

CARDINAL HEALTH INC  
Form SC TO-I/A  
July 21, 2009

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

**Amendment No. 5 to**  
**SCHEDULE TO**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**CARDINAL HEALTH, INC.**

(Name of Subject Company (Issuer) and Filing Persons (Offeror))

**Options to Purchase Common Shares, without Par Value, with an Exercise Price Greater than \$56.45 per Share**

(Title of Class of Securities)

**14149Y108**

(CUSIP Number of Class of Securities (Underlying Common Shares))

**Cardinal Health, Inc.**

**7000 Cardinal Place**

**Dublin, Ohio 43017**

**(614) 757-5000**

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Attention: Stephen T. Falk

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*Copies to:*

**Ronald O. Mueller**

**Gibson, Dunn & Crutcher LLP**

**1050 Connecticut Avenue, NW**

**Washington, DC 20036**

**(202) 955-8500**

**CALCULATION OF FILING FEE**

**Transaction Valuation (1)**  
\$13,413,907

**Amount of Filing Fee**  
\$748.50

- (1) Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the Transaction Value assumes that all options to purchase shares of the Issuer's common shares that may be eligible for exchange in the offer will be tendered for new options or new restricted share units and cancelled pursuant to this offer. These options have a value of \$13,413,907 calculated using the Black-Scholes method based on a price per share of common shares of \$30.37, the average of the high and low prices of the Issuer's common shares as reported on New York Stock Exchange on June 15, 2009.

- x **Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

**Amount Previously Paid:** \$748.50  
**Filing Party:** Cardinal Health, Inc.

**Form or Registration No.:** 005-34668  
**Date Filed:** June 19, 2009

- .. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:**

**..** third-party tender offer subject to Rule 14d-1.

x issuer tender offer subject to Rule 13e-4.

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.. going-private transaction subject to Rule 13e-3.

.. amendment to Schedule 13D under Rule 13d-2.

**Check the following box if the filing is a final amendment reporting the results of the tender offer:**

**If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:**

..  Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

..  Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 5 (this Amendment No. 5) amends and supplements the Tender Offer Statement on Schedule TO ( Schedule TO ) filed with the Securities and Exchange Commission on June 19, 2009, as amended on June 24, 2009, June 26, 2009, July 13, 2009 and July 16, 2009, relating to an offer by Cardinal Health, Inc. (the Company ) to exchange certain outstanding options to purchase shares of the Company's common shares (the Eligible Options ) for new options (the New Options ), and, in the case of employees working in France, new restricted share units ( New RSUs ).

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 5 amends and restates only the items and exhibits to the Schedule TO that are being amended and restated, and unaffected items and exhibits are not included herein.

**Item 4. Terms of the Transaction**

Item 4 of Schedule TO is hereby amended and supplemented to by adding the following:

The Offer expired at 11:59 p.m., Eastern Time, on July 17, 2009. We have accepted for cancellation and cancelled Eligible Options covering 9,804,701 shares, representing 76.6% of the total Eligible Options. Subject to the terms and conditions of the Offer to Exchange, the Company has issued 1,342,303 New Options and 526 New RSUs in exchange for the Eligible Options surrendered in the Offer. The exercise price of the New Options is \$31.27, which was the closing price of the Company's common shares on July 20, 2009, as reported by the New York Stock Exchange.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 5 to Schedule TO is true, complete, and correct.

**CARDINAL HEALTH, INC.**

By: /s/ Craig S. Morford  
Name: Craig S. Morford  
Title: Chief Legal and Compliance Officer

Date: July 21, 2009