



### **Explanatory Note**

This Form 8-K/A is being filed as an amendment ( Amendment No. 1 ) to the Current Report on Form 8-K filed by AmerisourceBergen Corporation (the Registrant ) with the Securities and Exchange Commission on February 22, 2011 (the Original Filing ). The sole purpose of this Amendment No. 1 is to disclose the Registrant's decision regarding how frequently it will conduct stockholder advisory votes on executive compensation. No other changes have been made to the Original Filing.

#### **Item 5.07(d). Submission of Matters to a Vote of Security Holders.**

At the Registrant's 2011 Annual Meeting of Stockholders, the Registrant's stockholders voted on, among other matters, a proposal regarding the frequency of future stockholder advisory votes on the compensation of the Registrant's named executive officers or future say-on-pay votes. As previously reported by the Registrant, a majority of the votes cast on the frequency proposal were cast in favor of holding an annual say-on-pay vote.

In consideration of the stockholder vote at the 2011 Annual Meeting of Stockholders on the frequency proposal, at a meeting held on May 13, 2011, the Registrant's Board of Directors decided that the Registrant will hold an advisory say-on-pay vote every year in connection with its annual meeting of stockholders. Accordingly, the Registrant will include an advisory say-on-pay vote every year in its future proxy materials until the next stockholder vote on the frequency of say-on-pay votes, which will be no later than the Registrant's annual meeting of stockholders in 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERISOURCEBERGEN CORPORATION

Date: May 19, 2011

By: /s/ Michael D. DiCandilo

Name: Michael D. DiCandilo

Title: Executive Vice President and Chief Financial Officer