

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2011-05-09** | Period of Report: **2011-05-09**  
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FILER

**DRUGSTORE COM INC**

CIK: **1086467** | IRS No.: **043416255** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **000-26137** | Film No.: **11823662**  
SIC: **5912** Drug stores and proprietary stores

Mailing Address  
411 108TH AVE. NE  
SUITE 1400  
BELLEVUE WA 98004

Business Address  
411 108TH AVE. NE  
SUITE 1400  
BELLEVUE WA 98004  
4253723200

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported): May 9, 2011**

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**DRUGSTORE.COM, INC.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-26137**  
(Commission  
File No.)

**04-3416255**  
(IRS Employer  
Identification No.)

**411 108<sup>th</sup> Ave. NE, Suite 1400, Bellevue, Washington 98004**  
(Address of Principal Executive Offices, Including Zip Code)

**(425) 372-3200**  
(Registrant's Telephone Number, Including Area Code)

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure.**

On May 9, 2011, drugstore.com, inc. issued a press release to report the expiration of the waiting period under the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (HSR Act), with respect to the proposed merger previously announced on March 24, 2011 pursuant to which drugstore.com would be acquired by Walgreen Co. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

99.1 Press release dated May 9, 2011.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DRUGSTORE.COM, INC.  
(Registrant)

By:                     /s/ Yukio Morikubo                      
                    Yukio Morikubo  
                    Vice President, Strategy and General Counsel

Date: May 9, 2011

**FOR IMMEDIATE RELEASE****Investor Relations:**

Brinlea Johnson

212-551-1453

[brinlea@blueshirtgroup.com](mailto:brinlea@blueshirtgroup.com)**drugstore.com Announces Expiration of HSR Waiting Period for the Proposed  
Walgreens Merger**

**BELLEVUE, Wash., May 9, 2011** – drugstore.com, inc. (NASDAQ: DSCM), a leading online retailer of health, beauty, clinical skincare, and vision products, today announced the expiration of the waiting period under the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (HSR Act), with respect to the proposed merger previously announced on March 24, 2011 pursuant to which drugstore.com would be acquired by Walgreen Co. in a cash transaction. Accordingly, the merger closing condition with respect to the expiration or termination of the waiting period under the HSR Act has been satisfied. Completion of the merger remains subject to satisfaction or waiver of certain other conditions, including approval by the stockholders of drugstore.com. The parties continue to expect the transaction to close in June 2011.

**About drugstore.com, inc.**

drugstore.com, inc. (Nasdaq:DSCM) is a leading online retailer of health, beauty, clinical skincare, and vision products. Our portfolio of brands includes: drugstore.com™, Beauty.com™, SkinStore.com™, and VisionDirect.com™. All provide a convenient, private, and informative shopping experience, while offering a wide assortment of more than 55,000 non-prescription products at competitive prices.

The drugstore.com pharmacy service, in association with BioScrip Pharmacy Services, Inc., is certified by the National Association of Boards of Pharmacy (NABP) as a Verified Internet Pharmacy Practice Site (VIPPS) and complies with federal and state laws and regulations in the United States.

The drugstore.com, inc. logo is available at  
<http://www.globenewswire.com/newsroom/prs/?pkgid=6419>

This press release contains forward-looking statements regarding future events leading up to and including the potential consummation of a merger of drugstore.com with a subsidiary of Walgreens. Forward-looking statements are based on current expectations, are not guarantees of future performance and involve assumptions, risks, and uncertainties. Actual performance may differ materially from those contained or implied in such forward-looking statements. Risks and uncertainties that could lead to such differences could include, among other things: the ability of the parties to consummate the proposed merger on the terms described in this release, or at all; the satisfaction of the various closing conditions to the proposed merger; the ability to realize anticipated benefits of the proposed merger; and other factors affecting ecommerce and other

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retail markets generally. Additional information regarding factors that potentially could affect the business, financial condition, and operating results of drugstore.com, inc. is included in the Company' s periodic filings with the SEC on Forms 10-K, 10-Q, and 8-K. drugstore.com, inc. expressly disclaims any intent or obligation to update any forward-looking statement, except as otherwise specifically stated by it.