

MCKESSON CORP  
Form POS AM  
August 03, 2005

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

As filed with the Securities and Exchange Commission on August 3, 2005

Registration No. 333-50985

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**McKesson Corporation  
McKesson Financing Trust II  
McKesson Financing Trust III  
McKesson Financing Trust IV**

(Exact name of registrant  
as specified in its charter)

**Delaware  
Delaware  
Delaware  
Delaware**

(State or other jurisdiction  
of incorporation or organization)

**95-3207296  
95-6723899  
95-6723900  
95-6723902**

(I.R.S. Employer Identification No.)

**McKesson Plaza  
One Post Street  
San Francisco, California 94104  
(415) 983-8300**

(Address, including zip code, and telephone number,  
including area  
code, of registrant's principal executive offices)

**Ivan D. Meyerson  
Executive Vice President, General Counsel  
and Secretary  
McKesson Corporation  
McKesson Plaza, One Post Street  
San Francisco, California 94104  
(415) 983-8300**

(Name, address, including zip code, and telephone  
number,  
including area code, of agent for service)

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*Copy to:*

**Gregg A. Noel, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP**

**300 South Grand Avenue  
Los Angeles, California 90071  
(213) 687-5000**

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Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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### **DEREGISTRATION OF SECURITIES**

On April 24, 1998, McKesson Corporation, McKesson Financing Trust II, McKesson Financing Trust III and McKesson Financing Trust IV (collectively, the Registrants ) filed a registration statement on Form S-3 (File No. 333-50985), as amended and supplemented to date (the Registration Statement ), to register an indeterminate number or amount of debt securities, warrants, series preferred stock, depositary shares, common stock, stock purchase contracts and stock purchase units of McKesson Corporation and preferred securities of McKesson Financing Trust II, McKesson Financing Trust III and McKesson Financing Trust IV, having an aggregate initial offering price not to exceed \$750,000,000 (collectively, the Securities ) to be offered from time to time. The Registration Statement was declared effective on June 30, 1998. Pursuant to the Registration Statement, McKesson Corporation offered and sold \$400,000,000 aggregate dollar amount of debt securities.

This Post-Effective Amendment No. 1 is being filed in accordance with the Registrants undertaking set forth in Part II, Item 17(a)(3) of the Registration Statement. The Registrants do not intend to offer additional Securities under the Registration Statement and, therefore, are filing this Post-Effective Amendment No. 1 to the Registration Statement to terminate the Registration Statement and to deregister the \$350,000,000 aggregate dollar amount of Securities that remain unissued as of such termination.

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 16. Exhibits.**

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
24	Power of Attorney

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, McKesson Corporation has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on the 3rd day of August, 2005.

McKESSON CORPORATION

By: /s/ Ivan D. Meyerson  
 Ivan D. Meyerson  
 Executive Vice President, General  
 Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	
John H. Hammergren * _____	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	
Jeffrey C. Campbell * _____	Vice President and Controller (Principal Accounting Officer)	
Nigel A. Rees * _____		
Wayne A. Budd * _____	Director	
Alton F. Irby III * _____	Director	
M. Christine Jacobs * _____	Director	
Marie L. Knowles * _____	Director	
David M. Lawrence, M.D. * _____	Director	
Robert W. Matschullat _____	Director	



<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> * James V. Napier *	Director	
<hr/> Jane E. Shaw *	Director	
<hr/> Richard F. Syron *By: /s/ Ivan D. Meyerson <hr/> Ivan D. Meyerson <i>Attorney-in-fact</i>	Director	August 3, 2005

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, McKesson Financing Trust II, McKesson Financing Trust III and McKesson Financing Trust IV has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on the 3rd day of August, 2005.

McKESSON FINANCING TRUST II

By: McKesson Corporation, Sponsor

By: /s/ Ivan D. Meyerson

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Ivan D. Meyerson

Executive Vice President, General  
Counsel and Secretary

McKESSON FINANCING TRUST III

By: McKesson Corporation, Sponsor

By: /s/ Ivan D. Meyerson

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Ivan D. Meyerson

Executive Vice President, General  
Counsel and Secretary

McKESSON FINANCING TRUST IV

By: McKesson Corporation, Sponsor

By: /s/ Ivan D. Meyerson

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Ivan D. Meyerson

Executive Vice President, General  
Counsel and Secretary

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**EXHIBIT INDEX**

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