

AMERISOURCEBERGEN CORP
Form 8-K
May 05, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 29, 2010

AmerisourceBergen Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-16671

23-3079390

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**1300 Morris Drive
Chesterbrook, PA**

19087

(Address of principal executive offices)

(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))
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Item 1.01. Entry into a Material Definitive Agreement.

On April 29, 2010, AmerisourceBergen Corporation (the Registrant) renewed its \$700 million accounts receivables securitization facility for an additional term of one year. In connection with the renewal, subsidiaries of the Registrant entered into (i) the Amended and Restated Receivables Purchase Agreement, dated as of April 29, 2010 (the RPA), among Amerisource Receivables Financial Corporation (ARFC), as seller, AmerisourceBergen Drug Corporation (ABDC), as initial servicer, various purchaser groups, and Bank of America, National Association, as administrator and (ii) the First Amendment to Receivables Sale Agreement, dated as of April 29, 2010 (the Amendment), between ARFC, as buyer, and ABDC, as originator. The Registrant serves as the performance guarantor of ABDC's obligations as originator and servicer under the securitization facility. The securitization facility is available to provide additional liquidity and funding for the ongoing business needs of the Registrant and its subsidiaries.

The securitization facility is based on the accounts receivables originated by ABDC for the sale of pharmaceuticals and other related services. Pursuant to the Receivables Sale Agreement, dated as of July 10, 2003, as amended, ABDC sells its accounts receivables to ARFC. Pursuant to the RPA, ARFC may sell interests in the accounts receivables purchased from ABDC to the various purchaser groups party to the securitization facility, paying interest on amounts outstanding under the facility. Bank of America, National Association, serves as the administrator of the securitization facility. The securitization facility currently has a base limit of \$700 million, with an option to increase the commitments of the participating banks, subject to their approval, by an additional \$250 million for seasonal needs during the December and March quarters. The securitization facility will now expire on April 28, 2011.

The RPA and the Amendment are filed as Exhibit 99.1 and Exhibit 99.2, respectively, to this report and are incorporated herein by reference.

Item 2.03. Creation of Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth in Item 1.01 above is hereby incorporated by reference under this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Amended and Restated Receivables Purchase Agreement, dated as of April 29, 2010, among Amerisource Receivables Financial Corporation, as Seller, AmerisourceBergen Drug Corporation, as initial Servicer, various purchaser groups, and Bank of America, National Association, as Administrator.

99.2 First Amendment to Receivables Sale Agreement, dated as of April 29, 2010, by and between Amerisource Receivables Financial Corporation, as Buyer, and AmerisourceBergen Drug Corporation as Originator.

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 5, 2010

By: /s/ Michael D. DiCandilo

Name: Michael D. DiCandilo

Title: Executive Vice President
and Chief Financial Officer

EXHIBIT INDEX

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