

DRUGSTORE COM INC
Form SC 13D/A
June 03, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

drugstore.com, inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

262241102

(CUSIP Number)

Amazon.com, Inc.

Attention: General Counsel

410 Terry Avenue North
Seattle, Washington 98109-5210
(206) 266-1000

Copy to:

Ronald O. Mueller
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 3, 2011
(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(e), Rule 13d-1(f) or Rule 13d-1(g), 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-7(b), for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 8 Pages)

* 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 the disclosures provided in a prior cover page.

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The information required in 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 Notes*).

CUSIP No. 262241102

13D

Page 2 of 8 Pages

1 NAMES OF REPORTING PERSONS

Amazon.com, Inc. 91-1646860

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable.

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

-0-(1)

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-(1)

10 SHARED DISPOSITIVE POWER

WITH

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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-0-(1)

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

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

0.0%

14 TYPE OF REPORTING PERSON

CO

(1) Shares of the issuer were previously held of record by Amazon.com NV Investment Holdings LLC, a wholly owned subsidiary of Amazon.com, Inc.

ITEM 1. SECURITY AND ISSUER.

This Amendment No. 4 to Schedule 13D is being filed to report the disposition of 12,963,339 shares of common stock, \$0.0001 par value per share (the Common Stock) of drugstore.com, inc., a Delaware corporation (drugstore.com or the issuer) beneficially owned by Amazon.com, Inc. (Amazon.com) pursuant to the Agreement and Plan of Merger by and among drugstore.com, Walgreen Co., a Delaware corporation (Walgreen), and Dover Subsidiary, Inc., a Delaware corporation and wholly-owned subsidiary of Walgreen (Dover), dated March 23, 2011 (the Merger Agreement). This Amendment No. 4 supplements and amends the Schedule 13D originally filed with the Securities and Exchange Commission (the Commission) relating to the Common Stock on February 10, 2000 (the Original Filing), as amended by Amendment No. 1 to Schedule 13D filed with the Commission on August 16, 2000 (the First Amended Filing), Amendment No. 2 to Schedule 13D filed with the Commission on August 30, 2002 (the Second Amended Filing), and Amendment No. 3 to Schedule 13D filed with the Commission on July 23, 2010. The principal executive and business office of drugstore.com is located at 411 108th Avenue NE, Suite 1400, Bellevue, Washington 98004.

ITEM 2. IDENTITY AND BACKGROUND.

This Amendment No. 4 to Schedule 13D is filed by Amazon.com, a Delaware corporation, whose principal business is online retail merchandising. The address of Amazon.com's principal business office is 410 Terry Avenue North, Seattle, Washington 98109-5210.

The information contained in Item 2 relating to the directors and executive officers of Amazon.com is hereby amended as set forth in Exhibit 99.1 to this Amendment No. 4 to Schedule 13D.

During the last five years, neither Amazon.com nor, to the best knowledge of Amazon.com, any person named in Exhibit 99.1 has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which it, he or she is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Each person named in Exhibit 99.1 is a citizen of the United States of America, with the exception of Mr. Monié, who is a citizen of France, and Mr. Piacentini, who is a citizen of Italy.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is hereby amended and restated to read in its entirety as follows:

On June 3, 2011, at the effective time of the merger of Dover with and into drugstore.com with drugstore.com surviving as a wholly-owned subsidiary of Walgreen (the Merger) pursuant to the Merger Agreement, each issued and outstanding share of Common Stock was converted into the right to receive \$3.80 in cash, without interest. As a result of the Merger Amazon.com, who beneficially owned 12,963,339 shares of Common Stock prior to the Merger, no longer owns any shares of Common Stock.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

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

(a) As of the effective time of the Merger, all shares of Common Stock were converted into the right to receive \$3.80 in cash, without interest. Accordingly, as of the date of this Amendment No. 4 to Schedule 13D, Amazon.com beneficially owns 0 shares of Common Stock.

(b) Not applicable.

(c) On June 3, 2011, as of the effective time of the Merger, the 12,963,339 shares of Common Stock that Amazon.com beneficially owned prior to the Merger were converted into the right to receive, per share, \$3.80 in cash, without interest.

(d) Not applicable.

(e) June 3, 2011.

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

The information contained in Item 6 of the Second Amended Filing is hereby amended as follows:

As of the effective time of the Merger, the Fifth Amended and Restated Voting Agreement terminated and is of no further force or effect. The Investors' Rights Agreement was previously terminated.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

| Exhibit Number | Description |
|---------------------------|---|
| 99.1 | Information Regarding Amazon.com's Directors and Executive Officers |

SIGNATURE

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: June 3, 2011

AMAZON.COM, INC.

/s/ Shelley Reynolds

By: Shelley Reynolds

Title: Vice President, Worldwide Controller

(Principal Accounting Officer)

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| 99.1 | Information Regarding Amazon.com's Directors and Executive Officers |

EXHIBIT 99.1**Amazon.com Directors:**

| Name | Present Principal Occupation or Employment | Business Address | Shares of drugstore.com Common Stock Beneficially Owned |
|------------------------|---|--|--|
| Jeffrey P. Bezos | President, Chief Executive Officer and Chairman of the Board, Amazon.com, Inc. | Amazon.com, Inc. 410 Terry Avenue North Seattle, WA 98109-5210 | -0- |
| Tom A. Alberg | Managing Director, Madrona Venture Group, LLC | Madrona Venture Group 1000 Second Avenue, Suite 3700 Seattle, WA 98104 | -0- |
| John Seely Brown | Visiting Scholar and Advisor to the Provost, University of Southern California | 1110 Waverley Street Palo Alto, CA 94301 | -0- |
| William B. Gordon | Partner, Kleiner Perkins Caufield & Byers | Kleiner Perkins Caufield & Byers 2750 Sand Hill Road Menlo Park, CA 94025 | -0- |
| Alain Monié | Chief Executive Officer, APRIL Pte. Ltd. | APRIL Management Pte Ltd. 80 Raffles Place #50-01 UOB Plaza 1 Singapore 048624 | -0- |
| Jonathan J. Rubinstein | Senior Vice President and General Manager, Palm Global Business Unit, Hewlett-Packard Company | HP/Palm 950 W. Maude Ave. Sunnyvale, CA 94085 | -0- |
| Thomas O. Ryder | Retired, Former Chairman, Reader's Digest Association, Inc. | 59 Grove Street, Suite 1G New Canaan, CT 06840 | -0- |
| Patricia Q. Stonesifer | Chair, Board of Regents, Smithsonian Institution | 1661 Harbor Avenue SW Seattle, WA 98126 | -0- |

Amazon.com Executive Officers:

| Name | Present Principal Occupation and Business Address* | Shares of drugstore.com Common Stock Beneficially Owned |
|-------------------------|--|--|
| Jeffrey P. Bezos | President, Chief Executive Officer and Chairman of the Board | -0- |
| Jeffrey M. Blackburn | Senior Vice President, Business Development | -0- |
| Sebastian J. Gunningham | Senior Vice President, Seller Services | -0- |
| Andrew R. Jassy | Senior Vice President, Web Services | -0- |
| Steven Kessel | Senior Vice President, Worldwide Digital Media | -0- |
| Marc A. Onetto | Senior Vice President, Worldwide Operations | -0- |
| Diego Piacentini | Senior Vice President, International Retail | -0- |
| Shelley L. Reynolds | Vice President, Worldwide Controller, and Principal Accounting Officer | -0- |
| Thomas J. Szkutak | Senior Vice President and Chief Financial Officer | -0- |
| H. Brian Valentine | Senior Vice President, Ecommerce Platform | -0- |
| Jeffrey A. Wilke | Senior Vice President, North America Retail | -0- |
| L. Michelle Wilson | Senior Vice President, General Counsel, and Secretary | -0- |

* The present principal occupation of all executive officers of Amazon.com is with Amazon.com. The business address of all executive officers is Amazon.com, Inc., 410 Terry Avenue North, Seattle, Washington 98109-5210.