

CARDINAL HEALTH INC
Form S-8
August 13, 2015

As filed with the United States Securities and Exchange Commission on August 13, 2015
Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CARDINAL HEALTH, INC.
(Exact name of registrant as specified in its charter)
Ohio
(State or other jurisdiction of
incorporation or organization)
7000 Cardinal Place
Dublin, Ohio 43017
(Address of Principal Executive Offices) (Zip Code)

31-0958666
(I.R.S. Employer
Identification No.)

Cardinal Health Deferred Compensation Plan
Cardinal Health 401(k) Savings Plan
Cardinal Health 401(k) Savings Plan for Employees of Puerto Rico
(Full title of the plans)

Stephen T. Falk
Executive Vice President, General Counsel and Corporate Secretary
Cardinal Health, Inc.
7000 Cardinal Place
Dublin, Ohio 43017
(614) 757-5000
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title 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 shares, without par value | 3,075,000 | \$84.57(2) | \$260,052,750(2) | \$30,218.13 |
| Deferred compensation obligations (3) | \$30,000,000 | 100%(4) | \$30,000,000(4) | \$3,486.00 |

(1) Pursuant to Rule 416 under the Securities Act of 1933 (the "Securities Act"), this registration statement also covers such additional common shares, without par value ("common shares"), of Cardinal Health, Inc. (the "Company") as may become issuable pursuant to the anti-dilution provisions of the Cardinal Health Deferred Compensation Plan (the "DCP"), the Cardinal Health 401(k) Savings Plan (the "401(k) Plan") and the Cardinal Health 401(k) Savings Plan for Employees of Puerto Rico (the "Puerto Rico 401(k) Plan") or as may otherwise be attributable to such common shares as a result of a stock split, stock dividend or similar transaction. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the 401(k) Plan and the Puerto Rico 401(k) Plan.

(2) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of the common shares on the New York Stock Exchange on August 7, 2015, within five business days prior to filing.

(3) The deferred compensation obligations are unsecured obligations of the Company to pay deferred compensation in the future in accordance with the DCP.

(4) Estimated solely for calculating the amount of the registration fee pursuant to paragraph (h) of Rule 457 of the General Rules and Regulations under the Securities Act.

Statement Regarding Registration of Additional Securities Pursuant to General Instruction E

The Company has prepared this registration statement in accordance with the requirements of Form S-8 under the Securities Act to increase (i) by 50,000 the number of common shares registered under the DCP; (ii) by 3,000,000 the number of common shares registered under the 401(k) Plan; (iii) by 25,000 the number of common shares registered under the Puerto Rico 401(k) Plan; and (iv) by \$30,000,000 the deferred compensation obligations under the DCP.

This registration statement incorporates by reference the contents of the Company's Form S-8 registration statement, Registration No. 333-164736 filed with the Securities and Exchange Commission ("Commission") on February 5, 2010, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this registration statement.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), and, in accordance therewith, files reports, proxy statements and other information with the Commission. The following documents previously filed by the Company with the Commission are incorporated by reference:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2015 filed with the Commission on August 13, 2015;
- (b) The Company's Current Reports on Form 8-K filed with the Commission on July 1, 2015 and August 6, 2015;
- (c) The Annual Reports on Form 11-K for the year ended December 31, 2014 filed with the Commission on June 25, 2015 with respect to the 401(k) and Puerto Rico 401(k) Plans; and
- (d) The description of the common shares contained in the Company's Registration Statement on Form 8-A dated August 19, 1994, pursuant to Section 12 of the Exchange Act, and all amendments and reports filed for the purpose of updating such description, including the Current Report on Form 8-K filed on August 10, 2012.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act, subsequent to the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this registration statement.

Item 6. Indemnification of Directors and Officers.

Section 1701.13(E) of the Ohio Revised Code (the "Ohio Code") sets forth conditions and limitations governing the indemnification of directors, officers and certain other persons. In general, the Ohio Code authorizes Ohio corporations to indemnify directors, officers and certain other persons from liability if the director, officer or certain other person acted in good faith and in a manner reasonably believed by the director, officer or certain other person to be in or not opposed to the best interests of the corporation, and, with respect to any criminal actions, if the director, officer or certain other person had no reasonable cause to believe his conduct was unlawful. In the case of an action by or on behalf of a corporation, indemnification may not be made (i) if the person seeking indemnification is adjudged

liable for negligence or misconduct, unless an appropriate court determines such person is fairly and reasonably entitled to indemnification, or (ii) if liability asserted against such person concerns certain unlawful dividends, distributions and other payments. Section 1701.13(E) provides that to the extent a director, officer or certain other person has been successful on the merits or otherwise in defense of any such action, suit or proceeding, such individual shall be indemnified against expenses reasonably incurred in connection therewith. The indemnification authorized under Ohio law is not exclusive and is in addition to any other rights granted to officers and directors under the articles of incorporation or code of regulations of the corporation or any agreement with directors, officers and certain other persons. A corporation may purchase and maintain insurance or furnish similar protection on behalf of any director, officer or certain other person against any liability asserted against him and incurred by him in his capacity, or arising out of the status, as a director, officer or certain other person, whether or not the corporation would have the power to indemnify him against such liability under the Ohio Code.

Article 5 of the Company's Restated Code of Regulations, as amended (the "Code of Regulations") contains certain indemnification provisions adopted pursuant to authority contained in Section 1701.13(E) of the Ohio Code. The Code of Regulations provides that the

Company shall, to the fullest extent authorized by law, including but not limited to the laws of the State of Ohio, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, or employee of the Company, or is or was serving at the written request of the Company as a director, trustee, officer, employee, member, or manager of another corporation, domestic or foreign, nonprofit or for profit, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. No amendment, termination, or repeal of Article 5, nor, to the fullest extent permitted by law, any modification of law, shall adversely affect or impair in any way the rights to be indemnified or to advancement of expenses pursuant to Article 5 with respect to any actions, omissions, transactions or facts occurring prior to the final adoption of such amendment, modification, termination or repeal. The Company has also entered into indemnification contracts with certain of its directors and executive officers which have terms similar to the indemnification provisions set forth in the Code of Regulations.

The Company maintains a directors' and officers' insurance policy that insures the officers and directors of the Company from claims arising out of an alleged wrongful act by such persons in their respective capacities as officers and directors of the Company.

Item 8. Exhibits.

| Exhibit Number | Description of Exhibit |
|----------------|--|
| 4.1 | Amended and Restated Articles of Incorporation of the Company, as amended (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, File No. 1-11373) |
| 4.2 | Cardinal Health, Inc. Restated Code of Regulations, as amended (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on July 1, 2015, File No. 1-11373) |
| 4.3 | Specimen Certificate for Common Shares of Cardinal Health, Inc. (incorporated by reference to Exhibit 4.01 to Cardinal Health's Annual Report on Form 10-K for the fiscal year ended June 30, 2001, File No. 1-11373) |
| 4.4 | Cardinal Health Deferred Compensation Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.6.5 to the Company's Annual Report on Form 10-K for the year ended June 30, 2008, File No. 1-11373) |
| 4.5 | First Amendment to the Cardinal Health Deferred Compensation Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, File No. 1-11373) |
| 4.6 | Second Amendment to the Cardinal Health Deferred Compensation Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, File No. 1-11373) |
| 4.7 | Third Amendment to the Cardinal Health Deferred Compensation Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, File No. 1-11373) |
| 4.8 | Fourth Amendment to the Cardinal Health Deferred Compensation Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, File No. 1-11373) |
| 4.9 | Fifth Amendment to the Cardinal Health Deferred Compensation Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, File No. 1-11373) |
| 4.10 | Cardinal Health 401(k) Savings Plan, as amended and restated effective as of January 1, 2011 (incorporated by reference to Exhibit 4.9 to the Company's Registration Statement on Form S-8) |

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filed on August 22, 2012, File No. 333-183471)

- 4.11 First Amendment to the Cardinal Health 401(k) Savings Plan, as amended and restated effective as of January 1, 2011 (incorporated by reference to Exhibit 4.10 to the Company's Registration Statement on Form S-8 filed on August 22, 2012, File No. 333-183471)
 - 4.12 Second Amendment to the Cardinal Health 401(k) Savings Plan, as amended and restated effective as of January 1, 2011
 - 4.13 Third Amendment to the Cardinal Health 401(k) Savings Plan, as amended and restated effective as of January 1, 2011
 - 4.14 Fourth Amendment to the Cardinal Health 401(k) Savings Plan, as amended and restated effective as of January 1, 2011
 - 4.15 Fifth Amendment to the Cardinal Health 401(k) Savings Plan, as amended and restated effective as of January 1, 2011
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- 4.16 Cardinal Health 401(k) Savings Plan for Employees of Puerto Rico, as amended and restated effective as of January 1, 2011
- 4.17 First Amendment to the Cardinal Health 401(k) Savings Plan for Employees of Puerto Rico, as amended and restated effective as of January 1, 2011
- 4.18 Second Amendment to the Cardinal Health 401(k) Savings Plan for Employees of Puerto Rico, as amended and restated effective as of January 1, 2011
- 4.19 Third Amendment to the Cardinal Health 401(k) Savings Plan for Employees of Puerto Rico, as amended and restated effective as of January 1, 2011
- 5.1 Opinion of Counsel
- 23.1 Consent of Independent Registered Public Accounting Firm
- 23.2 Consent of Counsel (included in Exhibit 5.1)
- 24.1 Power of Attorney (included in the signature page to this registration statement)

The Company will submit or has submitted the 401(k) Plan and any amendments thereto and the Puerto Rico 401(k) Plan and any amendments thereto to the U.S. Internal Revenue Service (the "IRS") and the Commonwealth of Puerto Rico's Department of the Treasury (the "Treasury"), respectively, in a timely manner and has made or will make all changes required by the IRS or the Treasury in order to qualify the plans under Section 401 of the U.S. Internal Revenue Code of 1986, as amended, or Section 1081.01 of the Internal Revenue Code for a new Puerto Rico (2011), as amended.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Dublin, State of Ohio, on August 13, 2015.

CARDINAL HEALTH, INC.

By: /s/ George S. Barrett
George S. Barrett
Chairman and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stephen T. Falk or Michael C. Kaufmann and each of them, severally, as his/her attorney-in-fact and agent, with full power of substitution and re-substitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto any such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that any such attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the indicated capacities and on August 13, 2015.

| Signature | Title |
|--|---|
| /s/ George S. Barrett George S. Barrett | Chairman and Chief Executive Officer and Director (principal executive officer) |
| /s/ Michael C. Kaufmann Michael C. Kaufmann | Chief Financial Officer (principal financial officer) |
| /s/ Stuart G. Laws Stuart G. Laws | Senior Vice President and Chief Accounting Officer (principal accounting officer) |
| /s/ David J. Anderson David J. Anderson | Director |
| /s/ Colleen F. Arnold Colleen F. Arnold | Director |
| /s/ Carrie S. Cox Carrie S. Cox | Director |
| /s/ Calvin Darden Calvin Darden | Director |

/s/ Bruce L. Downey
Bruce L. Downey

Director

/s/ Patricia A. Hemingway Hall
Patricia A. Hemingway Hall

Director

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