

SECURITIES AND EXCHANGE COMMISSION

FORM S-8 POS

Post-effective amendment to a S-8 registration statement

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FILER

MCKESSON CORP

CIK:[927653](#) | IRS No.: [943207296](#) | State of Incorporation: **DE** | Fiscal Year End: **0331**
Type: **S-8 POS** | Act: **33** | File No.: [333-71917](#) | Film No.: **12796203**
SIC: **5122** Drugs, proprietaries & druggists' sundries

Mailing Address

ONE POST ST
SAN FRANCISCO CA 94104

Business Address

ONE POST ST
MCKESSON PLAZA
SAN FRANCISCO CA 94104
4159838300

**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)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

94-3207296
(I.R.S. Employer
Identification No.)

**One Post Street
San Francisco, California 94104**
(Address, Including Zip Code, of Principal Executive Offices)

McKesson HBOC, Inc. 1999 Executive Stock Purchase 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
San Francisco, California 94104

Andrew D. Thorpe
Morrison & Foerster LLP
425 Market Street
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. 333-71917) filed with the Securities and Exchange Commission on February 5, 1999, which registered 700,000 shares of the Company’s Common Stock, \$0.01 par value per share, issuable pursuant to the McKesson HBOC, Inc. 1999 Executive Stock Purchase 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:

<u>Exhibit Number</u>	<u>Description of Document</u>
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

Laureen 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.

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

*By: /s/ Lauren E. Seeger

Laureen E. Seeger,
as Attorney-in-fact

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned directors and officers of McKesson Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Laureen E. Seeger and Willie C. Bogan such undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such undersigned and in his or her name, place and stead, in any and all capacities, to sign: (i) registration statements on Form S-8 relating to (a) the Company's Deferred Compensation Administration Plan III and (b) the Company's Supplemental Profit-Sharing Investment Plan II; (ii) a post-effective amendment to the registration statement on Form S-8 (File No. 333-140422) initially filed with the Securities and Exchange Commission on February 2, 2007; (iii) a post-effective amendment to the registration statement on Form S-8 (File No. 333-71917) initially filed with the Securities and Exchange Commission on February 5, 1999; and (iv) any and all amendments (including post-effective amendments) to such registration statements and post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

/s/ Andy D. Bryant

Andy D. Bryant, Director

/s/ Wayne A. Budd

Wayne A. Budd, Esq., Director

/s/ Jeffrey C. Campbell

Jeffrey C. Campbell, Executive Vice President
and Chief Financial Officer
(Principal Financial Officer)

/s/ John H. Hammergren

John H. Hammergren, Chairman of the Board,
President and Chief Executive Officer
(Principal Executive Officer)

/s/ Alton F. Irby III

Alton F. Irby III, Director

/s/ M. Christine Jacobs

M. Christine Jacobs, Director

/s/ Marie L. Knowles

Marie L. Knowles, Director

/s/ David M. Lawrence

David M. Lawrence, M.D., Director

/s/ Edward A. Mueller

Edward A. Mueller, Director

/s/ Nigel A. Rees

Nigel A. Rees, Vice President and Controller
(Principal Accounting Officer)

/s/ Jane E. Shaw

Jane E. Shaw, Director

Dated: April 25, 2012