

CARDINAL HEALTH INC  
Form S-8  
November 06, 2008

As filed with the United States Securities and Exchange Commission on November 6, 2008

Registration No. 333-\_\_\_\_\_

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**CARDINAL HEALTH, INC.**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction or  
incorporation or organization)

**31-0958666**  
(I.R.S. Employer  
Identification No.)

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7000 Cardinal Place

Dublin, Ohio 43017

(Address of registrant's principal executive offices including zip code)

Cardinal Health, Inc. 2005 Long-Term Incentive Plan, (As Amended and Restated as of November 5, 2008)

(Full title of the plans)

Ivan K. Fong, Esq.

Chief Legal Officer and Secretary

Cardinal Health, Inc.

7000 Cardinal Place

Dublin, Ohio 43017

(Name and address of agent for service)

(614) 757-5000

(Telephone number, including area code, of agent for service)

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

Accelerated filer   
Smaller reporting company

CALCULATION OF REGISTRATION FEE

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Title of Each Class of	Amount to be Registered (1)	Proposed Maximum Offering	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Securities to be Registered		Price Per		
Common Shares, without par value	11,000,000	Unit (2)		
Common Shares, without par value	11,000,000	\$ 35.99	\$ 395,890,000	\$ 15,558.48

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this registration statement also includes additional common shares, without par value (the Common Shares ), of Cardinal Health, Inc. (the Company ) that may become issuable pursuant to the anti-dilution provisions of the above-named plan.
- (2) Estimated solely for calculating the registration fee pursuant to paragraph (c) and (h) of Rule 457 under the General Rules and Regulations under the Securities Act on the basis of the average of the high and low sales prices of the Common Shares on the New York Stock Exchange on October 30, 2008.

**Statement Regarding Registration of Additional Securities Pursuant to General Instruction E**

The Company has prepared this registration statement in accordance with the requirements of Form S-8 under the Securities Act to increase by 11,000,000 the number of Common Shares registered under the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, (As Amended and Restated as of November 5, 2008).

This registration statement incorporates by reference the contents of the Company's Form S-8 registration statement, Registration No. 333-129725, filed with the Securities and Exchange Commission ( Commission ) on November 16, 2005.

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The following documents previously filed by the Company with the Commission are incorporated by reference:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2008 filed with the Commission on August 27, 2008;
- (b) The Company's Current Reports on Form 8-K filed on July 8, 2008 (Item 2.05 only), August 11, 2008, September 9, 2008, September 29, 2008 (Items 5.02, 8.01, and Exhibits 10.1 and 10.2 of Item 9.01 only) and October 6, 2008; and
- (c) The description of the Common Shares contained in the Company's Registration Statement on Form 8-A dated August 19, 1994, pursuant to Section 12 of the US Securities Exchange Act of 1934, as amended (the Exchange Act ), including any subsequently filed amendments and reports updating such description.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 14, and 15(d) of the Exchange Act, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**ITEM 6. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1701.13(E) of the Ohio Revised Code sets forth conditions and limitations governing the indemnification of officers, directors and other persons.

Article 6 of the Company's Restated Code of Regulations, as amended ( Code of Regulations ) contains certain indemnification provisions adopted pursuant to authority contained in Section 1701.13(E) of the Ohio Revised Code. The Code of Regulations provides for the indemnification of its officers, directors, employees and agents against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement with respect to any threatened, pending or completed action, suit or proceeding to which they were or are parties or are threatened to be made parties by reason of acting in such capacities, provided that it is determined, either by a majority vote of a quorum of disinterested directors of the Company or the shareholders of the Company or otherwise as provided in Section 1701.13(E) of the Ohio Revised Code, that: (a) they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Company; (b) in any action, suit or proceeding by or in the right of the Company, they were not, and have not been adjudicated to have been, negligent or guilty of

misconduct in the performance of their duties to the Company; and (c) with respect to any criminal action or proceeding, that they had no reasonable cause to believe that their conduct was unlawful. Section 1701.13(E) provides that to the extent a director, officer, employee or agent has been successful on the merits or otherwise in defense of any such action, suit or proceeding, such individual shall be indemnified against expenses reasonably incurred in connection therewith.

The Company has entered into indemnification contracts with each of its directors and executive officers. These contracts generally: (i) confirm the existing indemnity provided to them under the Company's Code of Regulations and assure that this indemnity will continue to be provided; (ii) provide that if the Company does not maintain directors' and officers' liability insurance, the Company will, in effect, become a self-insurer of the coverage; (iii) provide that, in addition, the directors and officers shall be indemnified to the fullest extent permitted by law against all expenses (including legal fees), judgments, fines and settlement amounts incurred by them in any action or proceeding on account of their service as a director, officer, employee or agent of the Company, or at the request of the Company as a director, officer, employee, trustee, fiduciary, manager, member or agent of another corporation, partnership, trust, limited liability company, employee benefit plan or other enterprise or entity; and (iv) provide for the mandatory advancement of expenses to the executive officer or director in connection with the defense of any proceedings, provided that the executive officer or director agrees to reimburse the Company for that advancement if it is ultimately determined that the executive officer or director is not entitled to indemnification for that proceeding under the contract. Coverage under the contracts is excluded: (A) on account of conduct which is finally adjudged to be knowingly fraudulent, deliberately dishonest or willful misconduct; (B) if a final court of adjudication determines that such indemnification is not lawful; (C) in respect of any suit in which judgment is rendered for violations of Section 16(b) of the Exchange Act or provisions of any federal, state or local statutory law; (D) on account of any remuneration paid which is finally adjudged to have been in violation of law; (E) on account of conduct occurring prior to the time the executive officer or director became an officer, director, employee or agent of the Company or its subsidiaries; or (F) with respect to proceedings initiated or brought voluntarily by the executive officer or director and not by way of defense, except for proceedings brought to enforce rights under the indemnification contract.

The Company maintains a directors' and officers' insurance policy that insures the officers and directors of the Company from claims arising out of an alleged wrongful act by such persons in their respective capacities as officers and directors of the Company.

**ITEM 8. EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4(a)	Amended and Restated Articles of Incorporation of the Company, as amended
4(b)	Restated Code of Regulations of the Company, as amended
4(c)	Cardinal Health, Inc. 2005 Long-Term Incentive Plan, (As Amended and Restated as of November 5, 2008) (incorporated by reference to Appendix E to the Company's Proxy Statement filed on September 29, 2008, File No. 1-11373)
5	Opinion of John M. Adams, Jr. as to legality of the Common Shares being registered
23(a)	Consent of Ernst & Young LLP
23(b)	Consent of John M. Adams, Jr. (included in opinion filed as Exhibit 5 hereto)
24	Power of Attorney (included in the signature page to this registration statement)

**ITEM 9. UNDERTAKINGS**

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) (17 C.F.R. § 230.424(b)) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however,* that paragraphs (1)(i) and (1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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**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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dublin, State of Ohio, on November 6, 2008.

CARDINAL HEALTH, INC.

By: /s/ R. Kerry Clark  
Name: R. Kerry Clark  
Title: Chairman and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ivan K. Fong or Jeffrey W. Henderson and each of them, severally, as his/her attorney-in-fact and agent, with full power of substitution and re-substitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto any such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that any such attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on November 6, 2008.

<b>Signature</b>	<b>Title</b>
/s/ R. Kerry Clark R. Kerry Clark	Chairman, Chief Executive Officer and Director  (principal executive officer)
/s/ Jeffrey W. Henderson Jeffrey W. Henderson	Chief Financial Officer  (principal financial officer)
/s/ Stuart G. Laws Stuart G. Laws	Vice President and Chief Accounting Officer  (principal accounting officer)
/s/ Colleen F. Arnold Colleen F. Arnold	Director
/s/ Calvin Darden Calvin Darden	Director

/s/ John F. Finn John F. Finn	Director
/s/ Philip L. Francis Philip L. Francis	Director
/s/ Gregory B. Kenny Gregory B. Kenny	Director
/s/ J. Michael Losh J. Michael Losh	Director
/s/ John B. McCoy John B. McCoy	Director
/s/ Richard C. Notebaert Richard C. Notebaert	Director
/s/ Michael D. O Halleran Michael D. O Halleran	Director
/s/ David W. Raisbeck David W. Raisbeck	Director
/s/ Jean G. Spaulding Jean G. Spaulding	Director



**EXHIBIT INDEX**

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