

AMERISOURCE BERGEN CORP
Form S-4/A
July 27, 2001

1

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 27, 2001

REGISTRATION NO. 333-61440

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

AMENDMENT NO. 2

TO

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMERISOURCEBERGEN CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION
OF INCORPORATION OR ORGANIZATION)

5122
(PRIMARY STANDARD INDUSTRIAL
CLASSIFICATION CODE NUMBER)

23-3079390
(I.R.S. EMPLO
IDENTIFICATION

1300 MORRIS DRIVE, SUITE 100
CHESTERBROOK, PA 19087-5594
(610) 727-7000
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

R. DAVID YOST
PRESIDENT AND CHIEF EXECUTIVE OFFICER

AMERISOURCEBERGEN CORPORATION
1300 MORRIS DRIVE, SUITE 100
CHESTERBROOK, PA 19087-5594
(610) 727-7000
(NAME, ADDRESS INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
AGENT FOR SERVICE)

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WITH COPIES TO:

WILLIAM D. SPRAGUE, ESQ.
AMERISOURCE HEALTH
CORPORATION
1300 MORRIS DRIVE, SUITE
100
CHESTERBROOK, PA 19087-5594
(610) 727-7000

CRAIG L. GODSHALL, ESQ.
DECHERT
4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA 19103
(215) 994-4000

MILAN A. SAWDEI, ESQ.
BERGEN BRUNSWIG
CORPORATION
4000 METROPOLITAN DRIVE
ORANGE, CA 92868-3510
(714) 385-4000

JOHN A. MARZULLI,
SHEARMAN & ST
599 LEXINGTON
NEW YORK, NY
(212) 848-4

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective and all other conditions to the proposed merger described herein have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

2

SUBJECT TO COMPLETION, DATED JULY 27, 2001

[AMERISOURCE LOGO]

[BERGEN LOGO]

A MERGER PROPOSAL -- YOUR VOTE IS VERY IMPORTANT

To the shareholders of AmeriSource Health Corporation and Bergen Brunswig Corporation:

AmeriSource and Bergen have agreed to combine in a merger of equals. The

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AmeriSource Health Corporation

Bergen Brunswig Corporation

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger or determined if this joint proxy statement-prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

3

This joint proxy statement-prospectus is dated [], 2001, and is first being mailed to shareholders of AmeriSource and Bergen on or about [], 2001.

ADDITIONAL INFORMATION

This joint proxy statement-prospectus incorporates important business and financial information about AmeriSource and Bergen from other documents that are not included in or delivered with this joint proxy statement-prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in this joint proxy statement-prospectus by requesting them in writing or by telephone or over the Internet from the appropriate company at one of the following addresses:

AmeriSource Health Corporation

Bergen Brunswig Corporation

Investor Relations
1300 Morris Drive, Suite 100
Chesterbrook, PA 19087-5594
(610) 727-7000
email: mkilpatric@amerisource.com or
bbrungess@amerisource.com

Investor Relations
4000 Metropolitan Drive
Orange, CA 92868-3510
(714) 385-4000
email: donna.dolan@bergenbrunswig.com

IF YOU WOULD LIKE TO REQUEST ANY DOCUMENTS, PLEASE DO SO BY [], 2001 IN ORDER TO RECEIVE THEM BEFORE THE SPECIAL MEETINGS.

See "Where You Can Find More Information" that begins on page 98.

4

[AMERISOURCE LOGO]

AMERISOURCE HEALTH CORPORATION
1300 MORRIS DRIVE, SUITE 100
CHESTERBROOK, PA 19087-5594

NOTICE OF SPECIAL MEETING OF AMERISOURCE HEALTH CORPORATION SHAREHOLDERS

[], 2001

[] AT []:00 A.M.

To the shareholders of AmeriSource Health Corporation:

Notice is hereby given that a special meeting of Class A common shareholders of AmeriSource Health Corporation will be held on [], 2001 at []:00 a.m., local time, at [] for the following purposes:

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1. To consider and vote upon a proposal to approve and adopt a merger agreement between AmeriSource and Bergen pursuant to which AmeriSource and Bergen will each become a wholly-owned subsidiary of a new holding company named AmerisourceBergen Corporation and each share of AmeriSource common stock will be automatically converted into one share of AmeriSource-Bergen common stock and each share of Bergen common stock will be automatically converted into 0.37 of a share of AmerisourceBergen common stock.
2. To adjourn the special meeting to permit further solicitation of proxies in the event that there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement.
3. To transact such other business as may properly come before the special meeting or any adjournment or postponement thereof.

These items of business are described in the attached joint proxy statement-prospectus. Holders of record of AmeriSource Class A common stock at the close of business on July 17, 2001, the record date, are entitled to receive notice of, and to vote at, the special meeting and any adjournments or postponements of the special meeting.

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES YOU OWN. Your attention is directed to the accompanying joint proxy statement-prospectus and proxy card or voting instructions. Please vote as soon as possible to make sure that your shares are represented at the meeting. Whether or not you plan to attend the meeting, you are requested to promptly submit your vote by calling the toll-free telephone number as provided on the proxy card or that may be provided on the voting instructions (and receive immediate acknowledgement of the casting of your vote), or by completing, signing and dating the enclosed proxy card and returning it promptly in the enclosed postage prepaid envelope. Please note, however, that if your shares are held of record by a brokerage firm or bank and you wish to attend and vote at the meeting, you must obtain from such brokerage firm or bank a proxy issued in your name, and you must comply with the instructions you receive from such brokerage firm or bank to vote your shares. Any proxy given by a shareholder may be revoked at any time before its exercise by sending a subsequently dated

5

proxy or by giving written notice to AmeriSource, in each case, to the attention of the Secretary of AmeriSource, at the above address.

By order of the board of directors of
AmeriSource Health Corporation,

/s/ William D. Sprague
WILLIAM D. SPRAGUE
Vice President, General Counsel
and Secretary

Chesterbrook, Pennsylvania
[], 2001

6

[BERGEN LOGO]

BERGEN BRUNSWIG CORPORATION
4000 METROPOLITAN DRIVE

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ORANGE, CALIFORNIA 92868-3510

NOTICE OF SPECIAL MEETING OF BERGEN BRUNSWIG CORPORATION SHAREHOLDERS

[], 2001

[] AT []:00 A.M.

To the shareholders of Bergen Brunswig Corporation:

We will hold a special meeting of the shareholders of Bergen Brunswig Corporation on [], 2001, at []:00 a.m., local time, at [], for the following purposes:

1. To consider and vote upon a proposal to approve and adopt a merger agreement between Bergen and AmeriSource pursuant to which AmeriSource and Bergen will each become a wholly-owned subsidiary of a new holding company named AmerisourceBergen Corporation and each share of Bergen common stock will be automatically converted into 0.37 of a share of AmerisourceBergen common stock and each share of AmeriSource common stock will be automatically converted into one share of AmerisourceBergen common stock.
2. To adjourn the special meeting to permit further solicitation of proxies in the event that there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement.
3. To transact such other business that may properly come before the special meeting or any adjournment or postponement thereof.

These items of business are described in the attached joint proxy statement-prospectus. Holders of record of Bergen common stock at the close of business on July 17, 2001, the record date, are entitled to receive notice of, and to vote at, the special meeting and any adjournments or postponements of the special meeting.

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES YOU OWN. Your attention is directed to the accompanying joint proxy statement-prospectus and proxy card or voting instructions. Please vote as soon as possible to make sure that your shares are represented at the meeting. Whether or not you plan to attend the meeting, you are requested to promptly submit your vote by calling the toll-free telephone number as provided on the proxy card or that may be provided on the voting instructions (and receive immediate acknowledgement of the casting of your vote), or by completing, signing and dating the enclosed proxy card and returning it promptly in the enclosed postage prepaid envelope. Please note, however, that if your shares are held of record by a brokerage firm or bank and you wish to attend and vote at the meeting, you must obtain from such brokerage firm or bank a proxy issued in your name, and you must comply with the instructions you receive from such brokerage firm or bank to vote your shares. Any proxy given by a shareholder may be revoked at any time before its exercise by sending a subsequently dated proxy or by giving written notice to Bergen, in each case, to the attention of the Secretary of Bergen, at the above address.

By order of the board of directors of
Bergen Brunswig Corporation,

/s/ Milan A. Sawdei

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MILAN A. SAWDEI
Senior Executive Vice President,
Chief Legal and Compliance
Officer and Secretary

Orange, California
[] , 2001
7

TABLE OF CONTENTS

	PAGE

QUESTIONS AND ANSWERS ABOUT THE MERGER.....	1
SUMMARY OF THE JOINT PROXY STATEMENT-PROSPECTUS.....	4
The Companies.....	4
The Structure of the Merger.....	4
Recommendation of the Boards of Directors and Opinions of Financial Advisors.....	6
Shareholder Approvals.....	6
The Special Meetings.....	7
Board of Directors and Management Following the Merger.....	7
Interests of Directors and Executive Officers in the Merger.....	8
Treatment of Stock Options.....	8
Tax Consequences.....	9
Accounting Treatment.....	9
Overview of the Merger Agreement.....	9
Regulatory Matters.....	10
Completion and Effectiveness of the Merger.....	10
Stock Option Agreements.....	11
Support/Voting Agreements.....	11
Market Price Information.....	11
Selected Historical and Pro Forma Financial Data.....	12
Unaudited Comparative Per Share Information.....	16
RISK FACTORS.....	17
THE COMPANIES.....	19
THE SPECIAL MEETINGS.....	20
Joint Proxy Statement-Prospectus.....	20
Date, Time and Place of the Special Meetings.....	20
Purpose of the Special Meetings.....	20
Shareholder Record Date for the Special Meetings.....	20
Vote Required for Approval and Adoption of the Merger Agreement.....	21
Proxies.....	21
Voting by Telephone.....	22
Solicitation of Proxies.....	23
Other Action to be Taken at the AmeriSource Special Meeting.....	23
Other Action to be Taken at the Bergen Special Meeting.....	23
THE MERGER.....	24
Background of the Merger.....	24
AmeriSource's Reasons for the Merger.....	28
Bergen's Reasons for the Merger.....	29
Recommendation of AmeriSource's Board of Directors.....	31
Opinion of AmeriSource's Financial Advisor.....	31
Recommendation of Bergen's Board of Directors.....	37

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Opinion of Bergen's Financial Advisor.....	37
Interests of AmeriSource Directors and Executive Officers in the Merger.....	43
Interests of Bergen Directors and Executive Officers in the Merger.....	44
Completion and Effectiveness of the Merger.....	48
Structure of the Merger and Conversion of AmeriSource and Bergen Stock.....	48
Exchange of Stock Certificates for AmerisourceBergen Stock Certificates.....	49
Treatment of AmeriSource and Bergen Stock Options.....	49

	PAGE

Effect of the Merger on Outstanding AmeriSource Convertible Notes.....	50
Material United States Federal Income Tax Consequences of the Merger.....	51
Accounting Treatment of the Merger.....	54
Regulatory Matters.....	54
Restrictions on Sales of Shares by Affiliates of AmeriSource and Bergen.....	55
New York Stock Exchange Listing of AmerisourceBergen Common Stock to be Issued in the Merger.....	55
Appraisal Rights.....	55
Delisting and Deregistration of AmeriSource and Bergen Common Stock after the Merger.....	55
The Merger Agreement.....	55
AmerisourceBergen Charter and Bylaws.....	65
Stock Option Agreements.....	65
Support/Voting Agreements.....	67
MARKET PRICE INFORMATION.....	70
AMERISOURCEBERGEN CORPORATION UNAUDITED PRO FORMA CONSOLIDATED CONDENSED FINANCIAL INFORMATION.....	71
Description of AmerisourceBergen Capital Stock.....	79
Authorized Capital Stock.....	79
AmerisourceBergen Common Stock.....	79
AmerisourceBergen Preferred Stock.....	79
Transfer Agent.....	80
Anti-Takeover Considerations.....	80
COMPARISON OF RIGHTS OF AMERISOURCEBERGEN SHAREHOLDERS, AMERISOURCE SHAREHOLDERS AND BERGEN SHAREHOLDERS.....	80
Capitalization.....	81
Voting Rights.....	81
Number and Election of Directors.....	81
Vacancies on the Board of Directors and Removal of Directors.....	82
Amendments to the Certificate of Incorporation.....	82
Amendments to Bylaws.....	83
Action by Written Consent.....	84
Ability to Call Special Meetings of the Shareholders.....	84
Notice of Shareholder Action.....	85
Limitation of Personal Liability of Directors and	

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Officers.....	85
Indemnification of Directors and Officers.....	86
Super-Majority Voting Requirements.....	87
Shareholders Rights Plans.....	88
State Anti-Takeover Statutes.....	94
MANAGEMENT AND DIRECTORS OF AMERISOURCEBERGEN AFTER THE MERCER.....	95
Board of Directors of AmerisourceBergen.....	95
Committees of the AmerisourceBergen Board of Directors.....	96
Compensation of Directors.....	96
Executive Officers of AmerisourceBergen.....	96
Compensation of Executive Officers.....	97

	PAGE

LEGAL MATTERS.....	97
EXPERTS.....	98
OTHER MATTERS.....	98
WHERE YOU CAN FIND MORE INFORMATION.....	98
STATEMENTS REGARDING FORWARD-LOOKING INFORMATION.....	100
INDEX TO CONSOLIDATED BALANCE SHEET.....	F-1

- ANNEX A -- Agreement and Plan of Merger
- ANNEX B -- AmeriSource Stock Option Agreement
- ANNEX C -- Bergen Stock Option Agreement
- ANNEX D -- Support/Voting Agreement for Robert E. Martini
- ANNEX E -- Support/Voting Agreement for Neil F. Dimick
- ANNEX F -- Support/Voting Agreement for R. David Yost
- ANNEX G -- Support/Voting Agreement for Kurt J. Hilzinger
- ANNEX H -- Opinion of Goldman, Sachs & Co.

- ANNEX I -- Opinion of Merrill Lynch, Pierce, Fenner & Smith Incorporated

- ANNEX J -- Amended and Restated Certificate of Incorporation of
AmerisourceBergen, as Amended

- ANNEX K -- Amended and Restated Bylaws of AmerisourceBergen

QUESTIONS AND ANSWERS ABOUT THE MERGER

Q: WHY ARE AMERISOURCE AND BERGEN PROPOSING THE MERGER?

A: We are proposing the merger because we believe the combined strengths of our two companies will enable us to achieve significant operating efficiencies

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and produce substantial benefits for our customers and shareholders. By combining the companies, AmerisourceBergen will create the potential for stronger operating results and a stronger financial condition than either company could achieve on its own.

Q: WHAT WILL I RECEIVE IN THE MERGER?

A: Shareholders of AmeriSource and Bergen will receive the following in the merger:

- AmeriSource common shareholders will receive one share of AmerisourceBergen common stock for each share of AmeriSource common stock they own; and

- Bergen common shareholders will receive 0.37 of a share of AmerisourceBergen common stock for each share of Bergen common stock they own.

Q: WHERE WILL MY SHARES OF AMERISOURCEBERGEN COMMON STOCK BE LISTED?

A: We intend to apply to list the AmerisourceBergen common stock on the New York Stock Exchange under the symbol "ABC."

Q: WHAT SHAREHOLDER APPROVALS ARE NEEDED?

A: For AmeriSource, the affirmative vote of the holders of a majority of the outstanding shares of AmeriSource's Class A common stock outstanding as of the record date is required to approve and adopt the merger agreement. Each holder of Class A common stock is entitled to one vote per share.

For Bergen, the affirmative vote of a majority of the votes cast at the special meeting by holders of the outstanding shares of Bergen's common stock, assuming a quorum is present in person or by proxy, is required to approve and adopt the merger agreement.

Q: WHAT DO I NEED TO DO NOW?

A: After you have carefully read and considered the information contained in this joint proxy statement-prospectus, please respond by submitting your proxy card or voting instructions by telephone and receive immediate acknowledgement of the casting of your vote or by completing, signing and dating your proxy card or voting instructions and returning it in the enclosed postage paid envelope, as soon as possible so that your shares may be represented at your special meeting.

Q: WHAT IF I DON'T VOTE?

A: If you are an AmeriSource shareholder and you:

- fail to execute and mail either your proxy card or voting instructions, telephone your response or vote in person, your shares will not be counted for purposes of establishing a quorum and your failure to respond will have the same effect as a vote AGAINST the approval and adoption of

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the merger agreement;

- execute and mail your voting instructions, and your shares are held by a brokerage firm or a bank, and you do not indicate how you want to vote, your shares will be counted for purposes of establishing a quorum and your broker or bank non-vote will have the same effect as a vote AGAINST the approval and adoption of the merger agreement; or
- execute and mail your proxy card, telephone your response or vote in person and you are a registered holder and do not indicate how you want to vote, your shares will be voted FOR the approval and adoption of the merger agreement.

1

11

If you are a Bergen shareholder and you:

- fail to execute and mail either your proxy card or voting instructions, telephone your response or vote in person, your shares will not be counted for purposes of establishing a quorum or for purposes of determining the number of votes cast in connection with the proposal to approve and adopt the merger agreement;
- execute and mail your voting instructions, and your shares are held by a brokerage firm or a bank, and you do not indicate how you want to vote, your shares will be counted for purposes of establishing a quorum and your broker or bank non-vote will have no effect on the approval and adoption of the merger agreement; or
- execute and mail your proxy card, telephone your response or vote in person and you are a registered holder and do not indicate how you want to vote, your shares will be voted FOR the approval and adoption of the merger agreement.

Q: HOW DO I VOTE MY SHARES IF MY SHARES ARE HELD IN "STREET NAME"?

A: If your shares are held at an account at a brokerage firm or bank, a set of voting instructions should have accompanied this joint proxy statement-prospectus which should provide instructions on how to vote your shares. If you have not received such voting instructions or require further information regarding the voting instructions you received, you should contact your brokerage firm or bank and it can give you instructions on how to vote your shares. Your brokerage firm or bank cannot vote your shares unless it receives appropriate instructions from you.

Q: CAN I CHANGE MY VOTE AFTER I HAVE DELIVERED MY PROXY?

A: Yes. You can change your vote at any time before your proxy is voted at the special meeting. You can do this in one of three ways. First, you can revoke your proxy. Second, you can submit a new proxy. If you choose either of these two methods, you must submit your notice of revocation or your new proxy to the Secretary of AmeriSource or Bergen, as appropriate, before the special meeting. Third, you can attend the special meeting and vote in person and, if you are a Bergen shareholder, you must also submit a written notice of revocation with the Secretary of the meeting prior to the vote. If you submit your proxy or voting instructions by telephone, you can change your vote by submitting a proxy at a later date, using the same procedures, in which case your later submitted proxy will be recorded and your earlier proxy will be revoked. If your shares are held in an account at a brokerage firm or bank, you should contact your brokerage firm or bank to change your vote.

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Q: SHOULD I SEND IN MY STOCK CERTIFICATES NOW?

A: No. After the merger is completed, you will receive written instructions from the exchange agent on how to exchange your stock certificates for shares of AmerisourceBergen. Please DO NOT send in your stock certificates with your proxy.

Q: WILL I RECEIVE DIVIDENDS ON MY AMERISOURCEBERGEN SHARES?

A: Yes. AmerisourceBergen currently intends to pay quarterly cash dividends on its common stock of \$0.025 per share.

Q: AM I ENTITLED TO EXERCISE ANY DISSENTERS' OR APPRAISAL RIGHTS IN CONNECTION WITH THE MERGER?

A: No. Neither AmeriSource shareholders nor Bergen shareholders are entitled to dissenters' or appraisal rights.

2

12

Q: WHEN DO YOU EXPECT THE MERGER TO BE COMPLETED?

A: We are working to complete the merger as quickly as possible. In addition to shareholder approvals, we must obtain regulatory approvals and satisfy other conditions set forth in the merger agreement. Assuming timely receipt of these approvals, we hope to complete the merger during the third quarter of calendar year 2001.

Q: WHO CAN HELP ANSWER MY QUESTIONS?

A: If you have any questions about the merger or how to submit your proxy, or if you need additional copies of this joint proxy statement-prospectus or the enclosed proxy card or voting instructions, you should contact:

- if you are an AmeriSource shareholder:

Morrow & Co., Inc.
445 Park Avenue
5th Floor
New York, NY 10022
Telephone: (800) 607-0088

or

AmeriSource Health Corporation
Investor Relations
1300 Morris Drive, Suite 100
Chesterbrook, PA 19087-5594
Telephone: (610) 727-7000
e-mail: mkilpatric@amerisource.com or
bbrungess@amerisource.com

- if you are a Bergen shareholder:

Morrow & Co., Inc.

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445 Park Avenue
5th Floor
New York, NY 10022
Telephone: (800) 607-0088

or

Bergen Brunswig Corporation
Investor Relations
4000 Metropolitan Drive
Orange, CA 92868-3510
Telephone: (714) 385-4000
email: donna.dolan@bergenbrunswig.com

3

13

SUMMARY OF THE JOINT PROXY STATEMENT-PROSPECTUS

This summary highlights selected information in the joint proxy statement-prospectus and may not contain all of the information that is important to you. You should carefully read this entire joint proxy statement-prospectus and the other documents we refer to for a more complete understanding of the merger. In particular, you should read the documents attached to this joint proxy statement-prospectus, including the merger agreement, the stock option agreements and the support/voting agreements, which are attached as Annexes A through G. In addition, we incorporate by reference important business and financial information about AmeriSource and Bergen into this joint proxy statement-prospectus. You may obtain the information incorporated by reference into this joint proxy statement-prospectus without charge by following the instructions in the section entitled "Where You Can Find More Information" that begins on page 98 of this joint proxy statement-prospectus.

THE COMPANIES (SEE PAGE 19)

AmeriSource Health Corporation
1300 Morris Drive, Suite 100
Chesterbrook, Pennsylvania 19087-5594
(610) 727-7000
<http://www.amerisource.com>

AmeriSource Health Corporation is a holding company and substantially all of its operations are conducted through its direct wholly-owned subsidiary, AmeriSource Corporation. AmeriSource is a leading wholesale distributor of pharmaceutical products and related healthcare solutions in the United States.

Bergen Brunswig Corporation
4000 Metropolitan Drive
Orange, California 92868-3510
(714) 385-4000
<http://www.bergenbrunswig.com>

Bergen Brunswig Corporation is one of the nation's largest wholesalers of pharmaceuticals and specialty healthcare products to the managed care and retail pharmacy markets, and also distributes pharmaceuticals to long-term care and workers' compensation patients.

AmerisourceBergen Corporation

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1300 Morris Drive, Suite 100
Chesterbrook, Pennsylvania 19087-5594
(610) 727-7000

AmerisourceBergen is a newly formed corporation that has not yet conducted any activities other than those incident to its formation, the matters contemplated by the merger agreement and the preparation of this joint proxy statement-prospectus. Upon completion of the merger, AmeriSource and Bergen will each become a wholly-owned subsidiary of AmerisourceBergen. The business of AmerisourceBergen will be the combined businesses currently conducted by AmeriSource and Bergen.

THE STRUCTURE OF THE MERGER (SEE PAGE 48)

To accomplish the combination of their businesses, AmeriSource and Bergen jointly formed a new company, AmerisourceBergen, with two subsidiaries, A-Sub Acquisition Corp. and B-Sub Acquisition Corp.

4

14

Prior to the effective time of the merger, the organization of the companies is:

BEFORE THE MERGER

[GRAPHICS]

At the effective time of the merger:

- A-Sub Acquisition Corp. will be merged with and into AmeriSource, and AmeriSource will be the surviving corporation. In the AmeriSource merger, AmeriSource shareholders will receive one AmerisourceBergen share for each AmeriSource share; and

- B-Sub Acquisition Corp. will be merged with and into Bergen, and Bergen will be the surviving corporation. In the Bergen merger, Bergen shareholders will receive 0.37 of an AmerisourceBergen share for each Bergen share.

As a result, AmeriSource and Bergen will each become a wholly-owned subsidiary of AmerisourceBergen and the shareholders of AmeriSource and Bergen will become shareholders of AmerisourceBergen. AmerisourceBergen will indirectly own the AmeriSource and Bergen ownership interest in AmerisourceBergen at the effective time of the merger.

AFTER THE MERGER

[GRAPHICS]

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In the event that either outside legal counsel of AmeriSource or outside legal counsel of Bergen is unable to render an opinion that neither AmeriSource or Bergen, as the case may be, nor the AmeriSource shareholders or Bergen shareholders, as the case may be, will recognize any gain or loss for federal income tax

5

15

purposes in connection with the merger, except for taxes payable because of the reimbursement of conveyance taxes or conveyance fees, and in the case of Bergen shareholders, because of cash received instead of fractional shares, we may amend the merger agreement to provide for the simultaneous merger of AmeriSource and Bergen with and into AmerisourceBergen, with AmerisourceBergen as the surviving corporation in each merger.

RECOMMENDATION OF THE BOARDS OF DIRECTORS AND OPINIONS OF FINANCIAL ADVISORS
(SEE PAGES 31 AND 37)

To AmeriSource Shareholders: The AmeriSource board of directors believes that the merger is fair to you and in your best interest and unanimously voted to approve the merger agreement and unanimously recommends that you vote FOR the approval and adoption of the merger agreement.

To Bergen Shareholders: The Bergen board of directors believes that the merger is fair to you and in your best interest and unanimously voted to approve the merger agreement and unanimously recommends that you vote FOR the approval and adoption of the merger agreement.

Opinion of AmeriSource's Financial Advisor. In deciding to approve the merger, the AmeriSource board of directors considered the opinion of its financial advisor, Goldman, Sachs & Co., that, as of the date of its opinion, and subject to and based on the considerations referred to in its opinion, the ratio to exchange shares of AmeriSource common stock for shares of AmerisourceBergen common stock was fair from a financial point of view to holders of AmeriSource common stock. The full text of the written opinion of Goldman Sachs, which sets forth assumptions made, matters considered and limitation on the review undertaken in connection with the opinion, is attached as Annex H to this joint proxy statement-prospectus. AmeriSource urges its shareholders to read the opinion of Goldman Sachs in its entirety.

Opinion of Bergen's Financial Advisor. In deciding to approve the merger, the Bergen board of directors considered the opinion of its financial advisor, Merrill Lynch, Pierce, Fenner & Smith Incorporated, that, as of the date of its opinion, and based upon and subject to the factors and assumptions set forth in its opinion, the ratio to exchange shares of Bergen common stock for AmerisourceBergen common stock was fair from a financial point of view to the holders of Bergen common stock. The full text of the written opinion of Merrill Lynch which sets forth assumptions made, matters considered and qualifications and limitations on the review undertaken in connection with the opinion, is attached as Annex I to this joint proxy statement-prospectus. Bergen urges its shareholders to read the opinion of Merrill Lynch in its entirety.

SHAREHOLDER APPROVALS (SEE PAGE 21)

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Approval of AmeriSource's Shareholders. A majority of the outstanding shares of AmeriSource Class A common stock must be represented either in person or by proxy to constitute a quorum at the AmeriSource special meeting. The affirmative vote of the holders of a majority of the shares of AmeriSource Class A common stock outstanding as of the record date is required to approve and adopt the merger agreement. As of the record date, AmeriSource directors and executive officers and their affiliates owned approximately 1.08% of the outstanding shares of AmeriSource Class A common stock.

Approval of Bergen's Shareholders. A majority of the outstanding shares of Bergen common stock must be represented either in person or by proxy to constitute a quorum at the Bergen special meeting. The affirmative vote of a majority of the votes cast at the Bergen special meeting, assuming a quorum is present, is required to approve and adopt the merger agreement. As of the record date, Bergen directors and executive officers and their affiliates owned approximately 4.20% of the outstanding shares.

Procedures for Voting Your Shares. Your vote is very important, regardless of the number of shares you own. Please vote as soon as possible to make sure that your shares are represented at the appropriate meeting. Whether or not you plan to attend your meeting, you are requested to submit your vote by either calling the toll-free telephone number provided on the proxy card or voting instructions (and receive immediate acknowledgement of the casting of your vote) or completing, signing and dating the enclosed proxy card and returning it in the prepaid envelope. If you are a holder of record, you may vote in person at the appropriate special meeting. If you submit a properly executed proxy card and do not include instructions on how to vote,

6

16

your shares will be voted FOR approval and adoption of the merger agreement. If you fail to respond, your shares will not be counted for purposes of establishing a quorum and, in the case of AmeriSource shareholders, it will have the same effect as voting against the approval and adoption of the merger agreement.

If your shares are held in an account at a brokerage firm or bank, your brokerage firm or bank should have provided a set of voting instructions with this joint proxy statement-prospectus which should provide instructions on how to vote your shares. If you have not received such voting instructions or require further information regarding such voting instructions, contact your brokerage firm or bank and they can give you directions on how to vote your shares. Your brokerage firm or bank cannot vote your shares unless they receive appropriate instructions from you.

Procedure for Changing Your Vote. You can change your vote at any time before your proxy is voted at the special meeting of your company's shareholders. You can do this in one of three ways. First, you can send a written notice stating that you are revoking your proxy. Second, you can complete and submit a new proxy card. If you choose either of these two methods, you must submit your notice of revocation or your new proxy for AmeriSource shares to the Secretary of AmeriSource at the address on page 19 and for Bergen shares to the Secretary of Bergen at the address on page 19. Third, if you are a holder of record, you can attend the special meeting of your company's shareholders and vote in person and, if you are a Bergen shareholder, you must give written notice of revocation to the Secretary of Bergen. To revoke a proxy

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previously submitted by telephone, you may simply submit a proxy at a later date, using the same procedures, in which case your later submitted proxy will be recorded and your earlier proxy will be revoked. If your shares are held in an account at a brokerage firm or bank, you should contact your broker or bank to change your vote.

Appraisal Rights. Under Delaware law, AmeriSource shareholders are not entitled to appraisal rights in connection with the merger. Under New Jersey law, Bergen shareholders are not entitled to appraisal rights in connection with the merger.

THE SPECIAL MEETINGS (SEE PAGE 20)

Special Meeting of AmeriSource's Shareholders. The AmeriSource special meeting will be held at [] on [], 2001, starting at [] a.m., local time.

Special Meeting of Bergen's Shareholders. The Bergen special meeting will be held at [] on [], 2001, starting at [] a.m., local time.

BOARD OF DIRECTORS AND MANAGEMENT FOLLOWING THE MERGER (SEE PAGE 95)

Upon completion of the merger, the board of directors of AmerisourceBergen will be comprised of at least eight individuals, four of whom will be former AmeriSource directors and four of whom will be former Bergen directors. The members of the board of directors of AmerisourceBergen will include:

- Robert E. Martini, the current Chairman and Chief Executive Officer of Bergen,
- R. David Yost, the current Chairman and Chief Executive Officer of AmeriSource,
- three of the independent directors of Bergen immediately prior to the merger designated by Bergen, and
- three of the independent directors of AmeriSource immediately prior to the merger designated by AmeriSource.

Robert E. Martini will be the Chairman of the board of directors of AmerisourceBergen. AmeriSource and Bergen intend that, prior to or as soon as possible after the merger, the board of directors of AmeriSource-Bergen will be expanded to ten persons and two additional directors not previously affiliated with either AmeriSource or Bergen will join the board of directors.

The principal executive officers and members of the Executive Management Committee of AmerisourceBergen upon completion of the merger will be as follows:

- R. David Yost, President and Chief Executive Officer (currently Chairman

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and Chief Executive Officer of AmeriSource);

- Kurt J. Hilzinger, Executive Vice President and Chief Operating Officer (currently President and Chief Operating Officer of AmeriSource);
- Neil F. Dimick, Executive Vice President and Chief Financial Officer (currently Senior Executive Vice President and Chief Financial Officer of Bergen);
- Brent R. Martini, Senior Vice President of AmerisourceBergen and the President of AmeriSourceBergen Drug Company (currently Senior Executive Vice President of Bergen and President of Bergen Brunswick Drug Company);
- Charles J. Carpenter, Senior Vice President of AmerisourceBergen and President of PharMerica, Inc. (currently Senior Executive Vice President of Bergen and President of Bergen's subsidiary PharMerica, Inc.); and
- Steven H. Collis, Senior Vice President of AmerisourceBergen and President of ASD Specialty Healthcare, Inc. (currently Senior Executive Vice President of Bergen and President of Bergen's subsidiary ASD Specialty Healthcare, Inc.).

The executive management committee shall have and shall exercise all of the powers and authority in the management of the business and affairs of AmerisourceBergen, insofar as it pertains to capital expenditures and acquisitions, as the board of directors of AmerisourceBergen may determine.

INTERESTS OF DIRECTORS AND EXECUTIVE OFFICERS IN THE MERGER (SEE PAGES 43 AND 44)

Some of the directors and executive officers of AmeriSource and Bergen have interests in the merger that are different from, or are in addition to, the interests of their company's shareholders. These interests include the potential for positions as directors or executive officers of AmerisourceBergen, potential benefits under employment or benefit arrangements as a result of the merger, acceleration of vesting of options or lapse of restrictions on restricted stock as a result of the merger, potential severance and other benefits payments in the event of termination of employment in connection with the merger, and the right to continued indemnification and insurance coverage by AmerisourceBergen for acts or omissions occurring prior to the merger.

TREATMENT OF STOCK OPTIONS (SEE PAGE 49)

AmeriSource. When the merger is completed, each outstanding AmeriSource stock option will be converted into an option to purchase the number of shares of AmerisourceBergen common stock equal to the number of shares of AmeriSource common stock issuable upon the exercise of the AmeriSource option at an exercise price per share equal to the exercise price per share of AmeriSource common stock subject to the option before the conversion.

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The board of directors of AmeriSource will cause each outstanding AmeriSource stock option granted prior to February 15, 2001 to vest as of the close of business on the last business day prior to the merger, and to become exercisable upon the earlier to occur of its normal vesting date and the first anniversary of the completion of the merger.

Bergen. When the merger is completed, each outstanding Bergen stock option will be converted into an option to purchase the number of shares of AmerisourceBergen common stock equal to the number of shares of Bergen common stock issuable under the Bergen option multiplied by 0.37, at an exercise price per share equal to the exercise price per share of Bergen common stock subject to the option before the conversion divided by 0.37.

The board of directors of Bergen will cause each outstanding Bergen stock option granted prior to February 15, 2001 to vest as of the close of business on the last business day prior to the merger, and to

8

18

become exercisable upon the earlier to occur of its normal vesting date and the first anniversary of the completion of the merger.

TAX CONSEQUENCES (SEE PAGE 51)

None of AmeriSource, Bergen or their respective shareholders who exchange their shares for shares of AmerisourceBergen common stock will recognize a gain or loss for United States federal income tax purposes in connection with the merger, except for taxes payable because of the reimbursement of conveyance taxes or conveyance fees, and in the case of Bergen shareholders, because of cash received instead of fractional shares.

ACCOUNTING TREATMENT (SEE PAGE 54)

The merger will be accounted for under the purchase method of accounting for business combinations. Since current AmeriSource shareholders will own approximately 51% of AmerisourceBergen's common stock immediately after the merger (with current Bergen shareholders owning the remaining approximately 49% of AmerisourceBergen common stock), AmerisourceBergen will account for the merger as an acquisition by AmeriSource of Bergen. The value of Bergen as indicated by the fair value of the stock of AmerisourceBergen issued to acquire Bergen (i.e., the purchase price) over the fair value of Bergen's net tangible and identifiable intangible assets, will be treated as an intangible asset termed "goodwill". The goodwill will be allocated to one or more reporting units.

In July 2001, the Financial Accounting Standards Board issued Statement No. 141 entitled Business Combinations and Statement No. 142 entitled Goodwill and Other Intangible Assets. These Statements provide that goodwill, including goodwill recognized in connection with the merger, will no longer be amortized

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and charged against earnings, but will instead be subject to periodic testing for impairment and corresponding write-downs, if necessary. This accounting treatment is in all material respects consistent with the rules set forth in the Financial Accounting Standards Board's Exposure Draft entitled Business Combinations and Intangible Assets -- Accounting for Goodwill, dated February 14, 2001, and the unaudited pro forma consolidated condensed financial information included in this joint proxy statement-prospectus has been prepared under the rules set forth in the two new Statements. The merger is conditioned upon the promulgation of these new accounting and financial reporting rules.

OVERVIEW OF THE MERGER AGREEMENT (SEE PAGE 55)

Conditions to the Completion of the Merger. Each of AmeriSource's and Bergen's obligation to complete the merger is subject to the satisfaction or waiver of specified conditions, including those listed below:

- the approval and adoption of the merger agreement by both the holders of AmeriSource Class A common stock and Bergen common stock;
- the applicable waiting period under U.S. antitrust laws must expire or be earlier terminated;
- the absence of any action by any governmental authority challenging the merger or seeking to limit the ownership or operation of AmeriSource, Bergen or their subsidiaries before or after the merger;
- the declaration of effectiveness of the registration statement on Form S-4, of which this joint proxy statement-prospectus forms a part, by the Securities and Exchange Commission, and the absence of any stop order or threatened or pending proceedings seeking a stop order;
- the shares of AmerisourceBergen common stock to be issued in the merger must be approved for listing on the New York Stock Exchange, subject to official notice of issuance;
- the promulgation by the Financial Accounting Standards Board of a final Statement of Financial Accounting Standard which provides for accounting treatment of the merger in all material respects as in the Exposure Draft of the proposed Statement entitled Business Combinations and Intangible Assets -- Accounting for Goodwill, dated February 14, 2001; and

9

19

- AmeriSource and Bergen must each receive an opinion of tax counsel that neither it nor its shareholders will be subject to U.S. federal income tax as a result of the merger, other than due to the payment of cash in lieu of fractional shares or to reimburse conveyance taxes.

Termination of the Merger Agreement. AmeriSource and Bergen can jointly agree to terminate the merger agreement at any time. Either company may also terminate the merger agreement if:

- the merger is not completed on or before September 15, 2001; however, this termination right is not available to any party whose failure to perform any material covenant or obligation under the merger agreement resulted in the failure to complete the merger by that date;

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- the approval of either party's shareholders is not obtained because of the failure to obtain the required vote to approve and adopt the merger agreement;
- the other party materially breaches any of its representations, warranties, covenants or agreements in the merger agreement, which breach would result in the failure to satisfy a condition to the completion of the merger, and the breach, if curable, is not cured within 30 days after notice is received by the breaching party;
- the other party materially breaches any of its obligations under its stock option agreement; or
- the other party adversely changes its board recommendation of the merger agreement, recommends a competing transaction or fails to recommend against a competing offer, each as described beginning on page 59.

Termination Fees and Expenses. The merger agreement provides that AmeriSource or Bergen may be required to pay a termination fee of \$75 million, as well as expenses not to exceed \$15 million, to the other party as described beginning on page 60.

No Solicitation of Alternative Transactions. The merger agreement contains detailed provisions prohibiting AmeriSource and Bergen from seeking an alternative transaction to the merger. These "no solicitation" provisions prohibit AmeriSource and Bergen, and prohibit AmeriSource and Bergen from authorizing or permitting any of their subsidiaries and any of their directors, officers, employees, agents and representatives, from taking any action to solicit a proposal for a competing transaction, as described on page 56. However, the merger agreement does not prohibit either party or its board of directors from considering and potentially recommending a written proposal for a competing transaction which was not solicited or encouraged after the date of the merger agreement, as described on pages 57 and 58.

REGULATORY MATTERS (SEE PAGE 54)

Under U.S. antitrust laws, AmeriSource and Bergen may not complete the merger until required information and materials are furnished to the Antitrust Division of the Department of Justice and the Federal Trade Commission and the specified waiting periods are terminated or expire. AmeriSource and Bergen filed the required information and materials with the Department of Justice and the Federal Trade Commission on April 6, 2001. On May 7, 2001, the Federal Trade Commission issued a request for additional information and, as a result, is extending the required waiting period under U.S. antitrust laws until 30 days after AmeriSource and Bergen have substantially complied with such request. See "The Merger-Regulatory Matters" which begins on page 54.

COMPLETION AND EFFECTIVENESS OF THE MERGER (SEE PAGE 48)

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The parties will complete the merger when all of the conditions to completion of the merger are satisfied or waived in accordance with the merger agreement. The merger will be completed when AmeriSource files a certificate of merger with the Delaware Secretary of State and Bergen files a certificate of merger with the New Jersey Department of the Treasury. However, AmeriSource and Bergen may agree to a later time for completion of the merger and specify that time in their respective certificates of merger.

10

20

STOCK OPTION AGREEMENTS (SEE PAGE 65)

Each of AmeriSource and Bergen has issued to the other an option to purchase up to approximately 19.9% of their respective outstanding shares of common stock. An option becomes exercisable if the grantee becomes entitled to receive the termination fee under the merger agreement as described on page 65. The purchase price of the option issued by AmeriSource to Bergen is \$48.48 per AmeriSource share, and the purchase price of the option issued by Bergen to AmeriSource is \$17.9376 per Bergen share. The stock option agreements limit the amount of profit that an option holder is permitted to receive.

SUPPORT/VOTING AGREEMENTS (SEE PAGE 67)

In connection with the merger agreement, AmeriSource has entered into support/voting agreements with Robert E. Martini and Neil F. Dimick, both of whom are executive officers and directors of Bergen. As of the record date, Messrs. Martini and Dimick held approximately 4,725,683 Bergen common shares, representing 3.49% of the outstanding Bergen common shares. Pursuant to the support/voting agreements, each of Messrs. Martini and Dimick has agreed, among other things, to vote all of his shares held on the record date in favor of adoption and approval of the merger agreement and the merger at the special meeting.

In connection with the merger agreement, Bergen has entered into support/voting agreements with R. David Yost, who is an executive officer and director of AmeriSource, and Kurt J. Hilzinger, who is an executive officer of AmeriSource. As of the record date, Messrs. Yost and Hilzinger held approximately 492,700 AmeriSource Class A common shares, representing 0.93% of the outstanding AmeriSource Class A common shares. Pursuant to the support/voting agreements, each of Messrs. Yost and Hilzinger has agreed, among other things, to vote all of his shares held on the record date in favor of the adoption and approval of the merger agreement and the merger at the special meeting.

MARKET PRICE INFORMATION (SEE PAGE 70)

Shares of each of AmeriSource Class A common stock and Bergen common stock are traded on the New York Stock Exchange. AmeriSource has never paid dividends. Bergen has paid cash dividends on its common stock totaling \$0.170, \$0.225 and

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\$0.315 per share in fiscal 2000, 1999 and 1998, respectively. The following table sets forth comparative market price information as of March 16, 2001, the last trading day before the public announcement of the merger, and as of [], 2001, the most recent date for which information was available at the time of printing this joint proxy statement-prospectus. The AmeriSource and Bergen share prices represent the closing sale prices on the New York Stock Exchange on each of the dates indicated.

DATE	AMERISOURCE PER SHARE PRICE	BERGEN PER SHARE PRICE	BERGEN PRO FORMA EQUIVALENT PER SHARE VALUE (A)
March 16, 2001.....	\$48.48	\$15.94	\$17.94
[], 2001.....	\$ []	\$ []	\$ []

(a) Represents the AmeriSource per share price multiplied by 0.37, being the exchange ratio of Bergen shares into AmerisourceBergen shares.

11

21

SELECTED HISTORICAL AND PRO FORMA FINANCIAL DATA (SEE PAGE 71)

The following tables present (1) selected historical financial data of AmeriSource, (2) selected historical financial data of Bergen, and (3) selected unaudited pro forma consolidated financial information of AmerisourceBergen, which reflect the merger.

AMERISOURCE

SELECTED HISTORICAL FINANCIAL DATA

The selected historical financial data of AmeriSource has been derived from the audited consolidated financial statements and related notes of AmeriSource for each of the years in the five-year period ended September 30, 2000 and the unaudited consolidated financial statements for the six months ended March 31, 2001 and 2000. The historical data is only a summary, and you should read it in conjunction with the historical financial statements and related notes contained in the annual and quarterly reports of AmeriSource which have been incorporated by reference into this joint proxy statement-prospectus.

AS OF OR FOR THE SIX MONTHS ENDED MARCH 31,		AS OF OR FOR THE YEAR ENDED SE		
2001	2000	2000 (A)	1999 (B)	1998 (C)
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)				

STATEMENT OF OPERATIONS

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DATA:						
Operating revenue.....	\$6,787,436	\$5,660,795	\$11,609,995	\$9,760,083	\$9,373,482	\$
Bulk deliveries to customer warehouses...	757	20,790	35,026	47,280	129,555	
	-----	-----	-----	-----	-----	
Total revenue.....	6,788,193	5,681,585	11,645,021	9,807,363	9,503,037	
Income before extraordinary items...	57,707	45,898	99,014	70,915	46,030	
Net income.....	57,707	45,898	99,014	67,466	46,030	
Earnings per share -- assuming dilution:						
Income before extraordinary items.....	1.07	.89	1.90	1.38	.91	
Net income.....	1.07	.89	1.90	1.31	.91	
BALANCE SHEET DATA:						
Cash and cash equivalents and restricted cash.....	126,268	49,240	120,818	59,497	90,344	
Total assets.....	2,784,410	2,101,696	2,458,567	2,060,599	1,726,272	
Long-term debt, including current portion.....	473,613	469,837	413,675	559,127	540,327	
Stockholders' equity (deficit).....	365,437	213,792	282,294	166,277	75,355	

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- (a) Includes a \$0.7 million reversal of costs related to facility consolidations and employee severance, net of income tax benefit of \$0.4 million.
- (b) Includes \$9.3 million of costs related to facility consolidations and employee severance, net of income tax benefit of \$2.4 million and \$2.7 million of merger costs, net of income tax benefit of \$0.5 million.
- (c) Includes \$11.2 million of merger costs, net of income tax benefit of \$7.2 million and \$5.1 million of costs related to facility consolidations and employee severance, net of income tax benefit of \$3.2 million.
- (d) Includes \$7.1 million of costs related to facility consolidations and employee severance, net of income tax benefit of \$4.5 million.

12

22

BERGEN

SELECTED HISTORICAL FINANCIAL DATA

The selected historical financial data of Bergen has been derived from the audited consolidated financial statements and related notes of Bergen for each of the years in the five-year period ended September 30, 2000 and the unaudited consolidated financial statements for the six months ended March 31, 2001 and 2000. The historical data is only a summary, and you should read it in conjunction with the historical financial statements and related notes contained in the annual and quarterly reports of Bergen which have been incorporated by reference into this joint proxy statement-prospectus.

AS OF OR FOR THE SIX MONTHS
ENDED MARCH 31,

AS OF OR FOR THE YEAR ENDED SEP

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	2001	2000	2000 (a) (f)	1999 (b) (f)	1998 (c) (d) (f)
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)					
STATEMENT OF EARNINGS DATA:					
Net sales and other revenues:					
Excluding bulk shipments to customers' warehouses.....	\$9,764,074	\$9,082,825	\$18,725,611	\$16,137,864	\$12,943,739
Bulk shipments to customers' warehouses.....	1,989,826	2,116,036	4,217,291	4,056,479	3,401,651
Total net sales and other revenues.....	11,753,900	11,198,861	22,942,902	20,194,343	16,345,390
Earnings (loss) from continuing operations(g).....	49,533	44,596	(481,026)	84,380	95,247
Earnings (loss) per share from continuing operations -- diluted.....	.36	.33	(3.58)	.71	.93
Cash dividends declared per Class A Common share.....	.020	.150	.170	.225	.315
BALANCE SHEET DATA:					
Cash and cash equivalents.....	57,510	14,131	94,032	116,356	79,003
Total assets.....	5,122,027	5,556,774	4,571,424	5,399,452	2,929,622
Long-term debt, including current portion.....	1,088,530	1,252,005	1,089,646	1,537,604	448,323
Preferred securities of subsidiary trust holding solely debt securities of Bergen.....	300,000	300,000	300,000	300,000	--
Shareowners' equity.....	773,568	1,509,591	723,249	1,495,490	629,064

(a) Includes special charges for goodwill impairment of \$505.3 million, no income tax effect; provision for doubtful receivables associated with two customers of \$40.4 million, net of income tax benefit of \$26.3 million; restructuring charge of \$6.4 million, net of income tax benefit of \$4.3 million; abandonment of capitalized software of \$3.8 million, net of income tax benefit of \$2.5 million; officer severance of \$2.4 million, net of income tax benefit of \$1.6 million; and impairment of investment of \$3.0 million, net of income tax benefit of \$2.0 million.

(b) Includes a special provision for doubtful receivables of \$27.8 million, net of income tax benefit of \$18.2 million.

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- (c) Includes special charges for merger expenses of \$8.6 million, net of income tax benefit of \$6.0 million, primarily relating to the termination of a previously proposed merger; and abandonment of capitalized software of \$3.2 million, net of income tax benefit of \$2.1 million.
- (d) Includes a cash dividend of \$0.075 per share declared September 24, 1998 and paid December 1, 1998.
- (e) Includes special charges for merger expenses of \$3.4 million, net of income tax benefit of \$2.4 million, relating to the termination of a previously proposed merger.
- (f) For information regarding business acquisitions and dispositions during these fiscal years, see Item 7 of Bergen's Form 10-K for the fiscal year ended September 30, 2000.
- (g) The following table summarizes the special charges described in notes (a) (b) (c) and (e) above:

	YEAR ENDED SEPTEMBER 30,			
	2000	1999	1998	1997
	(IN MILLIONS)			
Goodwill impairment.....	\$(505.3)	\$ --	\$ --	\$ --
Special provision for doubtful receivables.....	(66.7)	(46.0)	--	--
Restructuring charge.....	(10.7)	--	--	--
Abandonment of capitalized software.....	(6.3)	--	(5.3)	--
Impairment of investment.....	(5.0)	--	--	--
Officer severance.....	(4.0)	--	--	--
Merger-related expenses.....	--	--	(14.6)	(5.8)
	-----	-----	-----	-----
Total pre-tax effect.....	(598.0)	(46.0)	(19.9)	(5.8)
Income tax benefit.....	36.7	18.2	8.1	2.4
	-----	-----	-----	-----
Effect on earnings from continuing operations.....	\$(561.3)	\$(27.8)	\$(11.8)	\$(3.4)
	=====	=====	=====	=====

AMERISOURCEBERGEN

SELECTED UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

The following table summarizes, under the purchase method of accounting, selected unaudited pro forma consolidated statement of operations data for the six months ended March 31, 2001 and the year ended September 30, 2000 as if the merger between AmeriSource and Bergen had been completed on October 1, 1999 and selected unaudited pro forma consolidated balance sheet data as of March 31, 2001 as if the merger had been completed on that date. We have included this

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selected unaudited pro forma consolidated financial information only for the purposes of illustration, and it does not necessarily indicate what the operating results or financial position would have been if the merger between AmeriSource and Bergen had been completed on the dates indicated. Moreover, this information does not necessarily indicate what the future operating results or financial position of the combined company will be. You should read this selected unaudited pro forma consolidated financial information in conjunction with the "Unaudited Pro Forma Consolidated Condensed Financial Information" included elsewhere in this document. This selected unaudited pro forma consolidated financial information does not reflect any adjustments to reflect any cost savings or other synergies anticipated as a result of the merger or any future merger-related expenses.

	SIX MONTHS ENDED MARCH 31, 2001	YEAR ENDED SEPTEMBER 30, 2000
	-----	-----
	(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)	
Revenue:		
Operating revenue.....	\$16,551,510	\$30,335,606
Bulk deliveries to customer warehouses.....	1,990,583	4,252,317
	-----	-----
Total revenue.....	18,542,093	34,587,923
Income from continuing operations.....	112,301	146,386
Earnings per share from continuing operations -- assuming dilution.....	1.07	1.44
Cash dividends declared per share (b).....	.05	.10

	MARCH 31, 2001

	(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)
Cash and cash equivalents.....	\$ 183,778
Total assets.....	9,487,337
Long-term debt, including current portion of \$41,741.....	1,531,402
Preferred securities of subsidiary trust holding solely debt securities of the company.....	247,800
Total stockholders' equity.....	2,737,821
Book value per share.....	26.62

(a) Amounts include the effect of AmeriSource's and Bergen's special items as described in Note 5 of the Notes to Unaudited Pro Forma Consolidated Condensed Financial Statements. The aggregate effect of these items was:

- to reduce pro forma consolidated income from continuing operations by \$55.3 million; and
- to reduce pro forma earnings per share from continuing operations -- assuming dilution by \$.54.

(b) Pro forma consolidated cash dividends declared per share represent the combined company's intention to declare and pay a quarterly dividend of

\$.025 per share.

UNAUDITED COMPARATIVE PER SHARE INFORMATION

We have set forth below per share information regarding earnings, cash dividends declared and book value of AmeriSource and Bergen on both historical and unaudited pro forma consolidated bases and on a per share equivalent unaudited pro forma basis for Bergen. We have derived the unaudited pro forma consolidated earnings per share information from the "Unaudited Pro Forma Consolidated Condensed Financial Information" presented elsewhere in this document. Unaudited pro forma consolidated cash dividends declared per share reflect the combined company's intention to declare and pay a quarterly dividend of \$.025 per share. Book value per share for the unaudited pro forma consolidated presentation is based upon outstanding shares of AmeriSource and Bergen common stock, adjusted to reflect the exchange of common stock in the merger for shares of AmerisourceBergen common stock, at the time the merger is completed. The per share equivalent unaudited pro forma consolidated data for shares of Bergen common stock is based on the assumed conversion of each share of Bergen common stock into 0.37 of a share of AmerisourceBergen common stock. See "The Merger -- Structure of the Merger and Conversion of AmeriSource and Bergen Stock." You should read the information set forth below in conjunction with the respective audited and unaudited financial statements of AmeriSource and Bergen incorporated by reference in this document and the "Unaudited Pro Forma Consolidated Condensed Financial Information" and the notes thereto presented elsewhere in this document. See "Where You Can Find More Information."

	AS OF OR FOR THE SIX MONTHS ENDED MARCH 31, 2001 -----	AS OF OR FOR TH YEAR ENDED SEPTEMBER 30, 20 -----
AmeriSource -- Historical		
Earnings per share -- assuming dilution.....	\$ 1.07	\$ 1.90
Cash dividends declared per share.....	\$ --	\$ --
Book value per share.....	\$ 6.92	\$ 5.42
Bergen -- Historical		
Earnings (loss) per share from continuing operations -- assuming dilution.....	\$.36	\$(3.58)
Cash dividends declared per share.....	\$.02	\$.17
Book value per share.....	\$ 5.72	\$ 5.37
AmerisourceBergen -- Pro Forma Consolidated		
Earnings per share from continuing operations -- assuming dilution.....	\$ 1.07	\$ 1.44
Cash dividends declared per share.....	\$.05	\$.10
Book value per share.....	\$26.62	\$26.03
Bergen Per Share Equivalent Pro Forma		
Earnings per share from continuing operations -- assuming dilution.....	\$.40	\$.53
Cash dividends declared per share.....	\$.02	\$.04
Book value per share.....	\$ 9.85	\$ 9.63

RISK FACTORS

You should carefully consider the following risk factors in deciding whether to vote for approval and adoption of the merger agreement. These factors are important, and we cannot quantify their potential effects on the combined company. These factors are in addition to the risks faced by AmeriSource and Bergen in their day-to-day operations and are not presented in order of magnitude or importance. These factors are also in addition to the other information contained in or incorporated by reference into this joint proxy statement-prospectus.

THE SHARES OF AMERISOURCEBERGEN STOCK THAT YOU RECEIVE MAY HAVE LESS VALUE THAN YOUR SHARES OF AMERISOURCE COMMON STOCK OR BERGEN COMMON STOCK.

Upon completion of the merger, all shares of AmeriSource common stock and Bergen common stock will convert into shares of AmerisourceBergen common stock. The exchange ratios on which the shares will convert are fixed, and changes in the market price of either AmeriSource common stock or Bergen common stock will not result in an adjustment of the exchange ratios. As a result, shares of AmeriSource common stock and shares of Bergen common stock may have a greater market value than the shares of AmeriSource-Bergen common stock for which they are exchanged. Neither party is permitted to "walk away" from the merger or re-solicit the vote of its shareholders solely because of changes in the market price of either party's common stock. Changes in the market price of the Bergen or AmeriSource common stock may result from a variety of factors that are beyond the control of AmeriSource or Bergen, including changes in their businesses, operations and prospects, regulatory considerations, general market and economic conditions, or other factors. The prices of the shares of AmeriSource common stock and the shares of Bergen common stock at the time of the merger may vary from their respective prices disclosed in the joint proxy statement-prospectus and on the day of the special meetings.

AmeriSource and Bergen will hold the special meetings prior to the completion of the merger. The shares of AmerisourceBergen common stock will not trade publicly until the completion of the merger. As a result, at the time of the special meeting you will not know the market value of the AmerisourceBergen common stock that you will receive upon completion of the merger.

THE NEED FOR GOVERNMENTAL APPROVALS MAY AFFECT THE DATE OF CONSUMMATION OF THE MERGER OR MAY DIMINISH THE BENEFITS OF THE MERGER.

The merger is conditioned upon, among other things, the expiration or termination of the applicable waiting period under the applicable United States antitrust laws, including the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. Satisfying this condition to the merger may affect the date of consummation of the merger. In addition, you should be aware that it is possible that government agencies may seek to challenge the merger or limit AmerisourceBergen's ownership or operation of AmeriSource, Bergen or their subsidiaries after the merger or otherwise seek to restrict the combined operations of AmeriSource and Bergen as a condition to approving the merger. In

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1998, the Federal Trade Commission requested and received injunctions to prevent previous mergers contemplated by AmeriSource and Bergen with other parties. Both of the previous proposed mergers were terminated as a result of such injunctions. Any challenges, limitations or restrictions imposed by government agencies could prevent the merger or diminish the benefits of the merger to AmerisourceBergen and shareholders of AmeriSource and Bergen who become shareholders of AmerisourceBergen.

AMERISOURCEBERGEN MAY NOT REALIZE ALL OF THE ANTICIPATED BENEFITS OF THE MERGER.

The success of the merger will depend in part on the ability of AmerisourceBergen to realize the anticipated synergies of \$125 million per year by the end of the third year of the existence of AmerisourceBergen and growth opportunities from integrating the businesses of AmeriSource and Bergen. AmerisourceBergen's success in realizing these synergies, cost savings and growth opportunities, and the timing of this realization, depends on the successful integration of AmeriSource's and Bergen's operations. Even if AmerisourceBergen successfully integrates the business operations of AmeriSource and Bergen,

17

27

AmerisourceBergen cannot assure you that this integration will result in the realization of the full benefits of the synergies, cost savings and growth opportunities that AmerisourceBergen currently expects or that these benefits will be achieved within the anticipated time frame. For example, the elimination of duplicative costs may not be possible or may take longer than anticipated and the benefits from the merger may be offset by costs incurred in integrating the companies.

DIRECTORS OF AMERISOURCE AND BERGEN HAVE POTENTIAL CONFLICTS OF INTEREST IN RECOMMENDING THAT YOU VOTE IN FAVOR OF THE APPROVAL AND ADOPTION OF THE MERGER AGREEMENT.

A number of directors of AmeriSource and a number of directors of Bergen who recommend that you vote in favor of the approval and adoption of the merger agreement may have employment or severance agreements or benefit arrangements that provide them with interests in the merger that may differ from yours. Following completion of the merger, Robert E. Martini, Chairman and Chief Executive Officer of Bergen, will become the non-executive Chairman of the board of directors of AmerisourceBergen. R. David Yost, Chairman and Chief Executive Officer of AmeriSource, will become President and Chief Executive Officer of AmerisourceBergen and a member of the AmerisourceBergen board of directors. Neil F. Dimick, a director and Senior Executive Vice President and Chief Financial Officer of Bergen, will become Executive Vice President and Chief Financial Officer of AmerisourceBergen. Brent R. Martini, a director and Senior Executive Vice President of Bergen and President of Bergen Brunswick Drug Company, will become a Senior Vice President of AmerisourceBergen and the President of AmerisourceBergen Drug Company.

The expected receipt of compensation or other benefits in the merger, including the vesting of stock options, the continuation of indemnification

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arrangements for current directors of AmeriSource and Bergen following completion of the merger, the payment of severance and other benefits, or, in the case of Bergen, lapse of restrictions on restricted stock, may have influenced these directors in recommending that you vote in favor of the approval and adoption of the merger agreement. See "The Merger -- Interests of AmeriSource Directors and Executive Officers in the Merger" and "The Merger -- Interests of Bergen Directors and Executive Officers in the Merger" on pages 43 and 44.

PROVISIONS IN THE ORGANIZATIONAL DOCUMENTS OF AMERISOURCEBERGEN MAY AFFECT THE ABILITY OF SHAREHOLDERS TO REMOVE THE MANAGEMENT OF AMERISOURCEBERGEN.

Some provisions of the AmeriSourceBergen amended and restated certificate of incorporation, as amended, and amended and restated bylaws could have the effect of delaying, discouraging or preventing the removal of management. These provisions include the following: a classified board (with each board member serving a three-year term), no authorization for shareholders to call a special meeting, limited ability of shareholders to remove directors, prohibition of action by written consent of shareholders and an advance notice requirement for nomination of directors and for shareholder proposals.

These provisions, among others, may have the effect of discouraging a third party from attempting to obtain control of the company.

18

28

THE COMPANIES

AmeriSource Health Corporation
1300 Morris Drive, Suite 100
Chesterbrook, Pennsylvania 19087-5594
(610) 727-7000
<http://www.amerisource.com>

AmeriSource Health Corporation was incorporated in Delaware in 1988. AmeriSource Health Corporation is a holding company and substantially all of its operations are conducted through its direct wholly-owned subsidiary, AmeriSource Corporation. AmeriSource is a leading wholesale distributor of pharmaceutical products and related healthcare solutions in the United States. AmeriSource provides services to health systems (hospitals and other acute care facilities), alternate site customers (mail order facilities, nursing homes, clinics and other non-acute care facilities), independent community pharmacies and chain drugstores. AmeriSource believes it is the largest provider of pharmaceuticals to the health systems market.

AmeriSource is typically the primary source of supply for pharmaceutical and related products to its customers. AmeriSource offers a broad range of solutions to its customers and suppliers designed to enhance the efficiency and effectiveness of their operations, allowing them to improve the delivery of healthcare to patients and consumers.

Bergen Brunswick Corporation
4000 Metropolitan Drive
Orange, California 92868-3510
(714) 385-4000

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http://www.bergenbrunswick.com

Bergen Brunswick Corporation was formed in New Jersey in 1956. Together with its subsidiaries, Bergen is a diversified drug and health care distribution organization. Bergen is one of the nation's largest wholesalers of pharmaceuticals and specialty healthcare products to the managed care and retail pharmacy markets, and also distributes pharmaceuticals to long-term care and workers' compensation patients. Bergen provides product distribution, logistics, pharmacy management programs, consulting services, and Internet fulfillment services designed to reduce costs and improve patient outcomes.

Bergen is organized based upon the products and services it provides to its customers. Bergen's operating businesses are divided into three segments: (i) pharmaceutical distribution, (ii) PharMerica, and (iii) other businesses. The pharmaceutical distribution segment includes Bergen Brunswick Drug Company and ASD Specialty Healthcare, Inc., which is comprised of the pharmaceutical alternate site distribution business, Integrated Commercialization Solutions and The Lash Group.

AmerisourceBergen Corporation

1300 Morris Drive, Suite 100
Chesterbrook, Pennsylvania 19087-5594
(610) 727-7000

AmerisourceBergen is a newly formed corporation that has not yet conducted any activities other than those incident to its formation, the matters contemplated by the merger agreement and the preparation of this joint proxy statement-prospectus. Upon completion of the merger, AmeriSource and Bergen will each become a wholly-owned subsidiary of AmerisourceBergen. The business of AmerisourceBergen will be the combined businesses currently conducted by AmeriSource and Bergen.

THE SPECIAL MEETINGS

JOINT PROXY STATEMENT-PROSPECTUS

AmeriSource and Bergen are furnishing this joint proxy statement-prospectus to you in connection with the solicitation of proxies by AmeriSource, Bergen and their respective boards of directors in connection with the proposed merger.

AmeriSource and Bergen are furnishing this joint proxy statement-prospectus to shareholders of AmeriSource and Bergen on or about [], 2001.

DATE, TIME AND PLACE OF THE SPECIAL MEETINGS

The special meetings are scheduled to be held as follows:

For AmeriSource shareholders:
[], 2001
[] a.m., local time
[]

For Bergen shareholders:
[], 2001
[] a.m., local time
[]

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PURPOSE OF THE SPECIAL MEETINGS

AmeriSource and Bergen are holding the special meetings so that shareholders of each of AmeriSource and Bergen may consider and vote upon a proposal to approve and adopt the merger agreement among AmeriSource, Bergen, AmerisourceBergen (formerly named AABB Corporation), A-Sub Acquisition Corp. and B-Sub Acquisition Corp., pursuant to which AmeriSource and Bergen will become wholly-owned subsidiaries of AmerisourceBergen, and to transact any other business that properly comes before the special meetings or any adjournment or postponement of the special meetings. Approval and adoption of the merger agreement will also constitute approval of the merger and the other transactions contemplated by the merger agreement.

If the shareholders of AmeriSource and Bergen approve and adopt the merger agreement, upon completion of the merger:

- each outstanding share of AmeriSource common stock will automatically convert into one share of AmerisourceBergen common stock; and

- each outstanding share of Bergen common stock will automatically convert into 0.37 of a share of AmerisourceBergen common stock.

At the AmeriSource and Bergen special meetings, AmeriSource and Bergen shareholders will also consider and vote on a proposal to adjourn the relevant special meeting to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement.

SHAREHOLDER RECORD DATE FOR THE SPECIAL MEETINGS

AmeriSource. AmeriSource's board of directors fixed the close of business on July 17, 2001 as the record date for determination of AmeriSource shareholders entitled to notice of and to vote at the special meeting. On the record date, there were 52,833,684 shares of AmeriSource Class A common stock outstanding, held by approximately 262 holders of record.

Bergen. Bergen's board of directors fixed the close of business on July 17, 2001 as the record date for determination of Bergen shareholders entitled to notice of and to vote at the Bergen special meeting. On the record date, there were 135,520,503 shares of Bergen common stock outstanding, held by approximately 4,129 holders of record.

VOTE REQUIRED FOR APPROVAL AND ADOPTION OF THE MERGER AGREEMENT

AmeriSource. A majority of the outstanding shares of AmeriSource Class A common stock must be represented, either in person or by proxy, to constitute a quorum at the AmeriSource special meeting. The affirmative vote of the holders of a majority of the outstanding shares of AmeriSource's Class A common stock outstanding as of the record date is required to approve and adopt the merger

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agreement.

As of the record date, AmeriSource directors and executive officers and their affiliates owned approximately 571,600 shares of AmeriSource Class A common stock, representing 1.08% of the outstanding shares of AmeriSource Class A common stock. Each of the directors and executive officers of AmeriSource currently intend to vote their AmeriSource shares in favor of the merger.

Bergen. A majority of the outstanding shares of Bergen common stock must be represented, either in person or by proxy, to constitute a quorum at the Bergen special meeting. The affirmative vote of a majority of the votes cast at the special meeting by the holders of the outstanding shares of Bergen's common stock outstanding as of the record date is required to approve and adopt the merger agreement.

As of the record date, Bergen directors and executive officers and their affiliates owned approximately 5,692,783 shares of Bergen common stock, representing 4.20% of the outstanding shares of Bergen common stock. Each of the directors and executive officers of Bergen currently intend to vote their Bergen shares in favor of the merger.

PROXIES

Your vote is very important regardless of the number of shares you own. Please vote as soon as possible to make sure that your shares are represented at the appropriate meeting. Whether or not you plan to attend your meeting, you are requested to promptly submit your vote by either calling the toll-free telephone number provided on the proxy card or voting instructions (and receive immediate acknowledgement of the casting of your vote) or completing, signing and dating the enclosed proxy card and returning it in the enclosed prepaid envelope.

All shares of AmeriSource Class A common stock represented by properly executed proxies received before or at the AmeriSource special meeting and all shares of Bergen common stock represented by properly executed proxies received before or at the Bergen special meeting will, unless the proxies are revoked, be voted in accordance with the instructions indicated on those proxies. If you are a holder of record, you may vote in person at either of the applicable special meetings. If you submit a properly executed proxy card and do not include instructions on how to vote, the proxy card provides that your shares will be voted for approval and adoption of the merger agreement and the applicable adjournment proposal. You are urged to mark the box on the proxy card to indicate how to vote your shares.

If your shares are held in an account at a brokerage firm or bank, your brokerage firm or bank should have provided a set of voting instructions with this joint proxy statement-prospectus which should provide instructions on how to vote your shares. If you have not received such voting instructions or require further information regarding such voting instructions contact your brokerage firm or bank and they can give you directions on how to vote your shares. Your brokerage firm or bank cannot vote your shares unless they receive appropriate instructions from you.

If you fail to execute and mail either your proxy card or your voting instructions, telephone your response or vote in person at the meeting, your shares will not be counted for purposes of establishing a quorum and, in the case of AmeriSource shareholders, will have the same effect as a vote against the approval and adoption of the merger agreement. If properly executed voting instructions are returned and your shares are held by a brokerage firm or a bank

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and you do not indicate how you want to vote, the AmeriSource Class A common stock or Bergen common stock represented by the voting instructions will be considered present at the special meeting for purposes of determining a quorum, but, in the case of AmeriSource, will have the same effect as a vote against the approval and adoption of the merger agreement.

21

31

A broker or bank non-vote occurs when a broker or bank is not permitted to vote on a matter without instructions from the beneficial owner of the shares and the beneficial owner does not provide instructions. Under New York Stock Exchange rules, if your broker or bank holds your shares in its name, your broker or bank may not vote on the proposals at the meetings absent instructions from you. Therefore, if you do not provide voting instructions, a broker or bank non-vote will occur. Broker or bank non-votes are distinguished from properly executed proxy cards from record owners who fail to include instructions on how to vote, which are voted for approval and adoption of the merger agreement.

If you execute and mail your proxy card, telephone your response or vote in person and you are a registered holder and do not indicate how you want to vote, your shares will be voted FOR the approval and adoption of the merger agreement.

In the case of AmeriSource shareholders, because the approval and adoption of the merger agreement requires the affirmative vote of at least a majority of the shares of AmeriSource's Class A common stock outstanding on the record date, abstentions and broker or bank non-votes and failures to vote will have the same effect as a vote against the approval and adoption of the merger agreement.

Neither AmeriSource nor Bergen expects that any person will bring any matter other than approval and adoption of the merger agreement before its special meeting. If, however, other matters are properly presented, the persons named as proxies will vote in accordance with their judgment with respect to those matters, unless authority to do so is withheld on the proxy card.

A shareholder may revoke his or her proxy at any time before it is voted by:

- notifying in writing that you are revoking your proxy or granting a subsequently dated proxy to the Secretary of AmeriSource Health Corporation at 1300 Morris Drive, Suite 100, Chesterbrook, Pennsylvania 19087-5594, if you are an AmeriSource shareholder, or the Secretary of Bergen Brunswick Corporation at 4000 Metropolitan Drive, Orange, California 92868-3510, if you are a Bergen shareholder; or
- appearing in person (and in the case of Bergen shareholders, filing written notice of revocation with the secretary of the meeting) and voting at the special meeting if you are a holder of record.

Attendance at the special meeting will not in and of itself constitute revocation of a proxy.

If you submit your proxy by telephone, you can change your vote by submitting a proxy at a later date using the same procedures.

If your shares are held in an account at a brokerage firm or bank, you should contact your brokerage firm or bank to change your vote.

VOTING BY TELEPHONE

Because Delaware, the state in which AmeriSource is incorporated, and New Jersey, the state in which Bergen is incorporated, permit submission of proxies

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by telephone, instead of submitting your vote by mail on the enclosed proxy card or voting instructions, all shareholders will have the option to submit their proxies, and many shareholders will have the option to submit their voting instructions, by telephone. Please note that there are separate arrangements for using the telephone depending on whether your shares are registered in your company's stock records in your name and you must therefore submit a proxy or in the name of a brokerage firm or bank and you must therefore provide voting instructions. Shareholders should check their proxy card or voting instructions forwarded by their broker, bank or other holder of record to see which options are available.

The telephone procedures for submitting your proxy or voting instructions are designed to authenticate shareholders' identities, to allow shareholders to have their shares voted and to confirm that their instructions have been properly recorded. Counsel has advised us that the procedures that have been put in place are consistent with the requirements of applicable law.

22

32

SOLICITATION OF PROXIES

AmeriSource and Bergen will share equally the expenses incurred in connection with the printing and mailing of this joint proxy statement-prospectus. Each of AmeriSource and Bergen has retained Morrow & Co., Inc. at an estimated cost of \$20,000 plus reimbursement of expenses, to assist in the solicitation of proxies. AmeriSource, Bergen and their proxy solicitors will also request banks, brokerage firms and other intermediaries holding shares of AmeriSource Class A common stock or Bergen common stock beneficially owned by others, to send this joint proxy statement-prospectus to, and obtain proxies from, the beneficial owners and will reimburse the holders for their reasonable expenses in so doing.

The directors, officers or employees of AmeriSource and Bergen may supplement solicitation of proxies by mail with solicitation by telephone, telegram and other electronic means, advertisements and personal solicitation. Neither AmeriSource nor Bergen will pay additional compensation to directors, officers or employees for such solicitation.

You should not send in any stock certificates with your proxy card. We will mail a transmittal letter with instructions for the surrender of stock certificates to you as soon as practicable after completion of the merger.

OTHER ACTION TO BE TAKEN AT THE AMERISOURCE SPECIAL MEETING

AmeriSource Adjournment Proposal

AmeriSource is submitting a proposal to the holders of AmeriSource Class A common stock to authorize the named attorneys-in-fact to vote in favor of the adjournment proposal at the special meeting of shareholders in the event that there are not sufficient votes at the special meeting to approve and adopt the merger agreement. Even though a quorum may be present at the special meeting, it is possible that AmeriSource may not have received sufficient votes to approve the merger proposal. In that event, AmeriSource would need to adjourn the special meeting in order to solicit additional proxies.

To allow the proxies that have been received by AmeriSource at the time of the special meeting of shareholders to be voted for such adjournment, if necessary, AmeriSource has submitted the question of adjournment under such circumstances, and only under such circumstances, to the AmeriSource shareholders for their consideration. Approval of the adjournment proposal requires that the number of votes cast in favor of the proposal exceed the

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number of votes cast against the proposal.

The AmeriSource board of directors recommends that the AmeriSource shareholders vote their proxies in favor of the AmeriSource adjournment proposal so that their proxies may be used for such purpose, should it become necessary. Properly executed proxies will be voted in favor of the adjournment proposal unless otherwise noted thereon. If it is necessary to adjourn the special meeting, no notice of the time and place of the adjourned meeting is required to be given to shareholders other than an announcement of such time and place at the special meeting. The adjournment proposal relates only to an adjournment occurring for purposes of soliciting additional proxies for approval of the merger proposal in the event that there are insufficient votes to approve the merger proposal at the special meeting. Any other adjournment (e.g., an adjournment required because of the absence of a quorum) would be voted upon pursuant to the discretionary authority granted by the proxy.

The AmeriSource board of directors retains full authority to postpone the special meeting prior to such meeting being convened, without the consent of any shareholder.

THE BOARD OF DIRECTORS OF AMERISOURCE RECOMMENDS THAT THE HOLDERS OF AMERISOURCE CLASS A COMMON STOCK VOTE FOR THE ADJOURNMENT PROPOSAL.

OTHER ACTION TO BE TAKEN AT THE BERGEN SPECIAL MEETING

Bergen Adjournment Proposal

Bergen is submitting a proposal to the holders of Bergen common stock to authorize the named attorneys-in-fact to vote in favor of the adjournment proposal at the special meeting of shareholders in the event that there are not sufficient votes at the special meeting to approve and adopt the merger agreement. Even though a

23

33

quorum may be present at the special meeting, it is possible that Bergen may not have received sufficient votes to approve the merger proposal. In that event, Bergen would need to adjourn the special meeting in order to solicit additional proxies.

To allow the proxies that have been received by Bergen at the time of the special meeting of shareholders to be voted for such adjournment, if necessary, Bergen has submitted the question of adjournment under such circumstances, and only under such circumstances, to the Bergen shareholders for their consideration. Approval of the adjournment proposal requires that the number of votes cast in favor of the proposal exceed the number of votes cast against the proposal.

The Bergen board of directors recommends that the Bergen shareholders vote their proxies in favor of the Bergen adjournment proposal so that their proxies may be used for such purpose, should it become necessary. Properly executed proxies will be voted in favor of the adjournment proposal unless otherwise noted thereon. If it is necessary to adjourn the special meeting, no notice of the time and place of the adjourned meeting is required to be given to shareholders other than an announcement of such time and place at the special meeting. The adjournment proposal relates only to an adjournment occurring for purposes of soliciting additional proxies for approval of the merger proposal in the event that there are insufficient votes to approve the merger proposal at the special meeting. Any other adjournment (e.g., an adjournment required because of the absence of a quorum) would be voted upon pursuant to the discretionary authority granted by the proxy.

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The Bergen board of directors retains full authority to postpone the special meeting prior to such meeting being convened, without the consent of any shareholder.

THE BOARD OF DIRECTORS OF BERGEN RECOMMENDS THAT THE HOLDERS OF BERGEN COMMON STOCK VOTE FOR THE ADJOURNMENT PROPOSAL.

THE MERGER

This section of this joint proxy statement-prospectus describes material aspects of the proposed merger, including the merger agreement, the stock option agreements, the support/voting agreements and the opinions of our financial advisers. While we believe that the description covers the material terms of the merger, this summary may not contain all of the information that is important to you. You should read this entire joint proxy statement-prospectus and the other documents we refer to carefully for a more complete understanding of the merger. In addition, we incorporate important business and financial information about each of us into this joint proxy statement-prospectus by reference. You may obtain the information incorporated by reference into this joint proxy statement-prospectus without charge by following the instructions in the section entitled "Where You Can Find More Information" that begins on page 98 of this joint proxy statement-prospectus.

BACKGROUND OF THE MERGER

Each of AmeriSource and Bergen have from time to time evaluated potential acquisitions or combinations that would further the companies' strategic objectives, including consolidation opportunities in the pharmaceutical wholesaling industry and supplementing the core wholesaling business with complementary businesses. The senior management of each of AmeriSource and Bergen has periodically reviewed these strategic opportunities with their respective boards.

In February of 2000, R. David Yost, Chairman, President and Chief Executive Officer of AmeriSource, and Robert E. Martini, Chairman and Chief Executive Officer of Bergen, initiated conversations regarding a potential business combination involving AmeriSource and Bergen through a stock-for-stock merger of equals. Following some initial discussions, AmeriSource retained legal counsel and Goldman Sachs as its financial advisor. Bergen retained legal counsel and Merrill Lynch as its financial advisor. In addition, after the initial conversations, representatives of AmeriSource and Bergen engaged in preliminary discussions and conducted preliminary due diligence reviews of the other company in order to evaluate the merits of a potential business combination. However, while the boards of directors of both companies considered the strategic rationale of a proposed combination and regulatory considerations, these discussions between the parties never progressed beyond preliminary matters.

24

34

In July of 2000, Mr. Yost and Mr. Martini resumed discussions of the benefits of a potential merger of equals transaction and decided to attempt to structure and negotiate the terms and conditions of such a transaction.

Following this discussion, AmeriSource and Bergen entered into a mutual confidentiality and standstill agreement, dated July 19, 2000. Following execution of the confidentiality agreement, during the months of July and August, 2000 representatives of AmeriSource and Bergen met on several occasions to conduct further due diligence reviews of the other company and to discuss potential synergies that could be realized through a business combination. During this period, the legal and financial advisors of AmeriSource and Bergen

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also began preliminary due diligence reviews of the companies and commenced preliminary discussions regarding the terms and conditions of a transaction. The legal advisors also began drafting and negotiating a merger agreement. However, the parties never reached agreement, and the parties terminated negotiations in early September, 2000.

On December 4, 2000, following the announcement of the proposed acquisition of Bindley Western Industries, Inc. by Cardinal Health, Inc., Mr. Yost and Mr. Martini discussed the announced Cardinal Health -- Bindley Western merger and the implications of the transaction for the pharmaceutical wholesaling industry. No further discussions between AmeriSource and Bergen were planned.

On December 21, 2000, Mr. Yost and Mr. Martini spoke and mutually decided to resume discussions regarding a potential merger of equals transaction. Following these initial discussions, Mr. Yost and Mr. Martini each had separate conversations with a number of important customers of AmeriSource or Bergen regarding a potential business combination and received expressions of support from the customers for such a business combination between AmeriSource and Bergen; a number of these customers contacted AmeriSource or Bergen on their own initiative.

In January of 2001, AmeriSource and Bergen, and their respective advisors, intensified discussions and resumed due diligence efforts. On January 8 and 9, senior management of AmeriSource and Bergen, along with their respective legal and financial advisors, met to discuss a possible merger of equals transaction and to conduct financial due diligence. During these meetings, the parties discussed the material terms of a possible transaction, including management of the combined company, the terms of a draft merger agreement, the exchange ratio and required regulatory approvals. Although no agreement was reached regarding the proposed transaction, future discussions were contemplated and each party continued to conduct due diligence.

During the month of January and the first half of February 2001, representatives of AmeriSource and Bergen and their respective auditors investigated and discussed whether the proposed merger could be accounted for as a "pooling of interests" for financial reporting purposes. Following these investigations and discussions, AmeriSource and Bergen determined that the proposed merger would likely be accounted for as a "purchase transaction" for financial reporting purposes and considered the implications of accounting for the proposed merger as a "purchase transaction" under current accounting rules on the reported earnings, if any, of the combined AmeriSource and Bergen entity following a merger.

On February 7, 2001, senior management of AmeriSource and Bergen, along with their respective legal and financial advisors, met to continue discussions of the material terms of the proposed transaction, including the accounting treatment of the potential merger. While the meeting concluded without agreement on the terms of the proposed transaction, representatives of AmeriSource and Bergen, as well as their respective advisors, thereafter intensified due diligence activities and negotiations of a merger agreement and related transaction agreements.

On February 12 through 15, 2001, representatives of AmeriSource and Bergen and their respective financial advisors met to conduct due diligence reviews and discuss synergies that could be realized as a result of the merger. AmeriSource and Bergen determined that achieving annual synergies of \$125 million by the end of the third year could be realized through (a) fewer, but larger and more efficient distribution centers, (b) consolidating AmeriSource's and Bergen's corporate staff, (c) efficiencies in purchasing and improved buying and vendor margin opportunities, (d) lower financing costs and improved working capital turns, and

(e) combining and significantly enhancing customer offerings and programs. AmeriSource and Bergen have not made specific decisions as to layoffs or distribution center closures.

On February 14, 2001, the Financial Accounting Standards Board issued the Exposure Draft of the proposed Statement entitled Business Combinations and Intangible Assets -- Accounting for Goodwill, dated February 14, 2001, proposing, among other things, that goodwill not be amortized unless such goodwill is found to be impaired in which case an impairment charge would be taken to reduce goodwill to its fair value.

On February 21, 2001, representatives of AmeriSource and Bergen and their respective legal and financial advisors again met to discuss the proposed transaction, including consummating the merger through a newly established holding company and that the proposed merger be conditioned on the Financial Accounting Standards Board promulgating a final Statement of Financial Accounting Standards that provides for accounting treatment of the merger in all material respects as in the Exposure Draft of the proposed Statement entitled Business Combinations and Intangible Assets -- Accounting for Goodwill, dated February 14, 2001. During this meeting, there were again discussions, but no agreement about an appropriate exchange ratio and governance and management structure for the merged entity. However, following this meeting, Mr. Yost and Mr. Martini continued to discuss the terms of the proposed transaction, including the relative exchange ratios for shares of AmeriSource common stock and shares of Bergen common stock, in a series of meetings and telephone conversations over the next three weeks. In addition, the parties' legal advisors continued to negotiate a definitive merger agreement and other agreements related to the proposed transaction.

While discussing an appropriate exchange ratio in the context of a merger of equals, representatives of AmeriSource and Bergen considered a number of potential methods of allocating ownership of the resulting corporation. With the assistance of their respective financial advisors, Mr. Yost and Mr. Martini discussed potential exchange ratios based on a number of criteria, including ratios based upon the average share prices of AmeriSource and Bergen stock, the price to earnings multiples of AmeriSource and Bergen, the relative contribution to earnings of a combined company and an even division of the company between the shareholders of AmeriSource and the shareholders of Bergen. The final exchange ratio was reached through extensive negotiations, and was not based on any single factor.

On the afternoon of Monday, March 12, 2001, the board of directors of Bergen held a special meeting to discuss the progress of negotiations with AmeriSource. At this meeting, senior management of Bergen presented the strategic rationale for a possible transaction to the Bergen board of directors and the preliminary results of its business and financial due diligence review of AmeriSource. In addition, Bergen's legal advisors discussed with Bergen's board of directors its fiduciary duties under applicable law and the results of their legal due diligence review, described to the board of directors the proposed terms and conditions of the proposed merger agreement, stock option agreements and support/voting agreements, as well as those terms and conditions still under negotiation, discussed regulatory considerations and responded to questions from directors. Merrill Lynch also presented a summary of its financial analysis relating to the proposed merger at this Bergen board meeting. During the Merrill Lynch presentation, members of the Bergen board of directors discussed matters related to Merrill Lynch's financial analyses and the assumptions on which the analyses were based, including the strategic and financial rationale for the proposed transaction, the results of operations of

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AmeriSource and Bergen and the ability of AmerisourceBergen to realize synergies. The Bergen board also discussed payments that could become payable to executives of Bergen under longstanding employment and severance agreements and discussed the willingness of Bergen executives to consider amendments to such agreements in order to facilitate the proposed transaction.

During the week of March 12, 2001, representatives of AmeriSource and Bergen, together with their respective financial advisors and legal counsel, continued to negotiate a definitive merger agreement and other related agreements. In addition, the entering into, by Bergen with executive officers of Bergen, letter amendments relating to the amendment of existing employment and severance agreements and other compensation arrangements was a condition to AmeriSource's willingness to agree to the proposed business combination.

26

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On the afternoon of Friday, March 16, 2001, the board of directors of AmeriSource held a special meeting to consider the proposed merger of equals transaction. At this meeting, the management of AmeriSource presented the strategic rationale for the transaction to the board and the results of its due diligence review of the other company. This presentation supplemented information previously provided to the board of directors, including through regularly scheduled board of directors meetings and monthly conference calls with management during the prior year. In addition, AmeriSource's legal advisors discussed with the board of directors its fiduciary duties under applicable law, described to the board of directors the terms of the proposed merger agreement, stock option agreements and voting/support agreements, discussed regulatory considerations and responded to questions from directors. In addition, AmeriSource's legal advisors described the material terms of the proposed AmeriSource rights agreement. At this AmeriSource board meeting, Goldman Sachs presented a summary of its financial analyses, including references to and identification of the assumptions and data underlying such analyses, relating to the proposed merger and delivered its opinion that, as of such dates and based upon and subject to matters discussed with the AmeriSource board of directors, the ratio to exchange shares of AmeriSource common stock for shares of AmerisourceBergen common stock pursuant to the proposed merger agreement was fair from a financial point of view to the holders of AmeriSource common stock. During the Goldman Sachs approximately one and one half hour long presentation, members of the board of directors discussed matters relating to the fairness determination, including AmeriSource's ability to achieve synergies and the results of operations of Bergen. The board of directors also considered and discussed the overall strategic and financial benefits of the proposed transaction and the costs associated with achieving such benefits, including the cost of severance payments to employees of Bergen in connection with the consummation of the merger. After deliberations, the board of directors determined that such costs, including the Bergen severance costs, were a negative factor but were outweighed by the strategic and financial benefits of the merger. Following the presentations and deliberations during the special meeting, the board of directors of AmeriSource unanimously approved the merger agreement and the related agreements and the transactions contemplated by those agreements and resolved to recommend that AmeriSource shareholders vote to approve and adopt the merger agreement.

During the evening of Friday, March 16, 2001, the board of directors of Bergen held a telephonic special meeting to consider the proposed merger. At this meeting, Bergen's legal advisors described to the board of directors the revised terms of the proposed merger agreement, stock option agreements and support/voting agreements, confirmed to the board the results of their due

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diligence review and responded to questions from directors. In addition, Merrill Lynch summarized its financial analysis relating to the proposed merger and orally delivered its opinion that the proposed exchange ratio in the merger was fair to Bergen shareholders from a financial point of view and a written opinion dated the same day was subsequently delivered. Following deliberations, the Bergen board of directors unanimously approved the merger agreement and the related agreements and the transactions contemplated by those agreements and resolved to recommend that Bergen shareholders vote to approve and adopt the merger agreement.

After negotiating the final terms of the merger agreement and the related agreements, Mr. Yost and Mr. Martini executed the merger agreement and the stock option agreements, and R. David Yost, Kurt J. Hilzinger, Robert E. Martini and Neil F. Dimick, executives of AmeriSource and Bergen, executed voting/ support agreements. In addition, Bergen negotiated and entered into letter amendments with Neil F. Dimick, Brent R. Martini, Charles J. Carpenter, and Steven H. Collis pursuant to which these four executive officers of Bergen agreed to amend their existing employment and severance agreements and other compensation arrangements. These letter agreements were subsequently rescinded and superseded by settlement agreements entered into with these executives that relate to the severance agreements and other compensation arrangements. See "The Merger -- Interest of Bergen Directors and Executive Officers in the merger."

On the morning of Monday, March 19, 2001, AmeriSource and Bergen issued a joint press release announcing the transaction.

After execution of the merger agreement, the companies created a joint integration committee and engaged third party consultants to analyze the best way to achieve the synergies that could be realized as a result of the merger. Such committee and consultants were instructed to evaluate alternative means of achieving realizable synergies, and their evaluation was not limited by any predetermined course of action.

27

37

AMERISOURCE'S REASONS FOR THE MERGER

After careful consideration, AmeriSource's board of directors unanimously determined the merger to be fair to the shareholders of AmeriSource and in the best interests of AmeriSource and its shareholders. AMERISOURCE'S BOARD OF DIRECTORS UNANIMOUSLY APPROVED THE MERGER AGREEMENT AND THE MERGER AND UNANIMOUSLY RECOMMENDS YOUR APPROVAL AND ADOPTION OF THE MERGER AGREEMENT AND THE MERGER.

In the course of reaching its decision to approve the merger agreement and the transactions contemplated thereby, the AmeriSource board of directors consulted with AmeriSource's legal and financial advisors as well as wi