

MCKESSON CORP  
Form S-8  
November 14, 2002

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As filed with the Securities and Exchange Commission on November 14, 2002

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

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REGISTRATION STATEMENT  
*under*  
*the Securities Act of 1933*

McKESSON CORPORATION  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

94-3207296  
(I.R.S. employer  
identification number)

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)

McKesson Corporation 2000 Employee Stock Purchase Plan  
McKesson Corporation 1999 Stock Option and Restricted Stock Plan  
McKesson Corporation 1994 UK Sharesave Scheme  
(Full Titles of the Plans)

Ivan D. Meyerson  
Senior Vice President, General Counsel and Corporate Secretary  
McKesson Corporation  
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:*  
Kristina Veaco  
Assistant General Counsel and Assistant Secretary  
McKesson Corporation  
One Post Street  
San Francisco, California 94104  
(415) 983-8300

**CALCULATION OF REGISTRATION FEE**

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| Title of Each Class of Securities to be Registered  | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------|---|---|----------------------------|
| Common Stock, par value \$0.01 per share, to be issued under the 1999 Stock Option and Restricted Stock Plan and 1994 UK Sharesave Scheme | 12,850,000(3)              | \$ 29.25(2)                               | \$375,862,500(2)                          | \$34,579.35                |
| Common Stock, par value \$0.01 per share, to be issued under the 2000 Employee Stock Purchase Plan  | 5,000,000(4)               | \$ 24.63(5)                               | \$123,150,000(5)                          | \$11,329.80                |
| Total   | 17,850,000                 | N/A                                       | \$499,012,500                             | \$45,909.15                |
| Rights to Purchase Series A Junior Participating Preferred Stock of McKesson Corporation(6)   | 19,425,000(7)              | N/A                                       | N/A                                       | N/A                        |

(1) Plus such additional number of shares of Common Stock and associated rights to purchase Series A Junior Participating Preferred Stock of McKesson Corporation ( Series A Preferred Stock ) as may be issuable pursuant to the antidilution provisions of the above-referenced stock option plans and stock purchase plans, in accordance with Rule 416(a).

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act and based on the average of the high and low prices for the Common Stock on November 8, 2002, as reported on the New York Stock Exchange.(3) 45,200,000 shares are reserved for sale under the 1999 Stock Option and Restricted Stock Plan, 12,500,000 of which are being registered hereby, and 424,000 shares are reserved for sale under the

1994 UK  
Sharesave  
Scheme,  
350,000 of  
which are

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being registered hereby.

(4) 6,100,000 shares are reserved for sale under the 2000 Employee Stock Purchase Plan, 5,000,000 of which are being registered hereby.(5) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The proposed maximum offering price per share is based on the product of the closing price of the Common Stock on November 8, 2002, as reported on the New York Stock Exchange, and 85%, which is the percentage of the fair market value applicable to purchases under the 2000 Employee Stock Purchase Plan.(6) Associated with the common stock are rights to

purchase  
Series A  
Preferred  
Stock that  
will not be  
exercisable or  
evidenced  
separately  
from the  
Common  
Stock prior to  
the  
occurrence of  
certain  
events. No  
separate  
consideration  
will be  
received by  
the Company  
for the initial  
issuance of  
the rights to  
purchase the  
Series A  
Preferred  
Stock.(7) Includes  
8,925,000  
rights  
associated  
with the  
common  
stock being  
registered  
hereby, and  
10,500,000  
rights  
associated  
with  
21,000,000  
shares of  
common  
stock reserved  
for sale under  
the 1999  
Stock Option  
and Restricted  
Stock Plan  
and  
previously  
registered  
under  
registration  
statements  
incorporated  
herein by  
reference.

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**Explanatory Note**

Pursuant to a registration statement on Form S-8 (File No. 333-70501) filed with the Securities and Exchange Commission (the Commission) on January 12, 1999, McKesson Corporation, a Delaware corporation (the Company), registered a total of 1,100,000 shares of its common stock, par value \$.01 per share (the Common Stock), reserved for sale under the Company's 2000 Employee Stock Purchase Plan (formerly known as the McKesson HBOC, Inc. 1998 Employee Stock Purchase Plan) (as amended, the 2000 ESPP). On August 26, 1999, the Company filed a registration statement on Form S-8 (File No. 333-85965) with the Commission to register an additional 5,000,000 shares of Common Stock reserved for sale under the 2000 ESPP. On July 31, 2002, the stockholders of the Company approved certain amendments to the 2000 ESPP, pursuant to which the number of shares of Common Stock reserved for sale thereunder was increased by 5,000,000 shares. This Registration Statement registers the additional 5,000,000 shares of Common Stock reserved for sale under the 2000 ESPP.

Pursuant to a registration statement on Form S-8 (File No. 333-30226) filed with the Commission on February 11, 2000, the Company registered a total of 11,700,000 shares of Common Stock reserved for sale pursuant to the Company's 1999 Stock Option and Restricted Stock Plan (as amended, the 1999 Plan). The Company filed three registration statements on Form S-8 to register an aggregate of 21,000,000 additional shares of Common Stock reserved for sale under the 1999 Plan. Such registration statements were filed with the Commission on June 23, 2000 (File No. 333-39954), June 13, 2001 (File No. 333-62870) and August 13, 2001 (File No. 333-67378). On July 31, 2002, the Company approved an amendment to the 1999 Plan, pursuant to which the number of shares of Common Stock reserved for sale thereunder was increased by 12,500,000 shares. This Registration Statement registers the additional 12,500,000 shares of Common Stock reserved for sale under the 1999 Plan.

Pursuant to a registration statement on Form S-8 (File No. 333-70501) filed with the Commission on January 12, 1999, the Company registered a total of 74,000 shares of Common Stock reserved for sale pursuant to the HBO & Company 1994 UK Sharesave Scheme (as amended, the UK Plan), which the Company assumed in connection with the merger of a Company subsidiary into HBO & Company in January 1999. On October 25, 2002, the Company approved an amendment to the UK Plan, pursuant to which the number of shares of Common Stock reserved for sale thereunder was increased by 350,000 shares. This Registration Statement registers the additional 350,000 shares of Common Stock reserved for sale under the UK Plan.

The information required in the Section 10(a) prospectus for each of the plans referenced above is included in documents being maintained and delivered by the Company as required by Rule 428 under the Securities Act of 1933, as amended.

**PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8, THIS REGISTRATION STATEMENT ON FORM S-8 INCORPORATES BY REFERENCE THE CONTENTS OF THE REGISTRATION STATEMENTS ON FORM S-8 FILED BY THE COMPANY ON JANUARY 12, 1999, AUGUST 26, 1999, FEBRUARY 11, 2000, JUNE 23, 2000, JUNE 13, 2001 AND AUGUST 13, 2001, AS REFERENCED ABOVE (FILE NOS. 333-70501, 333-85965, 333-30226, 333-39954, 333-62870 AND 333-67378).**

**PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

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| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 5.1                | Opinion of Ivan D. Meyerson, Senior Vice President, General Counsel and Corporate Secretary of the Company. |
| 23.1               | Consent of Ivan D. Meyerson (included in Exhibit 5.1).  |
| 23.2               | Consent of Deloitte & Touche LLP.   |
| 24.1               | Power of Attorney (2000 Employee Stock Option Plan).  |
| 24.2               | Power of Attorney (1999 Stock Option and Restricted Stock Plan).  |
| 24.3               | Power of Attorney (1994 UK Sharesave Scheme).   |

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SIGNATURES

Pursuant to the requirements of 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on the 14th day of November, 2002.

McKesson Corporation

By: /s/ Ivan D. Meyerson

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Name: Ivan D. Meyerson  
 Title: Senior Vice President, General Counsel and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>               | <u>Title</u>   |
|--------------------------------|--|
| *<br><hr/> John H. Hammergren  | President and<br>Chief Executive Officer and Director<br>(Principal Executive Officer) |
| *<br><hr/> William R. Graber   | Senior Vice President and<br>Chief Financial Officer<br>(Principal Financial Officer)  |
| *<br><hr/> Nigel A. Rees       | Vice President and Controller<br>(Principal Accounting Officer)                        |
| *<br><hr/> Tully M. Friedman   | Director   |
| *<br><hr/> Alton F. Irby III   | Director   |
| *<br><hr/> M. Christine Jacobs | Director   |
| *<br><hr/> Marie L. Knowles    | Director   |
| *<br><hr/> James V. Napier     | Director   |

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Director

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Carl E. Reichardt

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| <u>Signature</u>                     | <u>Title</u>      |
|--------------------------------------|-------------------|
| *                                    | Director          |
| <hr/>                                |                   |
| Jane E. Shaw                         |                   |
| *                                    | Director          |
| <hr/>                                |                   |
| Richard F. Syron                     |                   |
| *By:                                 | November 14, 2002 |
| /s/ Ivan D. Meyerson                 |                   |
| <hr/>                                |                   |
| Ivan D. Meyerson<br>Attorney-in-fact |                   |

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