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AMERISOURCEBERGEN CORP

Form S-8 POS

November 06, 2002

As Filed with the Securities and Exchange Commission on November 6, 2002

Registration No.: 333-69254

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST EFFECTIVE AMENDMENT NO. 2
TO
FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

AMERISOURCEBERGEN CORPORATION
(Exact Name of Registrant as Specified in Charter)

DELAWARE 23-3079390
(State or Other Jurisdiction of (I.R.S. Employer Identification Number)
Incorporation or Organization)

1300 Morris Drive, Suite 100
Chesterbrook, Pennsylvania 19087-5594
(610) 727-7000
(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

AMERISOURCE HEALTH CORPORATION 2001 NON-EMPLOYEE DIRECTORS'
STOCK OPTION PLAN
BERGEN BRUNSWIG CORPORATION 1999 NON-EMPLOYEE DIRECTORS' STOCK
PLAN

(Full title of the plan)

William D. Sprague, Esquire
AmerisourceBergen Corporation
1300 Morris Drive, Suite 100
Chesterbrook, PA 19087-5594
(Name and address of agent for service)

(610) 727-7000
(Telephone number, including area code, of agent for service)

EXPLANATORY NOTE

Upon its effectiveness on September 10, 2001, this Registration Statement of AmerisourceBergen Corporation (the "Registrant") on Form S-8, Registration No. 333-69254 (the "Registration Statement"), covered 225,000 shares of common stock of the Registrant, par value \$.01 per share ("Common Stock"), related to options granted or to be granted under the AmeriSource Health Corporation 2001 Non-Employee Directors' Stock Option Plan (the "AmeriSource Plan") and 277,500 shares of Common Stock related to options

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granted or to be granted under the Bergen Brunswig Corporation 1999 Non-Employee Directors' Plan (the "Bergen Plan" and together with the AmeriSource Plan, the "Pre-Existing Plans").

In connection with the approval and adoption by the Registrant of an option plan titled the AmerisourceBergen Corporation 2001 Non-Employee Directors' Stock Option Plan (the "Stock Option Plan"), all shares remaining available for grants of awards under the Pre-Existing Plans are now available for grants under the Stock Option Plan. No further options to purchase shares of Common Stock will hereafter be granted under the Pre-Existing Plans.

By this Post Effective Amendment No. 2 to Registration Statement No. 333-69254, the Registrant hereby deregisters 323,660 shares of Common Stock covered by the Registration Statement which have not been granted under the Pre-Existing Plans and because of the termination of further grants under the Pre-Existing Plans, will never be issued. These deregistered shares represent all of the shares remaining available for awards under the Pre-Existing Plans as of the effective date of the Stock Option Plan registration statement. Shares granted under the Pre-Existing Plans will remain available for issuance subject to the terms of the applicable Pre-Existing Plan and this Registration Statement will remain in effect until no further shares are available to be issued under the Pre-Existing Plans.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, and in accordance with Rule 478(a) (4) under the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chesterbrook, Pennsylvania, on November 6, 2002.

AMERISOURCEBERGEN CORPORATION

By: /s/ R. David Yost

Name: R. David Yost

Title: Chief Executive Officer