

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1994-10-24**  
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### SUBJECT COMPANY

#### **MCKESSON CORP /DE/**

CIK: **816768** | IRS No.: **943040479** | State of Incorporation: **DE** | Fiscal Year End: **0331**  
Type: **SC 14D1/A** | Act: **34** | File No.: **005-39285** | Film No.: **94554755**  
SIC: **5122** Drugs, proprietaries & druggists' sundries

Business Address  
*MCKESSON PLZ ONE POST  
ST  
SAN FRANCISCO CA 94104  
4159838300*

### FILED BY

#### **LILLY ELI & CO ET AL**

CIK: **59478** | IRS No.: **350470950** | State of Incorporation: **IN** | Fiscal Year End: **1231**  
Type: **SC 14D1/A**  
SIC: **2834** Pharmaceutical preparations

Mailing Address  
*LILLY CORPORATE CENTER  
DROP CODE 1112  
INDIANAPOLIS IN 46285*

Business Address  
*LILLY CORPORATE CTR  
DROP CODE 1112  
INDIANAPOLIS IN 46285  
3172762000*

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 14D-1

TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D) (1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 8)

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MCKESSON CORPORATION  
(NAME OF SUBJECT COMPANY)

ECO ACQUISITION CORPORATION  
A WHOLLY OWNED SUBSIDIARY OF  
ELI LILLY AND COMPANY  
(BIDDERS)

COMMON STOCK, \$2.00 PAR VALUE PER SHARE 581556 10 7  
(INCLUDING THE ASSOCIATED RIGHTS) (CUSIP NUMBER OF CLASS OF SECURITIES)  
(TITLE OF CLASS OF SECURITIES)

J.B. KING, ESQ.  
VICE PRESIDENT AND GENERAL COUNSEL  
ELI LILLY AND COMPANY  
LILLY CORPORATE CENTER  
INDIANAPOLIS, INDIANA 46285  
(317) 276-2000  
(NAMES, ADDRESSES AND TELEPHONE NUMBERS OF PERSONS AUTHORIZED  
TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDER)

WITH A COPY TO:

BERNARD E. KURY, ESQ.  
DEWEY BALLANTINE  
1301 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10019  
(212) 259-7400

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This Amendment No. 8 to the Schedule 14D-1 relates to a tender offer by ECO Acquisition Corporation (the "Purchaser"), a Delaware corporation and a wholly owned subsidiary of Eli Lilly and Company, an Indiana corporation ("Parent"), to purchase all outstanding shares of common stock, par value \$2.00 per share and the associated Rights (as defined in the Offer to Purchase) (collectively, the "Shares"), of McKesson Corporation (the "Company"), a Delaware corporation, at a purchase price of \$76.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 15, 1994 (the "Offer to Purchase"), and the related Letter of Transmittal (which together constitute the "Offer"), copies of which were attached as Exhibits (a) (1) and (a) (2), respectively, to the Schedule 14D-1 filed with the Securities and Exchange Commission on July 15, 1994 as amended by Amendment Nos. 1, 2, 3, 4, 5, 6 and 7 thereto dated July 27, 1994, August 10, 1994, September 7, 1994, September 21, 1994, October 11, 1994, October 13, 1994 and October 14, 1994, respectively (collectively, the "Schedule 14D-1"). The purpose of this Amendment No. 8 is to amend and supplement Items 10 and 11 of the Schedule 14D-1 as described below.

ITEM 10. ADDITIONAL INFORMATION TO BE FURNISHED.

Reference is made to the press release issued by Parent on October 24, 1994, a copy of which is filed as Exhibit (a) (26) to the Schedule 14D-1 and is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a) (26) --Form of press release issued by Parent on October 24, 1994.

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SIGNATURE

AFTER DUE INQUIRY AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, EACH OF THE UNDERSIGNED CERTIFIES THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

Eli Lilly and Company

/s/ James M. Cornelius

By: \_\_\_\_\_

Name: James M. Cornelius

Title: Vice President, Finance  
and Chief Financial Officer

ECO Acquisition Corporation

/s/ Charles E. Schalliol

By: \_\_\_\_\_

Name: Charles E. Schalliol

Title: President

Dated: October 24, 1994

October 24, 1994  
For Release Immediately  
Refer to (317) 276-3655

LILLY EXTENDS MCKESSON TENDER OFFER

Eli Lilly and Company (NYSE:LLY) announced today that it is extending its offer to purchase all outstanding shares of common stock of McKesson Corporation for \$76.00 per share in cash until 5:00 p.m., New York City time, on Monday, November 7, 1994.

The terms of the extended offer are identical to the terms of the original offer announced on July 11, 1994. Therefore, in addition to Lilly's offer of \$76.00 per share in cash, McKesson Corporation will, immediately prior to the consummation of the tender offer, distribute to its stockholders one share of common stock of a newly formed McKesson corporation for each share held in the old McKesson Corporation.

Lilly said that its discussions with the Federal Trade Commission were continuing. The mandatory waiting period under the Hart-Scott-Rodino Antitrust Improvements Act is now scheduled to expire on Thursday, October 27, 1994. It is possible that Lilly could agree to a further extension of the waiting period. For this reason, as well as to permit McKesson time to complete the distribution of stock of the newly formed McKesson corporation to its stockholders, it is possible that Lilly's tender offer will be further extended.

As of Friday, October 21, 1994, approximately 15,184,000 shares of McKesson common stock had been tendered.

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