

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Walgreens Boots Alliance, Inc.</u>  (Last) (First) (Middle) 108 WILMOT ROAD  (Street) DEERFIELD IL 60015  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERISOURCEBERGEN CORP [ ABC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/03/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	08/03/2023		s <sup>(1)</sup>		1,320,858	D	\$189.271	31,769,546 <sup>(8)</sup>	I	See footnotes <sup>(8)</sup> (10)

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						Title
Forward sale contract (obligation to sell)	(2)(3)(4)(5)(6)	08/03/2023		J/K <sup>(2)</sup>		262,500		(2)(3)(4)(5)(6)	(2)(3)(4)(5)(6)	Common Stock	262,500	(2)	262,500	I	See footnotes <sup>(8)</sup> (9)(10)
Forward sale contract (obligation to sell)	(2)(3)(4)(5)(6)	08/03/2023		J/K <sup>(2)</sup>		525,000		(2)(3)(4)(5)(6)	(2)(3)(4)(5)(6)	Common Stock	525,000	(2)	525,000	I	See footnotes <sup>(8)</sup> (9)(10)
Forward sale contract (obligation to sell)	(2)(3)(4)(5)(6)	08/03/2023		J/K <sup>(2)</sup>		525,000		(2)(3)(4)(5)(6)	(2)(3)(4)(5)(6)	Common Stock	525,000	(2)	525,000	I	See footnotes <sup>(8)</sup> (9)(10)
Forward sale contract (obligation to sell)	(2)(3)(4)(5)(6)	08/03/2023		J/K <sup>(2)</sup>		525,000		(2)(3)(4)(5)(6)	(2)(3)(4)(5)(6)	Common Stock	525,000	(2)	525,000	I	See footnotes <sup>(8)</sup> (9)(10)
Forward sale contract (obligation to sell)	(2)(3)(4)(5)(6)	08/03/2023		J/K <sup>(2)</sup>		525,000		(2)(3)(4)(5)(6)	(2)(3)(4)(5)(6)	Common Stock	525,000	(2)	525,000	I	See footnotes <sup>(8)</sup> (9)(10)
Forward sale contract (obligation to sell)	(2)(3)(4)(5)(6)	08/03/2023		J/K <sup>(2)</sup>		1,050,000		(2)(3)(4)(5)(6)	(2)(3)(4)(5)(6)	Common Stock	1,050,000	(2)	1,050,000	I	See footnotes <sup>(8)</sup> (9)(10)
Forward sale contract (obligation to sell)	(2)(3)(4)(5)(6)	08/03/2023		J/K <sup>(2)</sup>		1,312,500		(2)(3)(4)(5)(6)	(2)(3)(4)(5)(6)	Common Stock	1,312,500	(2)	1,312,500	I	See footnotes <sup>(8)</sup> (9)(10)
Forward sale contract (obligation to sell)	(2)(3)(4)(5)(7)	08/03/2023		J <sup>(2)</sup>		525,000		(2)(3)(4)(5)(7)	(2)(3)(4)(5)(7)	Common Stock	525,000	(2)	525,000	I	See footnotes <sup>(8)</sup> (9)(10)
Forward sale contract	(2)(3)(4)(5)(7)	08/03/2023		J/K <sup>(2)</sup>		525,000		(2)(3)(4)(5)(7)	(2)(3)(4)(5)(7)	Common Stock	525,000	(2)	525,000	I	See footnotes <sup>(8)</sup> (9)(10)

**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						Title
(obligation to sell)															
Forward sale contract (obligation to sell)	(2)(3)(4)(5)(7)	08/03/2023		J/K <sup>(2)</sup>		1,575,000		(2)(3)(4)(5)(7)	(2)(3)(4)(5)(7)	Common Stock	1,575,000	(2)	1,575,000	I	See footnotes <sup>(8)(9)(10)</sup>
Forward sale contract (obligation to sell)	(2)(3)(4)(5)(7)	08/03/2023		J/K <sup>(2)</sup>		2,625,000		(2)(3)(4)(5)(7)	(2)(3)(4)(5)(7)	Common Stock	2,625,000	(2)	2,625,000	I	See footnotes <sup>(8)(9)(10)</sup>

1. Name and Address of Reporting Person\*

[Walgreens Boots Alliance, Inc.](#)

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(Last) (First) (Middle)

108 WILMOT ROAD

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(Street)

DEERFIELD IL 60015

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(City) (State) (Zip)

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1. Name and Address of Reporting Person\*

[Walgreens Boots Alliance Holdings LLC](#)

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(Last) (First) (Middle)

C/O 108 WILMOT ROAD

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(Street)

DEERFIELD IL 60015

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(City) (State) (Zip)

**Explanation of Responses:**

- Represents a sale in a private transaction to the Issuer by WBA Holdings.
- On August 3, 2023, Walgreens Boots Alliance Holdings LLC ("Counterparty"), an indirect wholly owned subsidiary of Walgreens Boots Alliance, Inc. (the "Reporting Person"), entered into variable pre-paid forward sale contracts (the "Contracts") with eight unaffiliated financial institutions. The Contracts obligate Counterparty to deliver to the financial institutions in the aggregate up to 10,500,000 shares of common stock ("Common Stock") of AmerisourceBergen Corporation (or, at Counterparty's election, an equivalent amount of cash based on the volume-weighted average price of the Common Stock) over a valuation period and may entitle Counterparty to an additional cash payment in respect of each valuation date of the Contracts. In exchange for assuming these obligations, Counterparty received cash payments from the financial institutions in an aggregate amount of approximately \$1.6 billion on or about the date of entering into the Contracts.
- [continued from FN (2)] Counterparty also pledged 10,500,000 shares of Common Stock (the "Pledged Shares") in the aggregate to the financial institutions or their affiliates to secure its obligations under the Contracts and retained certain dividend and voting rights on the Pledged Shares. In respect of each valuation date under the Contracts, the aggregate number of shares of Common Stock to be delivered to the financial institutions or cash to be delivered to (or by) the financial institutions is to be determined as follows: Counterparty may, at its election, subject to certain conditions (1) be obligated to deliver to the financial institutions the full number of shares to which such valuation date relates and will receive an additional cash payment determined as follows:
- [continued from FN (3)] (a) if the volume-weighted average price of the Common Stock on such valuation date (the "Reference Price") is less than or equal to \$168.4512 (the "Floor Price"), the additional cash payment would be zero, (b) if the Reference Price is greater than the Floor Price but less than or equal to \$217.6617 (the "Cap Price"), the additional cash payment would equal the number of shares of Common Stock to which such valuation date relates multiplied by the excess of the Reference Price over the Floor Price and (c) if the Reference Price is greater than the Cap Price, the additional cash payment would equal the number of shares of Common Stock to which such valuation date relates multiplied by the excess of the Cap Price over the Floor Price. Alternatively, (2) Counterparty may elect, subject to certain conditions, to not receive any additional cash payment and be obligated to deliver to the financial institutions in the aggregate a number of shares of Common Stock
- [continued from FN (4)] (or the cash value thereof at the Reference Price) determined as follows: (a) if the Reference Price is less than or equal to the Floor Price, the full number of shares to which such valuation date relates, (b) if the Reference Price is greater than the Floor Price but less than or equal to the Cap Price, a number of shares of Common Stock having a value (based on the Reference Price) equal to the number of shares of Common Stock to which such valuation date relates multiplied by the Floor Price and (c) if the Reference Price is greater than the Cap Price, a number of shares of Common Stock having a value (based on the Reference Price) equal to the number of shares of Common Stock to which such valuation date relates multiplied by the sum of the Floor Price and the excess of the Reference Price over the Cap Price.
- The Contracts are scheduled to mature evenly over a series of 30 valuation dates from September 2, 2025 to October 13, 2025, inclusive.
- The Contracts are scheduled to mature evenly over a series of 30 valuation dates from March 2, 2026 to April 13, 2026, inclusive.
- As previously disclosed, including in the Schedule 13D filed by Walgreen Co. ("Walgreens") and others on April 15, 2014, as amended on January 16, 2015, January 25, 2016, March 22, 2016, August 25, 2016, November 14, 2016, January 6, 2021, June 3, 2021, May 12, 2022, August 4, 2022, November 9, 2022, December 12, 2022, May 15, 2023, June 20, 2023 and August 7, 2023, the Form 8-K filed by the Issuer on March 20, 2013, the Form 8-K filed by Walgreens on March 20, 2013, the Form 8-K filed by the Reporting Person on June 4, 2021 and the Form 8-K filed by the Issuer on June 2, 2021, the shares referenced in this Form 4 were acquired in accordance with the Framework Agreement, dated as of March 18, 2013 among Walgreens, Alliance Boots GmbH and the Issuer (the "Framework Agreement").
- These Contracts are held by Counterparty.
- As described in the Schedule 13D, as amended, WBA Investments, Inc., a direct wholly-owned subsidiary of the Reporting Person and the sole member of Counterparty, may also be deemed to beneficially own the securities reported in this Form 4.

**Remarks:**

/s/ Joseph B. Amsbary, Senior  
Vice President and Corporate      08/07/2023  
Secretary of Reporting Person  
/s/ Joseph B. Amsbary, Senior  
Vice President and Secretary of      08/07/2023  
Counterparty.

\*\* 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.