

MCKESSON CORP
Form S-8 POS
April 30, 2012

As filed with the Securities and Exchange Commission on April 30, 2012

Registration No. 333 140422

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT

under the
SECURITIES ACT OF 1933

McKESSON CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

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(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification No.)

One Post Street

San Francisco, California 94104

(Address, Including Zip Code, of Principal Executive Offices)

Per-Se Technologies, Inc. 2006 Long-Term Incentive Plan

Per-Se Technologies, Inc. Deferred Stock Unit Plan

(Full Title of the Plan)

Laureen E. Seeger

Executive Vice President, General Counsel

and Chief Compliance Officer

McKesson Corporation

One Post Street

San Francisco, California 94104

(415) 983-8300

(Name, Address and Telephone Number, Including

Area Code, of Agent For Service)

Copies to:

John G. Saia

McKesson Corporation

One Post Street

Andrew D. Thorpe

Morrison & Foerster LLP

425 Market Street

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San Francisco, California 94104

San Francisco, California 94105

(415) 983-8300

(415) 268-7000

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.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

EXPLANATORY NOTE

This Post-Effective Amendment (this Post Effective Amendment) relates to the Registration Statement of McKesson Corporation, a Delaware corporation (the Company) on Form S-8 (File No. 333-140422) filed with the Securities and Exchange Commission on February 2, 2007, which registered 70,855 shares of the Company s Common Stock, \$0.01 par value per share, issuable pursuant to the Per-Se Technologies, Inc. 2006 Long-Term Incentive Plan, and 28,342 shares of the Company s Common Stock issuable pursuant to the Per-Se Technologies, Inc. Deferred Stock Unit Plan (the Registration Statement).

The Company has terminated the offering of its securities pursuant to the Registration Statement. Accordingly, the Company is filing this Post-Effective Amendment No. 1 in accordance with the undertakings of the Company in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering.

The Company hereby removes from registration any and all securities registered but unsold under the Registration Statement as of the date hereof.

Item 8. Exhibits

Unless otherwise indicated below as being incorporated herein by reference to another filing with the Commission, each of the following exhibits is filed herewith:

| Exhibit Number | Description of Document |
|-----------------------|--------------------------------|
| 24.1 | Power of Attorney. |

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Francisco, California on April 30, 2012.

MCKESSON CORPORATION

By: /s/ Lauren E. Seeger
Lauren E. Seeger
Executive Vice President,

General Counsel and Chief Compliance Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated below on April 30, 2012.

| Signature | Title |
|--------------------------------------|--|
| * John H. Hammergren | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) |
| * Jeffrey C. Campbell | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| * Nigel A. Rees | Vice President and Controller (Principal Accounting Officer) |
| * Andy D. Bryant | Director |
| * Wayne A. Budd | Director |
| * Alton F. Irby III | Director |
| * M. Christine Jacobs | Director |
| * Marie L. Knowles | Director |
| * David. M. Lawrence, M.D. | Director |
| * Edward A. Mueller | Director |
| * Jane E. Shaw | Director |

*By: /s/ Lauren E. Seeger
Lauren E. Seeger,
as Attorney-in-fact