

CARDINAL HEALTH INC
Form DEFA14A
May 08, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a 101)

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, For Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☒ Soliciting Material Pursuant to §240.14a-12

Cardinal Health, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies: "

(2) Aggregate number of securities to which transaction applies: "

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): "

(4) Proposed maximum aggregate value of transaction: "

(5) Total fee paid: "

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On May 8, 2009, Cardinal Health, Inc. (the Company) filed a Preliminary Proxy Statement for a Special Meeting of Shareholders to be held on or about June 23, 2009, which contains a proposal to be submitted to the Company's shareholders to approve a stock option exchange program for employees other than the Company's directors, named executive officers and former employees (the Proposed Option Exchange Program). In connection with the Proposed Option Exchange Program, the Company is providing the following documents:

A) an Email to eligible employees dated May 8, 2009, regarding the Proposed Option Exchange Program; and

B) a Q&A for employees regarding the Proposed Option Exchange Program, initially distributed May 8, 2009.

The Proposed Option Exchange Program has not yet commenced. The Company will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (SEC) upon the commencement of the Proposed Option Exchange Program. Persons who are eligible to participate in the Proposed Option Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Proposed Option Exchange Program.

In connection with the proposal to be voted on by the Company's shareholders to approve the Proposed Option Exchange Program, the Company has filed a preliminary proxy statement with the SEC and intends to file other relevant materials with the SEC, including a definitive proxy statement. The Company's shareholders are urged to read such materials as and when they become available and before making any voting decision regarding the Proposed Option Exchange Program, because they will contain important information about the proposal to be voted on by shareholders with respect to the Proposed Option Exchange Program.

The Company's shareholders and option holders will be able to obtain the written materials described above and other documents filed by the Company with the SEC free of charge from the SEC's website at www.sec.gov. In addition, shareholders and option holders may obtain free copies of the documents filed by the Company with the SEC on the Company's website at the investor page on www.cardinalhealth.com.

- Exhibit A Email to eligible employees dated May 8, 2009, regarding the Proposed Option Exchange Program (incorporated by reference from Exhibit 99.2 to the Tender Offer Statement filed by the Company on May 8, 2009).
- Exhibit B Q&A for employees regarding the Proposed Option Exchange Program, initially distributed May 8, 2009 (incorporated by reference from Exhibit 99.3 to the Tender Offer Statement filed by the Company on May 8, 2009).