

AMERISOURCEBERGEN CORP  
Form 8-K/A  
May 19, 2011

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

**FORM 8-K/A  
(Amendment No. 1)**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 17, 2011**

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

<b>Delaware</b> (State or other Jurisdiction of Incorporation)	<b>1-16671</b> (Commission File Number)	<b>23-3079390</b> (IRS Employer Identification No.)
--	--	--

<b>1300 Morris Drive</b> <b>Chesterbrook, PA</b> (Address of Principal Executive Offices)	<b>19087</b> (Zip Code)
---	----------------------------

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

**N/A**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### **Explanatory Note**

This Form 8-K/A is being filed as an amendment ( Amendment No. 1 ) to the Current Report on Form 8-K filed by AmerisourceBergen Corporation (the Registrant ) with the Securities and Exchange Commission on February 22, 2011 (the Original Filing ). The sole purpose of this Amendment No. 1 is to disclose the Registrant's decision regarding how frequently it will conduct stockholder advisory votes on executive compensation. No other changes have been made to the Original Filing.

#### **Item 5.07(d). Submission of Matters to a Vote of Security Holders.**

At the Registrant's 2011 Annual Meeting of Stockholders, the Registrant's stockholders voted on, among other matters, a proposal regarding the frequency of future stockholder advisory votes on the compensation of the Registrant's named executive officers or future say-on-pay votes. As previously reported by the Registrant, a majority of the votes cast on the frequency proposal were cast in favor of holding an annual say-on-pay vote.

In consideration of the stockholder vote at the 2011 Annual Meeting of Stockholders on the frequency proposal, at a meeting held on May 13, 2011, the Registrant's Board of Directors decided that the Registrant will hold an advisory say-on-pay vote every year in connection with its annual meeting of stockholders. Accordingly, the Registrant will include an advisory say-on-pay vote every year in its future proxy materials until the next stockholder vote on the frequency of say-on-pay votes, which will be no later than the Registrant's annual meeting of stockholders in 2017.

SIGNATURES

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

AMERISOURCEBERGEN CORPORATION

Date: May 19, 2011

By: /s/ Michael D. DiCandilo

Name: Michael D. DiCandilo

Title: Executive Vice President and Chief Financial Officer