

Edgar Filing: MCKESSON CORP - Form PX14A6G

MCKESSON CORP  
Form PX14A6G  
July 18, 2013

U.S. Securities and Exchange Commission  
Washington, DC 20549

NOTICE OF EXEMPT SOLICITATION

1. Name of the Registrant:

MCKESSON CORPORATION

---

2. Name of the person relying on exemption:

AMALGAMATED BANK LONGVIEW FUNDS

---

3. Address of the person relying on exemption:

275 SEVENTH AVENUE, NEW YORK, NY 10001

---

4. Written materials. Attach written materials required to be submitted pursuant to Rule 14a6(g) (1):

(LOGO) AMALGAMATED BANK

(LOGO) UAW RETIREE MEDICAL BENEFITS TRUST

For Immediate Release  
July 17, 2013

Contact: Taylor Maxwell, 646-200-5330  
taylor.maxwell@berlinrosen.com

LEADING PROXY ADVISORY FIRMS ISS AND GLASS LEWIS SUPPORT  
PROPOSAL ON CLAWBACK DISCLOSURE AT JULY 31 MCKESSON  
SHAREHOLDER MEETING

New York, NY- Proxy advisory firms Institutional Shareholder Services (ISS) and Glass Lewis have announced their support for a shareholder proposal submitted by Amalgamated Bank's LongView Funds and the UAW Retiree Medical Benefits Trust asking McKesson Corporation (NYSE: MCK) to strengthen and disclose the use of the company's existing clawback policy. The proposal is designed to discourage senior executives from engaging in behavior that could cause significant financial harm to the company and its owners. The investors are sponsors of the proposal (#10) at the company's annual shareholder meeting in San Francisco on July 31.

"It's simple: Investors want to see executives' pay aligned with actual performance," said Scott Zdrazil, Director of Corporate Governance at Amalgamated Bank. "Despite repeated costly legal and regulatory settlements at McKesson, investors still don't know if there have been any repercussions for the executives in charge. If an executive's actions have caused significant financial harm to the company and its shareholders, the board should have the authority to adjust pay accordingly and shareholders should know about it."

The shareholder proposal asks the company board to both strengthen the company's clawback policy and publicly report when the clawback is applied. First, the proposal argues that the company's current policy is too weak because it limits misconduct to acts that are "intentional," irrespective of the degree of harm such misconduct may cause. Second, it submits that the existing policy sets too high a standard under which clawbacks may be

## Edgar Filing: MCKESSON CORP - Form PX14A6G

applied, noting that the current standard would not cover fraud, theft and embezzlement as long as the errant executive does not steal enough money to materially harm the corporation. Finally, the proposal asks the company to disclose when a clawback policy is applied, which the proponents note is important for investors' confidence in the board's commitment to deter fraud and promote an ethical culture.

McKesson has paid over \$1 billion in recent years to settle various regulatory and legal disputes but has not publicly disclosed any application of a clawback policy.

"Clawbacks are a simple concept that says, 'If you didn't earn it, you should return it,'" added Zdrazil. "In the wake of costly settlements, we think it's crucial for McKesson to have a strong policy that signals to executives and shareholders alike that future costly settlements will have consequences and corporate assets will be recovered."

"We believe effective clawback policies help companies mitigate regulatory and legal risks by defining expectations for ethical behavior and consequences for misconduct," added Meredith Miller, Chief Corporate Governance Officer for the UAW Retiree Medical Benefits Trust.

Amalgamated Bank's LongView Funds and the UAW Trust collectively hold 150,999 shares of McKesson Corp.

### ABOUT AMALMGAMATED BANK

Established in 1923 by the Amalgamated Clothing Workers of America, Amalgamated Bank continues the progressive traditions of its founders as the largest majority union-owned bank in the United States. The bank's corporate divisions include Retail Banking, Amalgamated Capital<sup>TM</sup>, Investment Management, Commercial Banking, and Commercial Real Estate Finance. Amalgamated has 24 retail branches including 20 in New York City as well as branches in: Las Vegas, Nevada; Lyndhurst, New Jersey; Pasadena, California, and Washington, D.C. Amalgamated Bank's LongView Funds manage about \$10 billion in assets for various institutional investors, primarily employee benefit funds. The Bank works to enhance shareholder value through corporate governance reforms at portfolio companies. Visit [www.amalgamatedbank.com](http://www.amalgamatedbank.com).

### ABOUT THE UAW RETIREE MEDICAL BENEFITS TRUST

The \$52.4 billion UAW Retiree Medical Benefits Trust is the largest non-governmental payor of retiree health care benefits in the United States, providing health care benefits to over 800,000 UAW retirees and dependents.