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MCKESSON HBOC INC
Form SC 13G/A
July 03, 2001

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

SCHEDULE 13G
(Amendment No. 4)

Under the Securities Exchange Act of 1934*

McKesson HBOC, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

58155Q103

(CUSIP Number)

June 28, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to
which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

Person Authorized to Receive Notices and Communications:

Janice V. Sharry, Esq.
Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202
(214) 651-5562

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SCHEDULE 13G

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 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1 ESL Partners, L.P., a Delaware limited partnership
 22-2875193

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

2

 SEC USE ONLY

3

 CITIZENSHIP OR PLACE OR ORGANIZATION

4 Delaware

 SOLE VOTING POWER

5 1,858,615

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-----	
		SHARED VOTING POWER
	6	0

	SOLE DISPOSITIVE POWER	
7	1,858,615	

	SHARED DISPOSITIVE POWER	
8	0	

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 6,071,349*

 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10 N/A

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 2.13%*

 TYPE OF REPORTING PERSON

12 PN

 *ESL disclaims beneficial ownership of all shares that are beneficially owned by Ziff, and the filing of this Schedule 13G shall not be construed as an admission that ESL is a member of a group with Ziff. All defined terms used herein are

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defined below.

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NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1 ESL Limited, a Bermuda corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

2

SEC USE ONLY

3

CITIZENSHIP OR PLACE OR ORGANIZATION

4 Bermuda

SOLE VOTING POWER

5 393,274

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 393,274

SHARED DISPOSITIVE POWER

8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 6,071,349*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

10 N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 2.13%*

TYPE OF REPORTING PERSON

12 CO

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*Limited disclaims beneficial ownership of all shares that are beneficially owned by Ziff, and the filing of this Schedule 13G shall not be construed as an admission that Limited is a member of a group with Ziff. All defined terms used herein are defined below.

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NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1 ESL Institutional Partners, L.P., a Delaware limited partnership
06-1456821

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

2

SEC USE ONLY

3

CITIZENSHIP OR PLACE OR ORGANIZATION

4 Delaware

SOLE VOTING POWER

5 75,451

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
6 0

SOLE DISPOSITIVE POWER
7 75,451

SHARED DISPOSITIVE POWER

8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 6,071,349*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

10 N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 2.13%*

TYPE OF REPORTING PERSON

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12

PN

 *Institutional disclaims beneficial ownership of all shares that are beneficially owned by Ziff, and the filing of this Schedule 13G shall not be construed as an admission that Institutional is a member of a group with Ziff. All defined terms used herein are defined below.

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 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1
 ESL Investors, L.L.C., a Delaware limited liability company
 13-4095958

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

2

 SEC USE ONLY

3

 CITIZENSHIP OR PLACE OR ORGANIZATION

4
 Delaware

 SOLE VOTING POWER

5
 465,193

 NUMBER OF SHARED VOTING POWER
 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6
 0

 SOLE DISPOSITIVE POWER

7
 465,193

 SHARED DISPOSITIVE POWER

8
 0

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
 6,071,349*

 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

10
 N/A

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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11 2.13%*

TYPE OF REPORTING PERSON

12 00

*Investors disclaims beneficial ownership of all shares that are beneficially owned by Ziff, and the filing of this Schedule 13G shall not be construed as an admission that Investors is a member of a group with Ziff. All defined terms used herein are defined below.

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NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1 CBL Partners, L.P., a Delaware limited partnership
06-1526810

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

2

SEC USE ONLY

3

CITIZENSHIP OR PLACE OR ORGANIZATION

4 Delaware

SOLE VOTING POWER

5 2,528,027

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 2,528,027

SHARED DISPOSITIVE POWER

8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 6,071,349*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10 N/A

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 2.13%*

TYPE OF REPORTING PERSON

12 PN

*CBL disclaims beneficial ownership of all shares that are beneficially owned by Ziff, and the filing of this Schedule 13G shall not be construed as an admission that CBL is a member of a group with Ziff. All defined terms used herein are defined below.

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NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1 Ziff Asset Management, L.P., a Delaware limited partnership
13-3791746

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

2

SEC USE ONLY

3

CITIZENSHIP OR PLACE OR ORGANIZATION

4 Delaware

SOLE VOTING POWER

5 750,789

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 750,789

SHARED DISPOSITIVE POWER

8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 750,789*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN

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SHARES

[]

10 N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 0.26%*

TYPE OF REPORTING PERSON

12 PN

*Ziff disclaims beneficial ownership of all shares that are beneficially owned by ESL, Limited, Institutional, Investors and CBL, and the filing of this Schedule 13G shall not be construed as an admission that Ziff is a member of a group with ESL, Limited, Institutional, Investors and CBL. All defined terms used herein are defined below.

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Item 1(a) Name of Issuer:

McKesson HBOC, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

One Post Street, McKesson Plaza
San Francisco, CA 94104

Item 2(a) Names of Persons Filing:

ESL Partners, L.P.
ESL Limited
ESL Institutional Partners, L.P.
ESL Investors, L.L.C.
CBL Partners, L.P.
Ziff Asset Management, L.P.

Item 2(b) Addresses of Principal Business Offices:

ESL Partners, L.P., ESL Institutional Partners, L.P., ESL
Investors, L.L.C. and CBL Partners, L.P.:
One Lafayette Place
Greenwich, CT 06830

ESL Limited
Hemisphere House
9 Church Street
Hamilton, Bermuda

Ziff Asset Management, L.P.:
c/o PBK Holdings, Inc.
283 Greenwich Avenue
Third Floor
Greenwich, CT 06830

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Item 2(c) Citizenship:
ESL Partners, L.P. - Delaware
ESL Limited -- Bermuda
ESL Institutional Partners, L.P. - Delaware
ESL Investors, L.L.C. - Delaware
CBL Partners, L.P. - Delaware
Ziff Asset Management, L.P. - Delaware

Item 2(d) Title of Class of Securities:
Common Stock, par value \$.01 per share

Item 2(e) CUSIP Number:
58155Q103

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Item 3 Status of Persons Filing:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4 Ownership:
(a) Amount Beneficially Owned: 6,071,349 shares of Common

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Stock, par value \$.01 per share.

This statement is filed on behalf of ESL Partners, L.P., a Delaware limited partnership ("ESL"), ESL Limited, a Bermuda corporation ("Limited"), ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), ESL Investors, L.L.C., a Delaware limited liability company ("Investors"), CBL Partners, L.P., a Delaware limited partnership ("CBL"), and Ziff Asset Management, L.P. ("Ziff") (collectively, the "Item 2 Persons"). The general partner of ESL is RBS Partners, L.P. (the "General Partner"). The general partner of the General Partner is ESL Investments, Inc., a Delaware corporation ("Investments"). ESL Investment Management, LLC, a Delaware limited liability company, is the investment manager of Limited. RBS Investment Management, LLC, a Delaware limited liability company, is the general partner of Institutional. RBS Partners, L.P. is the manager of Investors. Investments is the general partner of CBL. PBK Holdings, Inc., a Delaware corporation, is the general partner of Ziff. In the aforementioned capacities, ESL, Limited, Institutional, Investors, CBL and Ziff each may be deemed to be the beneficial owner of the shares of McKesson HBOC, Inc. common stock ("Common Stock") beneficially owned by the other Item 2 Persons; PROVIDED, HOWEVER, Ziff disclaims beneficial ownership of all shares that are beneficially owned by ESL, Limited, Institutional, Investors and CBL; and the filing of this Schedule 13G shall not be construed as an admission that Ziff is a member of a group with ESL, Limited, Institutional, Investors and CBL; PROVIDED FURTHER, ESL, Limited, Institutional, Investors and CBL each disclaim beneficial ownership of all shares that are beneficially owned by Ziff, and the filing of this Schedule 13G shall not be construed as an admission that ESL, Limited, Institutional, Investors and CBL are members of a group with Ziff.

As of July 3, 2001, the Item 2 Persons beneficially owned an aggregate of 6,071,349 shares of Common Stock as follows: (i) ESL was the record owner of 1,858,615 shares of Common Stock; (ii) Limited was the record owner of 393,274 shares of Common Stock; (iii) Institutional was the record owner of 75,451 shares of Common Stock; and (iv) Investors was the record owner of 465,193 shares of Common Stock; (v) CBL was the record owner of 2,528,027 shares of Common Stock; (vi) Ziff was the record owner of 750,789 shares of Common Stock.

(b) Percent of Class: 2.13%.

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(c) Number of shares as to which each person has:

(i) sole power to vote or to direct the vote:

See Item 5 of each cover page.

(ii) shared power to vote or to direct the vote: 0

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(iii) sole power to dispose or to direct the disposition of:

See Item 7 of each cover page.

(iv) shared power to dispose or to direct the disposition of: 0

Item 5 Ownership of 5% or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: [X]

Item 6 Ownership of More than 5% on Behalf of Another Person:
Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by The Parent Holding Company or Control Person:
Not applicable

Item 8 Identification and Classification of Members of the Group:
See Item 4(a).

Item 9 Notice of Dissolution of Group:
Not Applicable

Item 10 Certification:
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 3, 2001

ESL PARTNERS, L.P.

By: RBS Partners, L.P., its general

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partner
By: ESL Investments, Inc., its general
partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Chief Executive Officer

ESL LIMITED

By: ESL Investment Management, LLC,
its investment manager

By: /s/ Edward S. Lampert

Edward S. Lampert
Managing Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC,
its general partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Managing Member

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., its manager
By: ESL Investments, Inc., its general
partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Chairman

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CBL PARTNERS, L.P.

By: ESL Investments, Inc., its general
partner

By: /s/ Edward S. Lampert

Edward S. Lampert
Chief Executive Officer

ZIFF ASSET MANAGEMENT, L.P.

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By: PBK HOLDINGS, INC., its general partner

By: /s/ Timothy J. Mitchell

Timothy J. Mitchell
Vice President

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EXHIBITS

Exhibit 1 Joint Filing Agreement, dated as of March 20, 2001, entered into by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., CBL Partners, L.P., and Ziff Asset Management, L.P. (incorporated herein by reference to Exhibit 1 to Amendment No. 3 to Schedule 13G, filed with the SEC on March 20, 2001).