

PharMerica CORP  
Form 8-K/A  
September 17, 2014

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

FORM 8-K/A

(Amendment No. 1)

---

CURRENT REPORT  
Pursuant to Section 13 OR 15(d)  
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 9, 2014

---

PHARMERICA CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

---

Delaware                      001-33380      87-0792558  
(State or Other Jurisdiction   (Commission   (IRS Employer  
of Incorporation)              File Number) Identification No.)

1901 Campus Place  
Louisville, Kentucky 40299  
(Address of principal executive offices) (Zip Code)

(502) 627-7000  
(Registrant's telephone number, including area code)

---

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))

---

---

Explanatory Note

PharMerica Corporation is filing this amendment to its Current Report on Form 8-K, as filed with U.S. Securities and Exchange Commission on September 12, 2014, to update the disclosure in Item 8.01 (Other Events) and to update Item 9.01 (Exhibits) to attach copies of the related complaints.

Item 1.02 Termination of a Material Definitive Agreement.

Item 8.01 below is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On September 10, 2014, PharMerica Corporation (the "Company") issued a press release announcing the completion of an acquisition, changes to its 2014 earnings guidance, and comments on the AmerisourceBergen contract.

The information in this Item 7.01 is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as otherwise expressly stated in such filing.

Item 8.01 Other Events.

On September 9, 2014, the Company provided notice to AmerisourceBergen Drug Corporation ("Amerisource"), the Company's wholesale supplier of pharmaceutical products, of Amerisource's breaches of its obligations under the Amended and Restated Prime Vendor Agreement, as amended (the "Prime Vendor Agreement"), between the Company and Amerisource.

On September 9, 2014, the Company received notice from Amerisource of Amerisource's claim that the Company has breached its obligations under the Prime Vendor Agreement. Amerisource also notified the Company that if it does not cure the alleged breaches within thirty days then Amerisource will exercise its rights to terminate certain sections of the Prime Vendor Agreement.

On September 10, 2014, the Company commenced litigation against Amerisource in the Jefferson County Circuit Court of Kentucky. A copy of the Company's complaint is attached hereto as Exhibit 99.3. The litigation alleges breach of contract and seeks a declaratory judgment from the Court to compel Amerisource to comply with its contractual obligations. The Company is confident in the merits of its case and believes the facts clearly support its position.

On September 10, 2014, Amerisource commenced litigation against the Company and its subsidiary, ChemRx Pharmacy Services, LLC, in the Court of Chancery of the State of Delaware. A copy of Amerisource's complaint is attached hereto as Exhibit 99.2. The litigation alleges breach of contract and seeks a declaratory judgment from the Court that Amerisource does not owe certain payments to the Company. The amounts disputed by Amerisource generally relate to certain rebates owed by Amerisource under the Prime Vendor Agreement, which are approximately \$8.5 million for the 2<sup>nd</sup> quarter of 2014 and are likely to be of an approximately similar magnitude in future quarters. The Company intends to vigorously defend itself against Amerisource's allegations. At this time, the Company is unable to determine the ultimate impact of these litigation proceedings on its consolidated financial condition, results of operations, or liquidity. The litigation proceedings with Amerisource could continue for an extended period of time, likely longer than 18 months. Although the Company is confident in the merits of its case, until the resolution or settlement of such proceedings, the Company can not provide any assurances about the collectability of the disputed amounts owed by Amerisource.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Document

99.1 Press Release of the Company dated September 10, 2014.

AmerisourceBergen Drug Corporation vs. PharMerica Corporation, Pharmacy Corporation of America, and  
99.2 ChemRx Pharmacy Services, LLC, Verified Complaint filed on September 10, 2014, in the Court of Chancery of  
the State of Delaware

99.3 PharMerica Corporation vs. AmerisourceBergen Drug Corporation, Verified Complaint filed on September 10,  
2014, in the Jefferson Circuit Court of Kentucky

---

SIGNATURES

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.

PHARMERICA CORPORATION

Date: September 17, 2014 By: /s/ Thomas A. Caneris

Thomas A. Caneris

Senior Vice President, General Counsel, Chief Compliance Officer, and Secretary

---

EXHIBIT INDEX

Exhibit No. Document

99.1 Press Release of the Company dated September 10, 2014.

AmerisourceBergen Drug Corporation vs. PharMerica Corporation, Pharmacy Corporation of America, and  
99.2 ChemRx Pharmacy Services, LLC, Verified Complaint filed on September 10, 2014, in the Court of Chancery of  
the State of Delaware

99.3 PharMerica Corporation vs. AmerisourceBergen Drug Corporation, Verified Complaint filed on September 10,  
2014, in the Jefferson Circuit Court of Kentucky

---