan, as amended and restated as of January 1, 2011(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on February 25, 2013). |
| 10.9 | Form of Nonqualified Stock Option Award Agreement to Employee under the AmerisourceBergen Corporation Equity Incentive Plan (incorporated by reference to Exhibit 10.10 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2013). |
| 10.10 | Form of Restricted Stock Award Agreement to Employee under the AmerisourceBergen Corporation Equity Incentive Plan (incorporated by reference to Exhibit 10.11 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2013). |
| 10.11 | Form of Restricted Stock Unit Award Agreement to Employee under the AmerisourceBergen Corporation Equity Incentive Plan (incorporated by reference to Exhibit 10.12 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2013). |
| 10.12 | Form of Performance-Based Restricted Stock Unit Award Agreement to Employee under the AmerisourceBergen Corporation Equity Incentive Plan (incorporated by reference to Exhibit 10.13 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2013). |
| 10.13 | AmerisourceBergen Corporation 2011 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2011). |

10.14 AmerisourceBergen Corporation Compensation Policy for Non-Employee Directors, as amended as of May 16, 2013 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013).

10.15 AmerisourceBergen Corporation Benefit Restoration Plan, as amended and restated as of December 1, 2013 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 5, 2013).

Table of Contents

| Exhibit Number | Description |
|---|---|
| 10.16 | AmerisourceBergen Corporation Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 10, 2014). |
| 10.17 | Form of Restricted Stock Award Agreement to Non-Employee Director under the AmerisourceBergen Corporation Omnibus Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on March 10, 2014). |
| 10.18 | Form of Restricted Stock Unit Agreement to Non-Employee Director under the AmerisourceBergen Corporation Omnibus Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on form 8-K filed on March 10, 2014). |
| 10.19 | Form of Nonqualified Stock Option Award Agreement to Employee under the AmerisourceBergen Corporation Omnibus Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on March 10, 2014). |
| 10.20 | Form of Restricted Stock Unit Agreement to Employee under the AmerisourceBergen Corporation Omnibus Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed on March 10, 2014). |
| 10.21 | Form of Performance Share Award Agreement to Employee under the AmerisourceBergen Corporation Omnibus Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed on March 10, 2014). |
| 10.22 | Employment Agreement, dated as of February 1, 2010, between the Registrant and June Barry (incorporated by reference to Exhibit 10.20 to Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2010). |
| 10.23 | Amended and Restated Employment Agreement, dated as of November 24, 2008, between the Registrant and John G. Chou (incorporated by reference to Exhibit 10.15 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2008). |
| 10.24 | Letter Agreement, dated January 7, 2009, between the Registrant and John G. Chou (incorporated by reference to Exhibit 10.16 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2008). |
| 10.25 | Second Amendment and Restatement of Employment Agreement, dated as of November 11, 2010, between the Registrant and Steven H. Collis (incorporated by reference to Exhibit 10.17 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2010). |
| 10.26 | Stock Option Award to Steven H. Collis, dated as of August 7, 2013 (incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on August 9, 2013). |
| 10.27 | Restricted Stock Award to Steven H. Collis, dated as of August 7, 2013 (incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed on August 9, 2013). |
| 10.28 | Employment Agreement, dated as of April 8, 2010, between the Registrant and James D. Frary (incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2011). |
| 10.29 | Employment Agreement, dated as of May 10, 2012, between the Registrant and Tim G. Guttman (incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2012). |
| 10.30 | Employment Agreement, dated as of November 26, 2010, between the Registrant and Peyton R. Howell (incorporated by reference to Exhibit 10.20 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2011). |
| 10.31 | Amended and Restated Employment Agreement, dated as of December 15, 2008, between the Registrant and David W. Neu (incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2011). |

10.32 Letter Agreement, dated January 7, 2009, between the Registrant and David W. Neu (incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2011).

Table of Contents

| Exhibit Number | Description |
|---|---|
| 10.33 | Receivables Sale Agreement between AmerisourceBergen Drug Corporation, as originator, and AmeriSource Receivables Financial Corporation, as buyer, dated as of July 10, 2003 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2010). |
| 10.34 | First Amendment to Receivables Sale Agreement, dated as of April 29, 2010, by and between AmeriSource Receivables Financial Corporation, as buyer, and AmerisourceBergen Drug Corporation as originator (incorporated by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K filed on May 5, 2010). |
| 10.35 | Second Amendment to Receivables Sales Agreement, dated as of April 28, 2011, between AmeriSource Receivables Financial Corporation, as buyer, and AmerisourceBergen Drug Corporation, as originator (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on May 4, 2011). |
| 10.36 | Third Amendment to Receivables Sale Agreement, dated as of October 28, 2011, between AmeriSource Receivables Financial Corporation, as buyer, and AmerisourceBergen Drug Corporation, as originator (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on October 28, 2011). |
| 10.37 | Amended and Restated Receivables Purchase Agreement, dated as of April 29, 2010, among AmeriSource Receivables Financial Corporation, as seller, AmerisourceBergen Drug Corporation, as servicer, the various purchaser groups party thereto, and Bank of America, National Association, as administrator (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed on May 5, 2010). |
| 10.38 | First Amendment to Amended and Restated Receivables Purchase Agreement, dated as of April 28, 2011, among AmeriSource Receivables Financial Corporation, as seller, AmerisourceBergen Drug Corporation, as servicer, the purchaser agents and purchasers party thereto, and Bank of America, National Association, as administrator (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 4, 2011). |
| 10.39 | Second Amendment to Amended and Restated Receivables Purchase Agreement, dated as of October 28, 2011, among AmeriSource Receivables Financial Corporation, as seller, AmerisourceBergen Drug Corporation, servicer, the purchaser agents and purchasers party thereto, and Bank of America, National Association, as administrator (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on October 28, 2011). |
| 10.40 | Third Amendment to Amended and Restated Receivables Purchase Agreement, dated as of November 16, 2012, among AmeriSource Receivables Financial Corporation, as seller, AmerisourceBergen Drug Corporation, as servicer, the purchaser agents and purchasers party thereto, and Bank of America, National Association, as administrator (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on November 21, 2012). |
| 10.41 | Fourth Amendment to Amended and Restated Receivables Purchase Agreement, dated as of January 16, 2013, among AmeriSource Receivables Financial Corporation, as 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 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on form 8-K filed on January 17, 2013). |
| 10.42 | Fifth Amendment and Restated Receivables Purchase Agreement, dated as of June 28, 2013, among AmeriSource Receivables Financial Corporation, as 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 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on July 3, 2013). |
| 10.43 | Sixth Amendment to Amended and Restated Receivables Purchase Agreement, dated as of October 7, 2013, among AmeriSource Receivables Financial Corporation, as seller, AmerisourceBergen Drug Corporation, as servicer, the purchaser agents and purchasers party thereto, Market Street Funding LLC, as assignor, PNC Bank, National Association, as assignee, and the Bank of Tokyo-Mitsubishi UFJ, LTD., New York Branch, as administrator (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on October 10, 2013). |

Table of Contents

| Exhibit Number | Description |
|---|---|
| 10.44 | Seventh Amendment to Amended and Restated Receivables Purchase Agreement, dated as of July 17, 2014, among AmeriSource Receivables Financial Corporation, as 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 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on July 22, 2014). |
| 10.45 | Amended and Restated Performance Undertaking, dated as of December 2, 2004, executed by the Registrant, as performance guarantor, in favor of AmeriSource Receivables Financial Corporation, as recipient (incorporated by reference to Exhibit 10.31 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2011). |
| 10.46 | First Amendment to Amended and Restated Performance Undertaking Agreement, dated as of April 28, 2011, executed by the Registrant, as performance guarantor (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on May 4, 2011). |
| 10.47 | Credit Agreement, dated as of March 18, 2011, among AmerisourceBergen Corporation, the borrowing subsidiaries party thereto, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent, and certain other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 24, 2011). |
| 10.48 | Amendment and Restatement Agreement, dated as of October 28, 2011, among the Registrant, the borrowing subsidiaries party thereto, the lenders party thereto, and JP Morgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on October 28, 2011). |
| 10.49 | Second Amendment and Restatement Agreement, dated as of November 20, 2012, among AmerisourceBergen Corporation, the borrowing subsidiaries party thereto, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on November 27, 2012). |
| 10.50 | Third Amendment and Restatement Agreement, dated as of July 9, 2013, among AmerisourceBergen Corporation, the borrowing subsidiaries party thereto, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on July 12, 2013). |
| 10.51 | Fourth Amendment and Restatement Agreement, dated as of August 18, 2014, among AmerisourceBergen Corporation, the borrowing subsidiaries party thereto, the financial institutions party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on August 13, 2014). |
| 10.52 | Revolving Credit Note, dated as of March 8, 2013, between AmerisourceBergen Corporation and Citizens Bank of Pennsylvania (incorporated by reference to Exhibit 10.4 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013). |
| 10.53 | First Amendment to Revolving Credit Note, dated as of April 4, 2014, between AmerisourceBergen Corporation and Citizens Bank of Pennsylvania (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2014). |
| 14 | AmerisourceBergen Corporation Code of Ethics for Designated Senior Officers (incorporated by reference to Exhibit 14 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2003). |
| 21 | Subsidiaries of the Registrant. |
| 23 | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm. |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer. |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer. |
| 32 | Section 1350 Certifications of the Chief Executive Officer and Chief Financial Officer. |

83

Table of Contents

| Exhibit Number | Description |
|---|---|
| 101 | Financial statements from the Annual Report on Form 10-K of AmerisourceBergen Corporation for the fiscal year ended September 30, 2014, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Stockholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) the Notes to Consolidated Financial Statements. |

*

Copies of the exhibits will be furnished to any security holder of the Registrant upon payment of the reasonable cost of reproduction.

Each marked exhibit is a management contract or a compensatory plan, contract or arrangement in which a director or executive officer of the Registrant participates or has participated.

Table of Contents

**SIGNATURES**

**Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.**

**AMERISOURCEBERGEN CORPORATION**

Date: November 25, 2014

By: /s/ STEVEN H. COLLIS

**Steven H. Collis**
**President, Chief Executive Officer and Director**

**Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below as of November 25, 2014 by the following persons on behalf of the Registrant and in the capacities indicated.**

| Signature | Title |
|---|---|
| /s/ STEVEN H. COLLIS<br>**Steven H. Collis** | President, Chief Executive Officer and Director<br>(Principal Executive Officer) |
| /s/ TIM G. GUTTMAN<br>**Tim G. Guttman** | Executive Vice President and Chief Financial Officer<br>(Principal Financial and Accounting Officer) |
| /s/ LAZARUS KRIKORIAN<br>**Lazarus Krikorian** | Vice President and Corporate Controller |
| /s/ RICHARD C. GOZON<br>**Richard C. Gozon** | Director and Chairman |
| /s/ DOUGLAS R. CONANT<br>**Douglas R. Conant** | Director |
| /s/ RICHARD W. GOCHNAUER<br>**Richard W. Gochnauer** | Director |
| /s/ LON R. GREENBERG<br>**Lon R. Greenberg** | Director |
| /s/ EDWARD E. HAGENLOCKER<br>**Edward E. Hagenlocker** | Director |
| /s/ JANE E. HENNEY, M.D.<br>**Jane E. Henney, M.D.** | Director |

85

Table of Contents

| Signature | Title |
|---|---|
| /s/ KATHLEEN W. HYLE | Director |
| **Kathleen W. Hyle** | |
| /s/ MICHAEL J. LONG | Director |
| **Michael J. Long** | |
| /s/ HENRY W. MCGEE | Director |
| **Henry W. McGee** | |
| /s/ GREGORY D. WASSON | Director |
| **Gregory D. Wasson** | |

Table of Contents

**AMERISOURCEBERGEN CORPORATION AND SUBSIDIARIES**
**SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS**

| Description | Balance at Beginning of Period | Additions Charged to Costs and Expenses (1) | Additions Charged to Other Accounts | Deductions-Describe (2) | Balance at End of Period |
|---|---|---|---|---|---|
| | | | (In thousands) | | |
| **Year Ended September 30, 2014** | | | | | |
| Allowance for doubtful accounts | $ 82,380 | $ 26,634 | $ | $ (19,567) | $ 89,447 |
| **Year Ended September 30, 2013** | | | | | |
| Allowance for doubtful accounts | $ 85,741 | $ 20,118 | $ | $ (23,479) | $ 82,380 |
| **Year Ended September 30, 2012** | | | | | |
| Allowance for doubtful accounts | $ 88,833 | $ 23,058 | $ | $ (26,150) | $ 85,741 |

(1) Represents the provision for doubtful accounts.

(2) Represents accounts written off during year, net of recoveries.