

MCKESSON HBOC INC
Form SC 13D/A
July 27, 2001

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

MCKESSON HBOC, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title of Class of Securities)

58155Q103
(CUSIP Number)

ATTN: RICHARD SHERMAN
THE DAVID GEFKEN COMPANY
10 UNIVERSAL CITY PLAZA
27TH FLOOR
UNIVERSAL CITY, CA 91608
TEL. NO: (818) 733-6300
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

JULY 23, 2001
(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or 4, check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the

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Notes).

SCHEDULE 13D

CUSIP No. 58155Q103

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David Geffen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

	7	SOLE VOTING POWER	
NUMBER OF			11,200,000
SHARES			
BENEFICIALLY OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING			--
PERSON			
WITH			
	9	SOLE DISPOSITIVE POWER	
			11,200,000
	10	SHARED DISPOSITIVE POWER	
			--

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,200,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.9%

14 TYPE OF REPORTING PERSON

IN

3

This Amendment No. 1 ("Amendment No. 1") to Schedule 13D is filed by the undersigned to amend and supplement the Schedule 13D filed on February 16, 2000 (the "Original 13D") relating to the common stock, par value \$.01 per share (the "Common Stock"), of McKesson HBOC, Inc., a Delaware corporation (the "Company"). Unless otherwise indicated, all capitalized terms shall have the same meaning as provided in the Original 13D.

Item 1. SECURITY AND ISSUER.

No change.

Item 2. IDENTITY AND BACKGROUND.

No change.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

No change.

Item 4. PURPOSE OF TRANSACTION.

No change.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety as follows:

(a) Pursuant to Rule 13d-5 of the Exchange Act of 1934, as amended, Mr. Geffen may be deemed to beneficially own 11,200,000 shares of Common Stock, constituting approximately 3.9% (based on the Company's having 284,801,980 issued and outstanding shares of Common Stock as of April 30, 2001, as reported in the Company's Annual Report on Form 10-K for the year ended March 31, 2001) of the outstanding shares of Common Stock.

(b) Mr. Geffen has the sole power to vote or direct the vote and the sole power to dispose or direct such disposition of the shares of Common Stock reported in Item 5(a) above.

(c) During the last sixty (60) days, Mr. Geffen sold shares of Common Stock as follows:

DATE	NUMBER OF SHARES	SALES PRICE PER SHARE
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6/08/01	100,000	\$35.2500
6/08/01	100,000	35.5000
6/21/01	100,000	36.5000
6/25/01	38,900	37.0000
6/27/01	45,800	37.0000
6/28/01	15,300	37.0000
7/23/01	100,000	38.0000

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7/25/01	100,000	38.5000
7/25/01	100,000	39.0000

All of such sales were made on the open market.

(d) No person other than the Reporting Person is known to have the right or the power to direct the receipt of dividends from, or the proceeds from the sale of any securities owned by the Reporting Person.

(e) As of December 18, 2000, the Reporting Person ceased to be the beneficial owner of more than 5% of the shares of Common Stock of the Company.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

No change.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

No change.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of July 26, 2001

/s/ David Geffen

David Geffen