

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Rosenstein Barry</u> <hr/> (Last) (First) (Middle) <u>C/O JANA PARTNERS LLC</u> <u>767 FIFTH AVENUE, 8TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10153</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Walgreens Boots Alliance, Inc. [ WBA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share ("Common Stock")	02/16/2016		S		120,600	D	\$77.07	12,179,400	I	See footnote <sup>(1)</sup>
Common Stock	02/16/2016		S		557,207	D	\$76.69	11,622,193	I	See footnote <sup>(1)</sup>
Common Stock	02/16/2016		S		166,100	D	\$76.77	11,456,093	I	See footnote <sup>(1)</sup>
Common Stock	02/17/2016		S		456,093	D	\$77.47	11,000,000	I	See footnote <sup>(1)</sup>
Common Stock	02/18/2016		S		55,900	D	\$76.88	10,944,100	I	See footnote <sup>(1)</sup>
Common Stock	02/18/2016		S		365,000	D	\$76.82	10,579,100	I	See footnote <sup>(1)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Rosenstein Barry  


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 (Last) (First) (Middle)  
C/O JANA PARTNERS LLC  
767 FIFTH AVENUE, 8TH FLOOR  


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 (Street)  
NEW YORK NY 10153  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
JANA PARTNERS LLC  


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 (Last) (First) (Middle)

767 FIFTH AVENUE, 8TH FLOOR

(Street)

NEW YORK

NY

10153

(City)

(State)

(Zip)

**Explanation of Responses:**

1. JANA Partners LLC ("JANA") is a private money management firm which beneficially owns the securities reported herein through various accounts under its management and control. Barry Rosenstein is the Managing Partner of JANA. JANA and Barry Rosenstein disclaim any beneficial ownership of any of the Issuer's securities reported herein except to the extent of their pecuniary interest therein.

**Remarks:**

JANA may be deemed to be a director by virtue of the fact that Barry Rosenstein, Managing Partner of JANA, currently serves on the board of directors of the Issuer.

[/s/ Barry Rosenstein](#) [02/18/2016](#)

[/s/ JANA Partners LLC by  
Jennifer Fanjiang, General  
Counsel](#) [02/18/2016](#)

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**