

CARDINAL HEALTH INC
Form 10-Q
February 02, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the quarterly period ended December 31, 2015

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from _____ to _____

Commission File Number: 1-11373

Cardinal Health, Inc.

(Exact name of registrant as specified in its charter)

Ohio

31-0958666

(State or other jurisdiction of
incorporation or organization)

(IRS Employer
Identification No.)

7000 Cardinal Place, Dublin, Ohio
(Address of principal executive offices)

43017
(Zip Code)

(614) 757-5000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of the registrant's common shares, without par value, outstanding as of January 27, 2016, was the following: 329,328,935.

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Forward-Looking Statements

This Form 10-Q (including information incorporated by reference) includes "forward-looking statements" addressing expectations, prospects, estimates and other matters that are dependent upon future events or developments. Many forward-looking statements appear in Management's Discussion and Analysis of Financial Condition and Results of Operation ("MD&A"), but there are others in the document, which may be identified by the words such as "expect," "anticipate," "intend," "plan," "believe," "will," "should," "could," "would," "project," "continue," "likely," and similar expressions, and include statements reflecting future results, trends or guidance, statements of outlook and expense accruals. The matters discussed in these forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those made, projected or implied in the forward-looking statements. The most significant of these risks, uncertainties and other factors are described in Exhibit 99.1 to this Form 10-Q and in "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended June 30, 2015 (our "2015 Form 10-K"). Forward-looking statements in this document speak only as of the date of this document. Except to the extent required by applicable law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

About Cardinal Health

Cardinal Health, Inc. is an Ohio corporation formed in 1979. As used in this report, "we," "our," "us," and similar pronouns refer to Cardinal Health, Inc. and its subsidiaries, unless the context requires otherwise. We are a healthcare services and products company that improves the cost-effectiveness of health care. We help pharmacies, hospitals, and other healthcare providers focus on patient care while reducing costs, enhancing efficiency, and improving quality. We also provide medical products to patients in the home. We manage our business and report our financial results in two segments: Pharmaceutical and Medical.

Non-GAAP Financial Measures

We use "non-GAAP financial measures" in the "Overview of Consolidated Results" section of MD&A. These measures are derived from our condensed consolidated financial data but are not presented in our financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). The reasons we use these non-GAAP financial measures and the reconciliations to their most directly comparable GAAP financial measures are included in the "Explanation and Reconciliation of Non-GAAP Financial Measures" section following MD&A. The remaining sections of MD&A refer to GAAP measures only.

MD&A

Management's Discussion and Analysis of Financial Condition and Results of Operations

The discussion and analysis presented below is concerned with material changes in financial condition and results of operations between the periods specified in our condensed consolidated balance sheets at December 31, 2015 and June 30, 2015, and in our condensed consolidated statements of earnings for the three and six months ended December 31, 2015 and 2014. All comparisons presented are with respect to the prior-year period, unless stated otherwise. This discussion and analysis should be read in conjunction with MD&A included in our 2015 Form 10-K.

Significant Developments

Cordis

On October 2, 2015, we completed the acquisition of the Cordis business ("Cordis") from Ethicon, Inc., a wholly-owned subsidiary of Johnson and Johnson, for \$1.9 billion using cash on hand and proceeds from our debt offering in June 2015. The acquisition of Cordis, a global manufacturer and distributor of interventional cardiology devices and endovascular solutions with operations in more than 50 countries, expands our Medical segment's portfolio of self-manufactured products and its geographic scope.

naviHealth

On August 26, 2015, we acquired a 71 percent ownership interest in naviHealth Group Holdings, L.P. ("naviHealth") for \$238 million, net of cash acquired of \$53 million. We funded the acquisition with cash on hand. The acquisition of naviHealth, a leader in post-acute care management solutions, expands our ability to serve health plans, health systems, and providers. We consolidate the results of naviHealth in our condensed consolidated financial statements and report its results in our Medical segment. The portion of naviHealth net earnings attributable to third-party interest holders is reported as a reduction to net earnings in the condensed consolidated statements of earnings.

Harvard Drug

On July 2, 2015, we completed the acquisition of The Harvard Drug Group ("Harvard Drug") for \$1.1 billion using cash on hand and proceeds from our debt offering in June 2015. The acquisition of Harvard Drug, a distributor of generic pharmaceuticals, over-the-counter healthcare and related products to retail, institutional, and alternate care customers, enhances our Pharmaceutical segment's generic pharmaceutical distribution and related services businesses. Harvard Drug also manufactures and repackages generic pharmaceuticals and over-the-counter healthcare products.

Refer to Note 2 of the "Notes to Condensed Consolidated Financial Statements" for additional information on acquisitions.

MD&A

Results of Operations

Overview of Consolidated Results

Revenue (in billions)

Revenue for the three and six months ended December 31, 2015 was \$31.4 billion and \$59.5 billion, respectively, a 23 percent and 20 percent increase from the prior-year periods due primarily to sales growth from existing and new pharmaceutical distribution customers and from acquisitions.

GAAP and Non-GAAP Operating Earnings

GAAP and Non-GAAP Operating Earnings (in millions)	Three Months Ended December 31			Six Months Ended December 31		
	2015	2014	Change %	2015	2014	Change %
GAAP	\$563	\$546	3 %	\$1,183	\$1,012	17 %
LIFO charges/(credits)	39	—		39	—	
Restructuring and employee severance	2	7		14	26	
Amortization and other acquisition-related costs	114	60		219	112	
Impairments and (gain)/loss on disposal of assets	17	(18)		17	(18)	
Litigation (recoveries)/charges, net	(9)	44		(9)	72	
Non-GAAP	\$726	\$639	14 %	\$1,463	\$1,204	22 %

During the three and six months ended December 31, 2015, GAAP operating earnings increased 3 percent to \$563 million and 17 percent to \$1.2 billion, respectively. Non-GAAP operating earnings increased 14 percent to \$726 million and 22 percent to \$1.46 billion for the three and six months ended December 31, 2015, respectively. The increases in both GAAP and non-GAAP operating earnings were due to sales growth from existing and new pharmaceutical distribution customers, performance under our Pharmaceutical segment generics program, and acquisitions, offset in part by the adverse impact of customer pricing changes. GAAP operating earnings were also impacted by increased acquisition-related amortization, a last-in, first-out ("LIFO") charge, and prior-year litigation charges.

MD&A

Results of Operations

GAAP and Non-GAAP Diluted EPS (\$ per share)

GAAP and Non-GAAP Diluted EPS	Three Months Ended December 31			Six Months Ended December 31		
	2015	2014	Change	2015	2014	Change
GAAP	\$0.98	\$0.86	14 %	\$2.14	\$1.65	30 %
LIFO charges/(credits)	0.07	—		0.07	—	
Restructuring and employee severance	—	0.01		0.02	0.05	
Amortization and other acquisition-related costs	0.22	0.11		0.42	0.21	
Impairments and (gain)/loss on disposal of assets	0.03	(0.03)		0.03	(0.02)	
Litigation (recoveries)/charges, net	(0.01)	0.12		(0.01)	0.20	
Loss on extinguishment of debt	—	0.11		—	0.11	
Non-GAAP	\$1.30	\$1.20	8 %	\$2.68	\$2.19	22 %

The sum of the components may not equal the total due to rounding.

During the three and six months ended December 31, 2015, GAAP diluted earnings per share attributable to Cardinal Health, Inc. ("diluted EPS") increased 14 percent to \$0.98 and 30 percent to \$2.14, respectively. Non-GAAP diluted EPS increased 8 percent to \$1.30 and 22 percent to \$2.68 during the three and six months ended December 31, 2015, respectively. GAAP and non-GAAP diluted EPS increased primarily due to the factors impacting GAAP and non-GAAP operating earnings, partially offset by an increase in interest expense. GAAP and non-GAAP diluted EPS also increased due to a lower effective tax rate during the six months ended December 31, 2015. The increase in GAAP diluted EPS was also partially due to the prior-year loss on extinguishment of debt.

Cash and Equivalents

Our cash and equivalents balance was \$2.3 billion at December 31, 2015 compared to \$4.6 billion at June 30, 2015. The decrease in cash and equivalents during the six months ended December 31, 2015 was driven by \$3.3 billion deployed for acquisitions and dividends of \$259 million, offset in part by cash provided by operating activities of \$1.4 billion.

MD&A

Results of Operations

Results of Operations

Revenue

(in millions)	Three Months Ended December 31			Six Months Ended December 31		
	2015	2014	Change	2015	2014	Change
Pharmaceutical	\$28,287	\$22,627	25 %	\$53,427	\$43,836	22 %
Medical	3,162	2,914	9 %	6,081	5,766	5 %
Total segment revenue	31,449	25,541	23 %	59,508	49,602	20 %
Corporate	(4)	(4)	N.M.	(9)	5	N.M.
Total revenue	\$31,445	\$25,537	23 %	\$59,499	\$49,607	20 %

Pharmaceutical Segment

Pharmaceutical segment revenue growth for the three and six months ended December 31, 2015 compared to the prior-year periods was primarily due to sales growth from existing and new pharmaceutical distribution customers, which increased revenue by \$5.1 billion and \$8.5 billion, respectively, including the impact of continued branded pharmaceutical price appreciation. Acquisitions also contributed to revenue growth (\$622 million and \$1.3 billion, respectively).

Medical Segment

Medical segment revenue growth for the three and six months ended December 31, 2015 compared to the prior-year periods was primarily due to acquisitions, net of divestitures, which contributed \$205 million and \$217 million, respectively.

Cost of Products Sold

As a result of the same factors affecting the change in revenue, consolidated cost of products sold increased \$5.8 billion (24 percent) and \$9.5 billion (20 percent) compared to the prior-year periods. In addition, we incurred a \$39 million LIFO charge during the three months ended December 31, 2015. See the "Gross Margin" section for additional drivers impacting cost of products sold.

MD&A

Results of Operations

Gross Margin

(in millions)	Three Months Ended December 31			Six Months Ended December 31		
	2015	2014	Change	2015	2014	Change
Gross margin	\$1,609	\$1,454	11 %	\$3,188	\$2,794	14 %

Gross margin increased during the three and six months ended December 31, 2015 compared to the prior-year periods by \$155 million (11 percent) and \$394 million (14 percent), respectively.

Gross margin was positively impacted by sales growth from existing and new pharmaceutical distribution customers (\$152 million and \$269 million during the three and six months ended December 31, 2015, respectively) and acquisitions, net of divestitures (\$147 million and \$219 million, respectively).

Gross margin rate contracted during both the three and six months ended December 31, 2015, primarily due to the onboarding of a new

mail order customer starting in October 2015. In addition, gross margin rate was favorably impacted by performance under our generics program and adversely impacted by customer pricing changes. Gross margin rate contraction includes the negative impact of a LIFO charge (\$39 million) during the three months ended December 31, 2015. See Note 1 of the "Notes to Condensed Consolidated Financial Statements" for additional information on the LIFO inventory method.

Distribution, Selling, General, and Administrative ("SG&A") Expenses

(in millions)	Three Months Ended December 31			Six Months Ended December 31		
	2015	2014	Change	2015	2014	Change
SG&A expenses	\$922	\$815	13 %	\$1,764	\$1,590	11 %

The increase in SG&A expenses during the three and six months ended December 31, 2015 over the prior-year periods was driven by acquisitions, net of divestitures (\$106 million and \$136 million, respectively).

MD&A

Results of Operations

Segment Profit

We evaluate segment performance based on segment profit, among other measures. See Note 13 of the "Notes to Condensed Consolidated Financial Statements" for additional information on segment profit.

(in millions)	Three Months Ended December 31			Six Months Ended December 31		
	2015	2014	Change	2015	2014	Change
Pharmaceutical	\$627	\$542	16 %	\$1,285	\$992	29 %
Medical	106	115	(8) %	207	229	(10) %
Total segment profit	733	657	12 %	1,492	1,221	22 %
Corporate	(170)	(111)	N.M.	(309)	(209)	N.M.
Total consolidated operating earnings	\$563	\$546	3 %	\$1,183	\$1,012	17 %
Pharmaceutical Segment Profit						

The increase in Pharmaceutical segment profit during the three and six months ended December 31, 2015 over the prior-year periods was due to sales growth from existing and new pharmaceutical distribution customers and performance under our generics program, partially offset by the adverse impact of customer pricing changes.

Acquisitions also contributed to segment profit growth. Segment profit does not include LIFO charges/(credits) held at corporate as explained in Note 13 of the "Notes to Condensed Consolidated Financial Statements."

Medical Segment Profit

The decrease in Medical segment profit during the three and six months ended December 31, 2015 compared to the prior-year periods was primarily due to the negative impact of acquisitions and

divestitures, which included the unfavorable cost of products sold impact from the fair value step up of inventory acquired with Cordis. The decrease in Medical segment profit during the six months ended December 31, 2015 was also due to our Canada business.

Corporate

As discussed further in sections that follow, the principal drivers for the change in Corporate during the three and six months ended December 31, 2015 compared to the prior-year periods were increased amortization and other acquisition-related costs primarily due to amortization and costs incurred in connection with the acquisitions of Cordis and Harvard Drug. Corporate was also adversely impacted by the LIFO charge described under "Gross Margin" above.

MD&A

Results of Operations

Other Components of Consolidated Operating Earnings

In addition to revenue, gross margin, and SG&A expenses discussed previously, consolidated operating earnings were impacted by the following:

(in millions)	Three Months Ended		Six Months Ended	
	December 31		December 31	
	2015	2014	2015	2014
Restructuring and employee severance	\$2	\$7	\$14	\$26
Amortization and other acquisition-related costs	114	60	219	112
Impairments and (gain)/loss on disposal of assets, net	17	(18)	17	(18)
Litigation (recoveries)/charges, net	(9)	44	(9)	72

Amortization and Other Acquisition-Related Costs

Amortization of acquisition-related intangible assets was \$100 million and \$47 million for the three months ended December 31, 2015 and 2014, respectively, and \$167 million and \$91 million for the six months ended December 31, 2015 and 2014, respectively. The increase in amortization of acquisition-related intangible assets during both periods is largely due to the acquisitions of Cordis and Harvard Drug. Transaction and integration costs associated with the acquisition of Cordis were \$20 million and \$41 million during the three and six months ended December 31, 2015, respectively.

Litigation (Recoveries)/Charges, Net

During the three months ended December 31, 2015, we received and recognized income of \$13 million resulting from settlements of class action antitrust claims in which we were a class member.

During the three and six months ended December 31, 2014, we incurred litigation charges of \$7 million and \$61 million, respectively, related to the DEA and FTC investigations and related matters.

Earnings Before Income Taxes

In addition to the items discussed above, earnings before income taxes was impacted by the following:

(in millions)	Three Months Ended			Six Months Ended		
	December 31			December 31		
	2015	2014	Change	2015	2014	Change
Other (income)/expense, net	\$(2)	\$(1)	N.M.	\$6	\$(4)	N.M.
Interest expense, net	45	36	24 %	90	70	28 %
Loss on extinguishment of debt	—	60	N.M.	—	60	N.M.

Interest Expense, Net

Interest expense increased during both the three and six months ended December 31, 2015, primarily as a result of the additional \$1.5 billion of debt issued in June 2015 to fund the Harvard Drug and Cordis acquisitions.

Loss on Extinguishment of Debt

In December 2014 we redeemed certain debt resulting in a loss on the extinguishment of debt of \$60 million (\$37 million, net of tax).

Provision for Income Taxes

During the three months ended December 31, 2015 and 2014, the effective tax rate was 37.3 percent and 36.0 percent, respectively. During the six months ended December 31, 2015 and 2014, the effective tax rate was 34.7 percent and 37.4 percent, respectively. The effective tax rate during the six months ended December 31, 2015 was impacted by net

favorable discrete items of \$28 million.

Due to the adoption of amended accounting guidance that simplifies the accounting for income taxes, current deferred tax assets of \$20 million and current deferred tax liabilities of \$1.1 billion in our December 31, 2015 condensed consolidated balance sheet were reclassified as non-current. In accordance with the adoption of this

guidance, balances were not retrospectively adjusted. The adoption of this guidance had no impact on our condensed consolidated statements of earnings, comprehensive income or cash flows. Refer to Note 1 of the "Notes to Condensed Consolidated Financial Statements" for additional information.

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MD&A

Liquidity and Capital Resources

Liquidity and Capital Resources

We currently believe that, based on available capital resources (cash on hand and committed credit facilities) and projected operating cash flow, we have adequate capital resources to fund working capital needs; currently anticipated capital expenditures; currently anticipated business growth and expansion; contractual obligations; tax payments; and current and projected debt service requirements, dividends, and share repurchases. If we decide to engage in one or more additional acquisitions, depending on the size and timing of such transactions, we may need to access capital markets for additional financing.

Cash and Equivalents

Our cash and equivalents balance was \$2.3 billion at December 31, 2015 compared to \$4.6 billion at June 30, 2015. The decrease in cash and equivalents during the six months ended December 31, 2015 was driven by \$3.3 billion deployed for acquisitions and dividends of \$259 million, offset in part by cash provided by operating activities of \$1.4 billion. At December 31, 2015, our cash and equivalents were held in cash depository accounts with major banks or invested in high quality, short-term liquid investments.

The cash and equivalents balance at December 31, 2015 included \$394 million of cash held by subsidiaries outside of the United States. Although the vast majority of this cash is available for repatriation,

permanently bringing the money into the United States could trigger U.S. federal, state, and local income tax obligations. As a U.S. parent company, we may temporarily access cash held by our foreign subsidiaries without becoming subject to U.S. federal, state, and local income tax through intercompany loans.

Changes in working capital, which impact operating cash flow, can vary significantly depending on factors such as the timing of customer payments, inventory purchases and payments to vendors in the regular course of business, as well as fluctuating working capital needs driven by customer and product mix.

Financial Instruments and Other Financing Arrangements

Credit Facilities and Commercial Paper

Other sources of liquidity include a \$1.5 billion revolving credit facility and a \$950 million committed receivables sales facility program. We also have a commercial paper program of up to \$1.5 billion, backed by the revolving credit facility. At December 31, 2015, we had no outstanding balances or borrowings under these facilities, except for standby letters of credit of \$40 million under the committed receivables sales facility program.

Our revolving credit facility and committed receivables sales facility program require us to maintain a consolidated interest coverage ratio of at least 4-to-1 and consolidated leverage ratio of no more than 3.25-to-1. As of December 31, 2015, we were in compliance with these financial covenants.

Available-for-Sale Securities

At December 31, 2015, we held \$198 million of marketable securities, which are classified as available-for-sale.

Capital Deployment

Capital Expenditures

Capital expenditures during the six months ended December 31, 2015 and 2014 were \$175 million and \$83 million, respectively.

Dividends

On November 4, 2015, our Board of Directors approved a quarterly dividend of \$0.3870 per share, or \$1.55 per share on an annualized basis, payable on January 15, 2016 to shareholders of record on January 4, 2016.

Share Repurchases

Our Board of Directors has approved a \$2.0 billion share repurchase program, which expires on December 31, 2016. During the six months ended December 31, 2015, we did not repurchase common shares under this program. At December 31, 2015, we had \$693 million remaining under this repurchase authorization.

Acquisitions

On July 2, 2015, August 26, 2015, and October 2, 2015, we acquired Harvard Drug, naviHealth, and Cordis for \$1.1 billion, \$238 million, and \$1.9 billion, respectively.

MD&A

Other

Other Items

The MD&A in our 2015 Form 10-K addresses our contractual obligations, critical accounting policies and sensitive accounting estimates, and the absence of off-balance sheet arrangements, as of and for the fiscal year ended June 30, 2015. There have been no subsequent material changes outside of the ordinary course of business to those items.

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Explanation and Reconciliation of Non-GAAP Financial Measures

Explanation and Reconciliation of Non-GAAP Financial Measures

The "Overview of Consolidated Results" section within MD&A in this Form 10-Q contains financial measures that are not calculated in accordance with GAAP. In general, the measures exclude items and charges that we do not believe reflect our core business and relate more to strategic, multi-year corporate activities, or the items and charges relate to activities or actions that may have occurred over multiple or in prior periods without predictable trends. We use these non-GAAP financial measures internally to evaluate our performance, evaluate our financial position, engage in financial and operational planning, and determine incentive compensation.

We provide these non-GAAP financial measures to investors as supplemental metrics to assist readers in assessing the effects of items and events on our financial and operating results and in comparing our performance to that of our competitors. However, the non-GAAP financial measures used by us may be calculated

differently from, and therefore may not be comparable to, similarly titled measures used by other companies.

The non-GAAP financial measures disclosed by us should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and the financial results calculated in accordance with GAAP and reconciliations to those financial measures should be carefully evaluated.

Following are definitions of the non-GAAP financial measures presented in this Form 10-Q and reconciliations of the differences between the non-GAAP financial measures and their most directly comparable GAAP financial measures. For all other definitions, refer to our 2015 Form 10-K.

Definitions

Non-GAAP operating earnings: operating earnings excluding (1) LIFO charges/(credits), (2) restructuring and employee severance, (3) amortization and other acquisition-related costs, (4) impairments and (gain)/loss on disposal of assets, and (5) litigation (recoveries)/charges, net.

Non-GAAP net earnings attributable to Cardinal Health, Inc.: net earnings attributable to Cardinal Health, Inc. excluding (1) LIFO charges/(credits), (2) restructuring and employee severance, (3) amortization and other acquisition-related costs, (4) impairments and (gain)/loss on disposal of assets, (5) litigation (recoveries)/charges, net, and (6) loss on extinguishment of debt, each net of tax.

Non-GAAP diluted EPS attributable to Cardinal Health, Inc. or "Non-GAAP diluted EPS": non-GAAP net earnings attributable to Cardinal Health, Inc. divided by diluted weighted-average shares outstanding.

MD&A

GAAP to Non-GAAP Reconciliations

	Operating Earnings	Operating Earnings Growth Rate	Net Earnings attributable to Cardinal Health, Inc.	Net Earnings attributable to Cardinal Health, Inc. Growth Rate	Diluted EPS attributable to Cardinal Health, Inc.	Diluted EPS attributable to Cardinal Health, Inc. Growth Rate
(in millions, except per common share amounts)						
Three Months Ended December 31, 2015						
GAAP	\$563	3	% \$326	13	% \$0.98	14
LIFO charges/(credits)	39		24		0.07	
Restructuring and employee severance ²			1		—	
Amortization and other acquisition-related costs	114		73		0.22	
Impairments and (gain)/loss on disposal of assets	17		10		0.03	
Litigation (recoveries)/charges, net	(9	)	(4	)	(0.01)
Non-GAAP	\$726	14	% \$430	7	% \$1.30	8
Three Months Ended December 31, 2014						
GAAP	\$546	5	% \$289	5	% \$0.86	9
Restructuring and employee severance ⁷			4		0.01	
Amortization and other acquisition-related costs	60		38		0.11	
Impairments and (gain)/loss on disposal of assets	(18	)	(8	)	(0.03)
Litigation (recoveries)/charges, net	44		40		0.12	
Loss on extinguishment of debt	—		37		0.11	
Non-GAAP	\$639	10	% \$400	28	% \$1.20	33
Six Months Ended December 31, 2015						
GAAP	\$1,183	17	% \$709	28	% \$2.14	30
LIFO charges/(credits)	39		24		0.07	
Restructuring and employee severance ¹⁴			9		0.02	
Amortization and other acquisition-related costs	219		141		0.42	
Impairments and (gain)/loss on disposal of assets	17		10		0.03	
Litigation (recoveries)/charges, net	(9	)	(4	)	(0.01)
Non-GAAP	\$1,463	22	% \$889	20	% \$2.68	22
Six Months Ended December 31, 2014						
GAAP	\$1,012	2	% \$555	(10)	% \$1.65	(7)
Restructuring and employee severance ²⁶			17		0.05	
Amortization and other acquisition-related costs	112		71		0.21	
Impairments and (gain)/loss on disposal of assets	(18)	(8)	(0.02)

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Litigation (recoveries)/charges, net	72		68		0.20		
Loss on extinguishment of debt	—		37		0.11		
Non-GAAP	\$ 1,204	8	% \$ 740	7	% \$ 2.19	10	%

The sum of the components may not equal the total due to rounding.

We apply varying tax rates depending on the item's nature and tax jurisdiction where it is incurred.

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Other

Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in the quantitative and qualitative market risk disclosures included in our 2015 Form 10-K since the end of fiscal 2015 through December 31, 2015.

Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We evaluated, with the participation of our principal executive officer and principal financial officer, the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of December 31, 2015. Based on this evaluation, our principal executive officer and principal financial officer have concluded that as of December 31, 2015, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms and that such information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Legal Proceedings

The legal proceedings described in Note 7 of the "Notes to Condensed Consolidated Financial Statements" are incorporated in this "Legal Proceedings" section by reference.

Risk Factors

You should carefully consider the information in this Form 10-Q and the risk factors discussed in "Risk Factors" and other risks discussed in our 2015 Form 10-K and our filings with the SEC since June 30, 2015. These risks could materially and adversely affect our results of operations, financial condition, liquidity, and cash flows. Our business also could be affected by risks that we are not presently aware of or that we currently consider immaterial to our operations.

Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program (2)	Approximate Dollar Value of Shares That May Yet be Purchased Under the Program (2) (in millions)
October 2015	266	\$79.88	—	\$693
November 2015	231	87.72	—	693
December 2015	221	88.83	—	693
Total	718	\$85.16	—	\$693

(1) Common shares purchased through a rabbi trust as investments of participants in our Deferred Compensation Plan.

On October 29, 2013, our Board of Directors approved a \$1.0 billion share repurchase program and on August 6, 2014, the Board of Directors authorized an additional \$1.0 billion under the program, for a total of \$2.0 billion.

(2) This program expires on December 31, 2016. We did not repurchase common shares under this program during the three months ended December 31, 2015.

Financial Statements

Condensed Consolidated Statements of Earnings
(Unaudited)

(in millions, except per common share amounts)	Three Months Ended December 31		Six Months Ended December 31	
	2015	2014	2015	2014
Revenue	\$31,445	\$25,537	\$59,499	\$49,607
Cost of products sold	29,836	24,083	56,311	46,813
Gross margin	1,609	1,454	3,188	2,794
Operating expenses:				
Distribution, selling, general, and administrative expenses	922	815	1,764	1,590
Restructuring and employee severance	2	7	14	26
Amortization and other acquisition-related costs	114	60	219	112
Impairments and (gain)/loss on disposal of assets, net	17	(18)	) 17	(18)
Litigation (recoveries)/charges, net	(9)	) 44	(9)	) 72
Operating earnings	563	546	1,183	1,012
Other (income)/expense, net	(2)	) (1)	) 6	(4)
Interest expense, net	45	36	90	70
Loss on extinguishment of debt	—	60	—	60
Earnings before income taxes	520	451	1,087	886
Provision for income taxes	194	162	377	331
Net earnings	326	289	710	555
Less: Net earnings attributable to noncontrolling interests—		—	(1)) —
Net earnings attributable to Cardinal Health, Inc.	\$326	\$289	\$709	\$555
Earnings per common share attributable to Cardinal Health, Inc.:				
Basic	\$0.99	\$0.87	\$2.16	\$1.66
Diluted	0.98	0.86	2.14	1.65
Weighted-average number of common shares outstanding:				
Basic	329	331	329	333
Diluted	332	334	332	337
Cash dividends declared per common share	\$0.3870	\$0.3425	\$0.7740	\$0.6850

See notes to condensed consolidated financial statements.

Financial Statements

Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

(in millions)	Three Months Ended December 31		Six Months Ended December 31	
	2015	2014	2015	2014
Net earnings	\$326	\$289	\$710	\$555
Other comprehensive loss:				
Foreign currency translation adjustments	(28	) (40	) (73	) (64
Net unrealized loss on derivative instruments, net of tax	(1	) (9	) (1	) (9
Total other comprehensive loss, net of tax	(29	) (49	) (74	) (73
Total comprehensive income	297	240	636	482
Less: Comprehensive income attributable to noncontrolling interests	—	—	(1) —
Total comprehensive income attributable to Cardinal Health, Inc.	\$297	\$240	\$635	\$482

See notes to condensed consolidated financial statements.

Financial Statements

Condensed Consolidated Balance Sheets

(in millions)	December 31, 2015 (Unaudited)	June 30, 2015
Assets		
Current assets:		
Cash and equivalents	\$ 2,324	\$ 4,616
Trade receivables, net	6,980	6,523
Inventories, net	11,007	9,211
Prepaid expenses and other	1,518	1,402
Total current assets	21,829	21,752
Property and equipment, net	1,651	1,506
Goodwill and other intangibles, net	9,113	6,018
Other assets	914	866
Total assets	\$ 33,507	\$ 30,142
Liabilities, Redeemable Noncontrolling Interests, and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 16,919	\$ 14,368
Current portion of long-term obligations and other short-term borrowings	354	281
Other accrued liabilities	1,606	2,594
Total current liabilities	18,879	17,243
Long-term obligations, less current portion	5,171	5,211
Deferred income taxes and other liabilities	2,609	1,432
Redeemable noncontrolling interests	120	—
Shareholders' equity:		
Preferred shares, without par value:		
Authorized—500 thousand shares, Issued—none	—	—
Common shares, without par value:		
Authorized—755 million shares, Issued—364 million shares at December 31, 2015 and June 30, 2015	2,973	3,003
Retained earnings	5,972	5,521
Common shares in treasury, at cost: 34 million shares and 36 million shares at December 31, 2015 and June 30, 2015, respectively	(2,137)	(2,245)
Accumulated other comprehensive loss	(97)	(23)
Total Cardinal Health, Inc. shareholders' equity	6,711	6,256
Noncontrolling interests	17	—
Total shareholders' equity	6,728	6,256
Total liabilities, redeemable noncontrolling interests, and shareholders' equity	\$ 33,507	\$ 30,142
See notes to condensed consolidated financial statements.		

Financial Statements

Condensed Consolidated Statements of Cash Flows
(Unaudited)

(in millions)	Six Months Ended December 31	
	2015	2014
Cash flows from operating activities:		
Net earnings	\$710	\$555
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	306	220
Loss on extinguishment of debt	—	60
Gain on sale of other investments	—	(5)
Impairments and (gain)/loss on disposal of assets, net	17	(18)
Share-based compensation	56	53
Provision for bad debts	35	26
Change in fair value of contingent consideration obligation	(14)) —
Change in operating assets and liabilities, net of effects from acquisitions:		
Increase in trade receivables	(393)	) (291)
Increase in inventories	(1,565)	) (1,137)
Increase in accounts payable	2,431	1,438
Other accrued liabilities and operating items, net	(172)	) 113
Net cash provided by operating activities	1,411	1,014
Cash flows from investing activities:		
Acquisition of subsidiaries, net of cash acquired	(3,284)	) (86)
Additions to property and equipment	(175)	) (83)
Purchase of available-for-sale securities and other investments	(88)	) (107)
Proceeds from sale of available-for-sale securities and other investments	57	107
Proceeds from maturities of available-for-sale securities	19	16
Proceeds from divestitures and disposal of held for sale assets	—	53
Net cash used in investing activities	(3,471)	) (100)
Cash flows from financing activities:		
Payment of contingent consideration obligation	(23)) —
Net change in short-term borrowings	39	(18)
Reduction of long-term obligations	(4)	) (1,220)
Proceeds from long-term obligations, net of issuance costs	—	1,182
Net proceeds/(tax withholdings) from share-based compensation	(7)	) 35
Tax proceeds from share-based compensation	32	42
Dividends on common shares	(259)	) (233)
Purchase of treasury shares	—	(686)
Net cash used in financing activities	(222)	) (898)
Effect of exchange rate changes on cash and equivalents	(10)) —
Net increase/(decrease) in cash and equivalents	(2,292)	) 16
Cash and equivalents at beginning of period	4,616	2,865
Cash and equivalents at end of period	\$2,324	\$2,881

See notes to condensed consolidated financial statements.

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Notes to Financial Statements

Notes to Condensed Consolidated Financial Statements

1. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

Our condensed consolidated financial statements include the accounts of all majority-owned or controlled subsidiaries, and all significant intercompany transactions and amounts have been eliminated. References to "we," "our," and similar pronouns in this Quarterly Report on Form 10-Q for the quarter ended December 31, 2015 (this "Form 10-Q") refer to Cardinal Health, Inc. and its majority-owned or controlled subsidiaries unless the context requires otherwise. The results of businesses acquired or disposed of are included in the condensed consolidated financial statements from the effective date of the acquisition or up to the date of disposal, respectively.

Our condensed consolidated financial statements have been prepared in accordance with the U.S. Securities and Exchange Commission ("SEC") instructions to Quarterly Reports on Form 10-Q and include all of the information and disclosures required by accounting principles generally accepted in the United States ("GAAP") for interim financial reporting. The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect amounts reported in the condensed consolidated financial statements and accompanying notes. Actual amounts may differ from these estimated amounts. In addition, operating results presented for this fiscal 2016 interim period are not necessarily indicative of the results that may be expected for the full fiscal year ending June 30, 2016.

These condensed consolidated financial statements are unaudited and are presented pursuant to the rules and regulations of the SEC. Accordingly, the condensed consolidated financial statements included in this Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes contained in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015 (the "2015 Form 10-K"). In our opinion, all adjustments necessary for a fair presentation of the condensed consolidated financial statements have been included. Except as disclosed elsewhere in this Form 10-Q, all such adjustments are of a normal and recurring nature.

Inventories

A substantial portion of our inventories are valued at the lower of cost, using the last-in, first-out ("LIFO") method, or market. These inventories are included within the core pharmaceutical distribution facilities of our Pharmaceutical segment ("distribution facilities") and are primarily merchandise inventories. The LIFO method presumes that the most recent inventory purchases are the first items sold, so LIFO helps us better match current costs and revenue. We believe that the average cost method of inventory valuation provides a reasonable approximation of the current cost of replacing inventory within these distribution facilities. As such, the LIFO reserve is the difference between (a) inventory at the lower of LIFO cost or market

and (b) inventory at replacement cost determined using the average cost method of inventory valuation.

Interim LIFO calculations are based on our estimates of expected year-end inventory levels and costs, as the actual valuation of inventory under the LIFO method is computed at the end of the fiscal year based on the inventory levels and costs at that time. Based upon the year-to-date balance and expectations for the remainder of the fiscal year, we recorded a LIFO charge of \$39 million for the three months ended December 31, 2015, which is included in cost of products sold in the condensed consolidated financial statements.

Recent Financial Accounting Standards

In January 2016, the Financial Accounting Standards Board ("FASB") issued amended accounting guidance intended to improve the recognition and measurement of financial instruments as part of a larger simplification initiative. The amended guidance primarily changes the accounting for equity method investments, financial liabilities under the fair value option, the method for assessing the realizability of deferred tax assets related to available-for-sale securities, and the presentation and disclosure requirements for financial instruments. This classification and measurement guidance will be effective for us in the first quarter of fiscal 2019, with early adoption permitted. We are currently evaluating the impact of the adoption on our consolidated financial statements.

In November 2015, the FASB issued amended accounting guidance that simplifies the accounting for income taxes. Under this amended guidance, deferred tax assets and liabilities must be classified as noncurrent on the balance sheet instead of separating deferred tax items into current and noncurrent amounts. We adopted this guidance on a prospective basis in the second quarter of fiscal 2016. Upon adoption of this guidance, current deferred tax assets of \$20 million and current deferred tax liabilities of \$1.1 billion in our December 31, 2015 condensed consolidated balance sheet were reclassified as noncurrent. In accordance with the adoption of this guidance, balances were not retrospectively adjusted. The adoption of this guidance had no impact on our condensed consolidated statements of earnings, comprehensive income or cash flows.

In September 2015, the FASB issued amended accounting guidance that eliminates the requirement that an acquirer in a business combination account for measurement-period adjustments on a retrospective basis. Under this amended guidance, the acquirer will recognize a measurement-period adjustment during the period in which it determines the amount of the adjustment. We adopted this guidance in the second quarter of fiscal 2016. The adoption of this guidance did not materially impact our condensed consolidated financial statements.

In May 2014, the FASB issued amended accounting guidance related to revenue recognition. This guidance is based on the principle that revenue is recognized in an amount that reflects the consideration to which an entity expects to be entitled in exchange for the transfer of goods or services to customers. The guidance also requires additional disclosure about the nature, amount, timing, and

Notes to Financial Statements

uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. In July 2015, the FASB deferred the effective date for one year beyond the originally specified effective date. This amendment will be effective for us in the first quarter of fiscal 2019. We are continuing to evaluate the options for adoption and the impact on our consolidated financial statements.

In April 2014, the FASB issued amended accounting guidance related to the reporting of discontinued operations and disclosures of disposals of components of an entity. The amended guidance changes the thresholds for disposals to qualify as discontinued operations and requires additional disclosures. We adopted this guidance in the first quarter of fiscal 2016. The adoption of this guidance did not impact our condensed consolidated financial statements.

2. Acquisitions

During the six months ended December 31, 2015, we completed several acquisitions, the most significant of which are described in more detail below. The pro forma results of operations and the results of operations for acquired businesses since the acquisition dates have not been separately disclosed because the effects were not significant compared to the condensed consolidated financial statements, individually or in the aggregate.

Cordis

On October 2, 2015, we acquired the Cordis business ("Cordis") from Ethicon, Inc., a wholly-owned subsidiary of Johnson & Johnson, for \$1.9 billion using cash on hand and proceeds from our debt offering in June 2015. The acquisition of Cordis, a global manufacturer and distributor of interventional cardiology devices and endovascular solutions with operations in more than 50 countries, expands our Medical segment's portfolio of self-manufactured products and its geographic scope. We closed the Cordis acquisition in 20 principal countries on October 2, 2015, and acquired the rights to the net economic benefit from the entire Cordis business in the other countries at that time. For the remaining non-principal countries, we will acquire legal ownership in the next 24 months. The results for the entire Cordis business in all countries are included in the condensed consolidated financial statements as of and for the six months ended December 31, 2015.

Transaction and integration costs associated with the acquisition of Cordis were \$20 million and \$41 million during the three and six months ended December 31, 2015, respectively, and are included in amortization and other acquisition-related costs in the condensed consolidated statements of earnings.

naviHealth

On August 26, 2015, we acquired a 71 percent ownership interest in naviHealth Group Holdings, L.P. ("naviHealth") for \$238 million, net of cash acquired of \$53 million. We funded the acquisition with cash on hand. The acquisition of naviHealth, a leader in post-acute care management solutions, expands our ability to serve health plans, health systems, and providers. We consolidate the results of naviHealth in our condensed consolidated financial statements and

report its consolidated results in our Medical segment. The terms of the agreement provide us with the option to acquire the remaining 29 percent noncontrolling interests at any time after the two-year anniversary of the closing. The third-party noncontrolling interests holders also hold an option, which allows them to sell their noncontrolling interests to us at any time after the two-year anniversary of the closing. Refer to Note 10 for further information on the redeemable noncontrolling interests.

Harvard Drug

On July 2, 2015, we completed the acquisition of The Harvard Drug Group ("Harvard Drug") for \$1.1 billion using cash on hand and proceeds from our debt offering in June 2015. The acquisition of Harvard Drug, a distributor of generic pharmaceuticals, over-the-counter healthcare and related products to retail, institutional and alternate care customers, enhances our Pharmaceutical segment's generic pharmaceutical distribution and related services businesses. Harvard Drug also manufactures and repackages generic pharmaceuticals and over-the-counter healthcare products.

Fair Value of Assets Acquired and Liabilities Assumed

The allocation of the purchase price for the acquisitions of Cordis, naviHealth, and Harvard Drug are not yet finalized and are subject to adjustment as we complete the valuation analysis for these acquisitions. The purchase prices are also subject to adjustment based on working capital requirements as set forth in the acquisition agreements.

The valuation of identifiable intangible assets utilizes significant unobservable inputs and thus represents a Level 3 nonrecurring fair value measurement. The estimated fair value of the identifiable intangible assets was determined using an income-based approach, which includes market participant expectations of the cash flows that an asset could generate over its remaining useful life, discounted back to present value using an appropriate rate of return. The discount rates used to arrive at the present value of the identifiable intangible assets ranged from 12 percent to 14 percent, and reflect the internal rate of return and uncertainty in the cash flow projections.

Notes to Financial Statements

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed as of the acquisition dates for Cordis, naviHealth, and Harvard Drug:

(in millions)	Cordis	naviHealth	Harvard Drug
Identifiable intangible assets:			
Customer relationships (1)	\$230	\$38	\$470
Trade names (2)	130	16	130
Developed technology (3)	400	61	—
In-process research and development (4)	55	—	—
Total identifiable intangible assets acquired	815	115	600
Cash and equivalents	—	53	46
Trade receivables	—	38	67
Inventories	213	—	49
Prepaid expenses and other	4	14	12
Property and equipment	98	5	16
Other assets	10	1	1
Accounts payable	(81)	(2)	(48)
Other accrued liabilities	(11)	(95)	(39)
Deferred income taxes and other liabilities	(7)	(42)	(104)
Redeemable noncontrolling interests	—	(119)	—
Total identifiable net assets/(liabilities) acquired	1,041	(32)	600
Goodwill	832	323	551
Total net assets acquired	\$1,873	\$291	\$1,151

(1) The weighted-average useful lives of customer relationships range from 4 to 13 years.

(2) The weighted-average useful lives of trade names range from 10 to 17 years.

(3) The weighted-average useful life of developed technology is 10 years.

(4) Acquired in-process research and development ("IPR&D") intangible assets have an indefinite-life.

3. Restructuring and Employee Severance

The following tables summarize restructuring and employee severance costs:

(in millions)	Three Months Ended December 31	
	2015	2014
Employee-related costs (1)	\$—	\$5
Facility exit and other costs (2)	2	2
Total restructuring and employee severance	\$2	\$7
(in millions)	Six Months Ended December 31	
	2015	2014
Employee-related costs (1)	\$6	\$21
Facility exit and other costs (2)	8	5
Total restructuring and employee severance	\$14	\$26

(1) Employee-related costs primarily consist of termination benefits provided to employees who have been involuntarily terminated and duplicate payroll costs

during transition periods.

Facility exit and other costs primarily consist of lease termination costs, accelerated depreciation, equipment relocation costs, project consulting fees, and costs associated with restructuring our delivery of information technology infrastructure services.

The following table summarizes activity related to liabilities associated with restructuring and employee severance:

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(in millions)	Employee- Related Costs	Facility Exit and Other Costs	Total
Balance at June 30, 2015	\$22	\$—	\$22
Additions	7	2	9
Payments and other adjustments	(13	) —	(13
Balance at December 31, 2015	\$16	\$2	\$18

4. Goodwill and Other Intangible Assets

Goodwill

The following table summarizes the changes in the carrying amount of goodwill by segment and in total:

(in millions)	Pharmaceutical	Medical	Total
Balance at June 30, 2015	\$2,199	\$2,871	\$5,070
Goodwill acquired, net of purchase price adjustments	578	1,178	1,756
Foreign currency translation adjustments and other	(13	) (14	) (27
Balance at December 31, 2015	\$2,764	\$4,035	\$6,799

The increase in the Pharmaceutical segment goodwill is primarily due to the Harvard Drug acquisition. Goodwill recognized in connection with this acquisition primarily represents the expected benefits from synergies of integrating this business, the existing workforce of the acquired entity, and expected growth from new customers.

The increase in the Medical segment goodwill is primarily due to the Cordis and naviHealth acquisitions. Goodwill recognized in connection with the Cordis acquisition primarily represents the expected benefits from synergies of integrating the business, the existing workforce of the acquired entity, expected growth from new customers, and the expected growth from existing technology. Goodwill recognized in connection with the naviHealth acquisition primarily represents the existing workforce of the acquired entity, expected growth from new customers, new service offerings, and the expected growth from existing technology.

See Note 2 for further discussion of these acquisitions.

Notes to Financial Statements

Other Intangible Assets

The following tables summarize other intangible assets by class at:

December 31, 2015

(in millions)	Gross Intangible	Accumulated Amortization	Net Intangible	Weighted Average Remaining Amortization Period (Years)
Indefinite-life intangibles:				
IPR&D, trademarks and other	\$69	\$—	\$69	N/A
Total indefinite-life intangibles	69	—	69	N/A
Definite-life intangibles:				
Customer relationships	1,826	620	1,206	10
Trademarks, trade names, and patents	512	112	400	15
Developed technology and other	793	154	639	10
Total definite-life intangibles	3,131	886	2,245	11
Total other intangible assets	\$3,200	\$886	\$2,314	N/A

June 30, 2015

(in millions)	Gross Intangible	Accumulated Amortization	Net Intangible
Indefinite-life intangibles:			
Trademarks and other	\$14	\$—	\$14
Total indefinite-life intangibles	14	—	14
Definite-life intangibles:			
Customer relationships	1,103	501	602
Trademarks, trade names, and patents	237	91	146
Developed technology and other	320	134	186
Total definite-life intangibles	1,660	726	934
Total other intangible assets	\$1,674	\$726	\$948

Total amortization of intangible assets was \$101 million and \$47 million for the three months ended December 31, 2015 and 2014, respectively, and \$168 million and \$92 million for the six months ended December 31, 2015 and 2014, respectively. Estimated annual amortization of intangible assets for the remainder of fiscal 2016 through 2020 is as follows: \$189 million, \$368 million, \$308 million, \$255 million, and \$228 million.

5. Available-for-Sale Securities

We invest in marketable securities, which are classified as available-for-sale and are carried at fair value in the condensed consolidated balance sheets. We held the following investments in marketable securities at fair value at:

(in millions)	December 31, 2015	June 30, 2015
Current available-for-sale securities:		
Commercial paper	\$2	\$4
Treasury bills	2	12
International bonds	—	2

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Corporate bonds	53	34
U.S. agency bonds	1	5
Asset-backed securities	28	8
International equity securities	2	—
U.S. agency mortgage-backed securities	16	26
Total current available-for-sale securities	104	91
Long-term available-for-sale securities:		
International bonds	1	—
Corporate bonds	29	33
U.S. agency bonds	31	18
Asset-backed securities	20	41
U.S. agency mortgage-backed securities	13	10
Total long-term available-for-sale securities	94	102
Total available-for-sale securities	\$198	\$193

Gross unrealized gains and losses were immaterial at December 31, 2015 and June 30, 2015. During the three and six months ended December 31, 2015 and 2014, gross realized gains and losses were immaterial and we did not recognize any other-than-temporary impairments. At December 31, 2015, the weighted-average effective maturity of our current and long-term investments was approximately 6 months and 14 months, respectively.

6. Income Taxes

Fluctuations in our provision for income taxes as a percentage of pretax earnings (“effective tax rate”) are due to changes in international and U.S. state effective tax rates resulting from our business mix and discrete items.

During the three months ended December 31, 2015 and 2014, the effective tax rate was 37.3 percent and 36.0 percent, respectively.

During the six months ended December 31, 2015 and 2014, the effective tax rate was 34.7 percent and 37.4 percent, respectively. The effective tax rate during the six months ended December 31, 2015 was impacted by net favorable discrete items of \$28 million.

At December 31, 2015 and June 30, 2015, we had \$530 million and \$542 million of unrecognized tax benefits, respectively. The December 31, 2015 and June 30, 2015 balances include \$348 million and \$357 million of unrecognized tax benefits, respectively, that if recognized, would have an impact on the effective tax rate.

At December 31, 2015 and June 30, 2015, we had \$154 million and \$169 million, respectively, accrued for the payment of interest and penalties related to unrecognized tax benefits, which we recognize in the provision for income taxes in the condensed consolidated statements of earnings. These balances are gross amounts before any tax benefits and are included in deferred income taxes and other liabilities in the condensed consolidated balance sheets.

Notes to Financial Statements

It is reasonably possible that there could be a change in the amount of unrecognized tax benefits within the next 12 months due to activities of the U.S. Internal Revenue Service or other taxing authorities, possible settlement of audit issues, reassessment of existing unrecognized tax benefits or the expiration of statutes of limitations. We estimate that the range of the possible change in unrecognized tax benefits within the next 12 months is a net decrease of zero to \$190 million, exclusive of penalties and interest.

We file income tax returns in the U.S. federal jurisdiction, various U.S. state jurisdictions, and various foreign jurisdictions. With few exceptions, we are subject to audit by taxing authorities for fiscal years 2006 through the current fiscal year.

We are a party to a tax matters agreement with CareFusion Corporation ("CareFusion"), which has been acquired by Becton, Dickinson and Company. Under the tax matters agreement, CareFusion is obligated to indemnify us for certain tax exposures and transaction taxes prior to our fiscal 2010 spin-off of CareFusion. The indemnification receivable was \$222 million and \$219 million at December 31, 2015, and June 30, 2015, respectively, and is included in other assets in the condensed consolidated balance sheets.

7. Commitments, Contingent Liabilities and Litigation

Commitments

Generic Sourcing Venture With CVS Health Corporation

In July 2014, we established Red Oak Sourcing, LLC ("Red Oak Sourcing"), a U.S.-based generic pharmaceutical sourcing venture with CVS Health Corporation ("CVS Health") with an initial term of 10 years. Both companies have contributed sourcing and supply chain expertise to the 50/50 venture and have committed to source generic pharmaceuticals through arrangements negotiated by the venture. Red Oak Sourcing negotiates generic pharmaceutical supply contracts on behalf of both companies. We are required to pay 39 quarterly payments of \$25.6 million to CVS Health which commenced in October 2014. Due to the achievement of a milestone, the quarterly payment to CVS Health increased by \$10 million beginning in the first quarter of fiscal 2016. In addition, if an additional milestone is achieved, the quarterly payment will increase in fiscal 2017 by a further \$10 million resulting in a maximum quarterly payment of \$45.6 million if all milestones are met.

Legal Proceedings

We become involved from time to time in disputes, litigation, and regulatory matters incidental to our business. We may be named from time to time in qui tam actions, which are initiated by private third parties purporting to act on behalf of federal or state governments, that allege that false claims have been submitted or have been caused to be submitted for payment by the government. After a private party has filed a qui tam action, the government must investigate the private party's claim and determine whether to intervene in and take control over the litigation. These actions may remain under seal while the government makes this determination. If the government declines to intervene, the private party may nonetheless continue to pursue the litigation on his or her own on behalf of the government.

From time to time, we receive subpoenas or requests for information from various government agencies relating to our business or to the business of a customer, supplier, or other industry participant. Most of these matters are resolved without incident; however, such subpoenas or requests can lead to the assertion of claims, or the commencement of legal proceedings, against us.

In addition, we may suspect that products we manufacture, market or distribute do not meet product specifications, published standards, or regulatory requirements. In such circumstances, we investigate and take appropriate corrective action. Such actions can lead to product recalls, costs to repair or replace affected products, temporary interruptions in product sales, and action by regulators.

We accrue for contingencies related to disputes, litigation, and regulatory matters if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Because these matters are inherently unpredictable and unfavorable developments or resolutions can occur, assessing contingencies is highly subjective and requires judgments about future events. We regularly review contingencies to determine whether our accruals and related disclosures are adequate. The amount of ultimate loss may differ from these estimates.

With respect to the matters described below, we are unable to estimate a range of reasonably possible loss for matters for which there is no accrual, or additional loss for matters for which we have recorded an accrual, since damages or fines have not been specified or the proceedings are at stages where significant uncertainty exists as to legal or factual issues and as to whether such matters will proceed to trial. We do not believe, based on currently available information, that the outcomes of these matters will have a material adverse effect on our financial position, results of operations, or cash flows, though the outcome of one or more of these matters could be material to our results of operations for a particular period.

We recognize income from the favorable outcome of litigation when we receive the associated cash or assets.

We recognize estimated loss contingencies for litigation and regulatory matters and income from favorable resolution of litigation in litigation (recoveries)/charges, net in our condensed consolidated statements of earnings.

DEA Investigation and Related Matters

In February 2012, the U.S. Drug Enforcement Administration (the "DEA") issued an order to show cause and immediate suspension of our Lakeland, Florida distribution center's registration to distribute controlled substances, asserting that we failed to maintain required controls against the diversion of controlled substances. In May 2012, we entered into a settlement agreement with the DEA that resolved the administrative aspects of the DEA's action but did not resolve potential liability for civil fines in Florida or elsewhere for the conduct covered by the settlement agreement. In that regard, we are continuing to discuss a settlement with the U.S. Department of Justice. Our total accrual for this matter at December 31, 2015 and June 30, 2015 was \$44 million and \$41 million, respectively, which is included in other accrued liabilities in the condensed consolidated balance sheets.

Notes to Financial Statements

State of West Virginia vs. Cardinal Health, Inc.

Since June 2012, the West Virginia Attorney General has filed complaints against a number of pharmaceutical wholesale distributors, including us and Harvard Drug. The complaints, which were filed in the Circuit Court of Boone County, West Virginia, allege, among other things, that the distributors failed to maintain effective controls to guard against diversion of controlled substances in West Virginia, failed to report suspicious orders of controlled substances in accordance with the West Virginia Uniform Controlled Substances Act, and were negligent in distributing controlled substances to pharmacies that serve individuals who abuse controlled substances. The complaints seek, among other things, injunctive and other equitable relief and monetary damages. We are vigorously defending ourselves in this matter.

Antitrust Litigation Proceeds

We received and recognized income resulting from settlements of class action antitrust claims in which we were a class member of \$13 million during both the three and six months ended December 31, 2015.

8. Fair Value Measurements

The following tables present the fair values for assets and (liabilities) measured on a recurring basis at:

(in millions)	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash equivalents (1)	\$554	\$—	\$—	\$554
Forward contracts (2)	—	5	—	5
Available-for-sale securities (3)	—	198	—	198
Other investments (4)	115	—	—	115
Liabilities:				
Contingent Consideration (5)	—	—	(23)	(23)
(in millions)	June 30, 2015			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash equivalents (1)	\$1,809	\$—	\$—	\$1,809
Forward contracts (2)	—	5	—	5
Available-for-sale securities (3)	—	193	—	193
Other investments (4)	111	—	—	111
Liabilities:				
Contingent Consideration (5)	—	—	(53)	(53)

(1) Cash equivalents are comprised of highly liquid investments purchased with a maturity of three months or less. The carrying value of these cash equivalents approximates fair value due to their short-term maturities.

The fair value of interest rate swaps, foreign currency contracts, and commodity contracts is determined based on the present value of expected future cash flows considering the risks involved, including non-performance risk, and using discount rates appropriate for the respective maturities. Observable Level 2 inputs are used to determine the present value of expected future cash flows. The fair value of these derivative contracts, which are subject to master netting arrangements under certain circumstances, is presented on a gross basis in the condensed consolidated balance sheets.

(3) We invest in marketable securities, which are classified as available-for-sale and are carried at fair value in the condensed consolidated balance sheets.

Observable Level 2 inputs such as quoted prices for similar securities, interest rate spreads, yield curves, and credit risk are used to determine the fair value. See Note 5 for additional information regarding available-for-sale securities.

(4) The other investments balance includes investments in mutual funds, which are used to offset fluctuations in deferred compensation liabilities. These mutual funds primarily invest in the equity securities of companies with large market capitalization and high quality fixed income debt securities. The fair value of these investments is

determined using quoted market prices.

Contingent consideration represents the obligations incurred in connection with acquisitions. We do not deem the fair value of the contingent consideration obligations under any single acquisition to be significant. The estimate of fair value of the contingent consideration obligations requires subjective assumptions to be made regarding future business results, discount rates, discount periods, and probabilities assigned to various potential business result (5) scenarios and was determined using probability assessments with respect to the likelihood of reaching various targets or from achieving certain milestones. The fair value measurement is based on significant inputs unobservable in the market and thus represents a Level 3 measurement. Failure to meet current expectations of progress could increase the probability of not achieving the targets within the measurement periods and result in a reduction in the fair value of the contingent consideration obligation.

The following table presents a reconciliation of those liabilities measured at fair value on a recurring basis using unobservable inputs (Level 3):

(in millions)	Contingent Consideration Obligation
Balance at June 30, 2015	\$53
Additions from acquisitions	7
Changes in fair value of contingent consideration (1)	(14)
Payment of contingent consideration	(23)
Balance at December 31, 2015	\$23

(1) Amount is included in amortization and other acquisition-related costs in the condensed consolidated statements of earnings.

9. Financial Instruments

We utilize derivative financial instruments to manage exposure to certain risks related to our ongoing operations. The primary risks managed through the use of derivative instruments include interest rate risk, currency exchange risk, and commodity price risk. We do not use derivative instruments for trading or speculative purposes. While the majority of our derivative instruments are designated as hedging instruments, we also enter into derivative instruments that are designed to hedge a risk, but are not designated as hedging instruments. These derivative instruments are adjusted to current fair value through earnings at the end of each period. Our derivative and hedging programs are consistent with those described in the 2015 Form 10-K. The amount of ineffectiveness associated with these derivative instruments was immaterial for the three and six months ended December 31, 2015 and 2014.

During the three months ended December 31, 2015 and 2014, we entered into pay-floating interest rate swaps with total notional amounts of \$300 million and \$450 million, respectively. These swaps have been designated as fair value hedges of our fixed rate debt and are included in other assets in the condensed consolidated balance sheets.

Notes to Financial Statements

During the three months ended September 30, 2014, we entered into forward interest rate swaps with a total notional amount of \$50 million to hedge probable, but not firmly committed, future transactions associated with our debt. In December 2014, we terminated notional amounts of \$875 million of pay-floating interest rate swaps in connection with the debt redemption described in our 2015 10-K. These swaps were previously designated as fair value hedges. As a result of this redemption, we also incurred a loss on the extinguishment of debt of \$60 million (\$37 million, net of tax), which included a make-whole premium of \$80 million, write-off of \$2 million of unamortized debt issuance costs, and an offsetting \$22 million fair value adjustment to the respective debt related to previously terminated interest rate swaps.

Fair Value of Financial Instruments

The carrying amounts of cash and equivalents, trade receivables, net, accounts payable, and other accrued liabilities at December 31, 2015 and June 30, 2015 approximate fair value due to their short-term maturities.

The following table summarizes the estimated fair value of our long-term obligations and other short-term borrowings compared to the respective carrying amounts at:

(in millions)	December 31, 2015	June 30, 2015
Estimated fair value	\$5,625	\$5,521
Carrying amount	5,525	5,492

The fair value of our long-term obligations and other short-term borrowings is estimated based on either the quoted market prices for the same or similar issues or other inputs derived from available market information, which represents a Level 2 measurement.

10. Redeemable Noncontrolling Interests

In connection with the acquisition of a 71 percent ownership interest in naviHealth described in Note 2, we recognized noncontrolling interests with a fair value of \$119 million at the acquisition date.

The noncontrolling interests are redeemable at the option of the third-party noncontrolling interests holders at any time after the two-year anniversary of the closing. As such, the noncontrolling interests have been presented as redeemable noncontrolling interests in our condensed consolidated balance sheets. The noncontrolling interests will be adjusted each period for net earnings and dividends attributable to the noncontrolling interests and changes in the noncontrolling ownership interests in naviHealth, if any. An additional adjustment to the carrying value of the noncontrolling interests may be required if the redemption value under the terms of the agreement exceeds the carrying value. Changes in the carrying value of the noncontrolling interests related to a change in the redemption value will be recorded through retained earnings and will not affect net earnings attributable to Cardinal Health, Inc. The reconciliation of the changes in redeemable noncontrolling interests are as follows:

(in millions)	
Balance at June 30, 2015	\$—
Redeemable noncontrolling interests acquired	119
Net earnings attributable to redeemable noncontrolling interests	1
Balance at December 31, 2015	\$120

11. Shareholders' Equity

During the six months ended December 31, 2015, we did not repurchase any common shares.

During the six months ended December 31, 2014, we repurchased 9.1 million common shares having an aggregate cost of \$684 million. The average price paid per common share was \$75.00. We funded the repurchases with available cash. The common shares repurchased are held in treasury to be used for general corporate purposes.

Accumulated Other Comprehensive Loss

The following table summarizes the changes in the balance of accumulated other comprehensive loss by component and in total:

(in millions)	Foreign Currency	Unrealized Gain/(Loss) on	Accumulated Other Comprehensive
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	Translation Adjustments		Derivatives, net of tax		Loss
Balance at June 30, 2015	\$(41)	\$18		\$(23)
Other comprehensive loss, net of tax before reclassifications	(73	)	(1	)	(74)
Amounts reclassified to earnings	—		—		—
Total other comprehensive loss	(73	)	(1	)	(74)
Balance at December 31, 2015	\$(114	)	\$17		\$(97)

Activity related to realized and unrealized gains and losses on available-for-sale securities, as described in Note 5, was immaterial during the three and six months ended December 31, 2015.

12. Earnings Per Share Attributable to Cardinal Health, Inc.

The following tables reconcile the number of common shares used to compute basic and diluted earnings per share attributable to Cardinal Health, Inc.:

(in millions)	Three Months Ended December 31	
	2015	2014
Weighted-average common shares—basic	329	331
Effect of dilutive securities:		
Employee stock options, restricted share units, and performance share units	3	3
Weighted-average common shares—diluted	332	334

Notes to Financial Statements

(in millions)	Six Months Ended December 31	
	2015	2014
Weighted-average common shares—basic	329	333

Effect of dilutive securities:

Employee stock options, restricted share units, and performance share units	3	4
Weighted-average common shares—diluted	332	337

The potentially dilutive employee stock options, restricted share units, and performance share units that were antidilutive were 2 million and 1 million for the three months ended December 31, 2015 and 2014, respectively, and 2 million and 1 million for the six months ended December 31, 2015 and 2014, respectively.

13. Segment Information

Our operations are principally managed on a products and services basis and are comprised of two operating segments, which are the same as our reportable segments: Pharmaceutical and Medical. The factors for determining the reportable segments include the manner in which management evaluates performance for purposes of allocating resources and assessing performance combined with the nature of the individual business activities.

The following tables present revenue for each reportable segment and Corporate:

(in millions)	Three Months Ended December 31	
	2015	2014
Pharmaceutical	\$28,287	\$22,627
Medical	3,162	2,914
Total segment revenue	31,449	25,541
Corporate (1)	(4	) (4
Total revenue	\$31,445	\$25,537
(in millions)	Six Months Ended December 31	
	2015	2014
Pharmaceutical	\$53,427	\$43,836
Medical	6,081	5,766
Total segment revenue	59,508	49,602
Corporate (1)	(9	) 5
Total revenue	\$59,499	\$49,607

(1) Corporate revenue consists of the elimination of inter-segment revenue and other revenue not allocated to the segments.

We evaluate segment performance based on segment profit, among other measures. Segment profit is segment revenue, less segment cost of products sold, less segment SG&A expenses. Segment SG&A expenses include share-based compensation expense as well as allocated corporate expenses for shared functions, including corporate management, corporate finance, financial and customer care shared services, human resources, information technology, and legal and compliance. The results attributable to noncontrolling interests are recorded within segment profit. Corporate expenses are

allocated to the segments based on headcount, level of benefit provided, and other ratable allocation methodologies. We do not allocate the following items to our segments: LIFO inventory charges/(credits); restructuring and employee severance; amortization and other acquisition-related costs; impairments and (gain)/loss on disposal of assets; litigation (recoveries)/charges, net; other income, net; interest expense, net; loss on extinguishment of debt; and provision for income taxes.

In addition, certain investment spending, certain portions of enterprise-wide incentive compensation, and other spending are not allocated to the segments. Investment spending generally includes the first-year spend for certain projects that require incremental investments in the form of additional operating expenses. We encourage our

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segments and corporate functions to identify investment projects that will promote innovation and provide future returns. As approval decisions for such projects are dependent upon executive management, the expenses for such projects are often retained at Corporate. Investment spending within Corporate was \$5 million and \$4 million for the three months ended December 31, 2015 and 2014, respectively, and \$11 million and \$6 million for the six months ended December 31, 2015 and 2014, respectively.

The following tables present segment profit by reportable segment and Corporate:

	Three Months Ended December 31	
(in millions)	2015	2014
Pharmaceutical	\$627	\$542
Medical	106	115
Total segment profit	733	657
Corporate	(170	) (111
Total operating earnings	\$563	\$546
	Six Months Ended December 31	
(in millions)	2015	2014
Pharmaceutical	\$1,285	\$992
Medical	207	229
Total segment profit	1,492	1,221
Corporate	(309	) (209
Total operating earnings	\$1,183	\$1,012

The following table presents total assets for each reportable segment and Corporate at:

	December 31,	June 30,
(in millions)	2015	2015
Pharmaceutical	\$20,464	\$17,385
Medical	9,741	7,095
Corporate	3,302	5,662
Total assets	\$33,507	\$30,142

Notes to Financial Statements

14. Share-Based Compensation

Share-Based Compensation Plans

We maintain stock incentive plans (collectively, the "Plans") for the benefit of certain of our officers, directors, and employees.

The following tables provide total share-based compensation expense by type of award:

(in millions)	Three Months Ended December 31	
	2015	2014
Restricted share unit expense	\$17	\$18
Employee stock option expense	5	5
Performance share unit expense	4	5
Total share-based compensation	\$26	\$28
(in millions)	Six Months Ended December 31	
	2015	2014
Restricted share unit expense	\$35	\$34
Employee stock option expense	10	10
Performance share unit expense	11	9
Total share-based compensation	\$56	\$53

The total tax benefit related to share-based compensation was \$9 million for both the three months ended December 31, 2015 and 2014, and \$19 million and \$18 million for the six months ended December 31, 2015 and 2014, respectively.

Stock Options

Employee stock options granted under the Plans generally vest in equal annual installments over three years and are exercisable for periods ranging from seven to ten years from the grant date. All stock options are exercisable at a price equal to the market value of the common shares underlying the option on the grant date.

The following table summarizes all stock option transactions under the Plans:

(in millions, except per share amounts)	Stock Options	Weighted-Average Exercise Price per Common Share
Outstanding at June 30, 2015	8	\$46.50
Granted	1	84.19
Exercised	(1)	40.31
Canceled and forfeited	—	—
Outstanding at December 31, 2015	8	\$53.45
Exercisable at December 31, 2015	5	\$42.05

At December 31, 2015, the total pre-tax compensation cost, net of estimated forfeitures, related to nonvested stock options not yet recognized was \$32 million, which is expected to be recognized over a weighted-average period of two years. The following table provides additional detail related to stock options:

(in millions, except per share amounts)	December 31, 2015	June 30, 2015
Aggregate intrinsic value of outstanding options at period end	\$277	\$281
Aggregate intrinsic value of exercisable options at period end	233	193
Weighted-average remaining contractual life of outstanding options (in years)	7	6
Weighted-average remaining contractual life of exercisable options (in years)	5	5

Restricted Share Units

Restricted share units granted under the Plans generally vest in equal annual installments over three years. Restricted share units accrue cash dividend equivalents that are payable upon vesting of the awards.

The following table summarizes all transactions related to restricted share units under the Plans:

(in millions, except per share amounts)	Restricted Share Units	Weighted-Average Grant Date Fair Value per Share
Nonvested at June 30, 2015	3	\$59.69
Granted	1	84.22
Vested	(1)	53.96
Canceled and forfeited	—	—
Nonvested at December 31, 2015	3	\$70.84

At December 31, 2015, the total pre-tax compensation cost, net of estimated forfeitures, related to nonvested restricted share units not yet recognized was \$109 million, which is expected to be recognized over a weighted-average period of two years.

Performance Share Units

Performance share units vest over a three-year performance period based on achievement of specific performance goals. Based on the extent to which the targets are achieved, vested shares may range from zero to 200 percent of the target award amount. Performance share units accrue cash dividend equivalents that are payable upon vesting of the awards.

Notes to Financial Statements

The following table summarizes all transactions related to performance share units under the Plans (based on target award amounts):

(in millions, except per share amounts)	Performance Share Units	Weighted-Average Grant Date Fair Value per Share
Nonvested at June 30, 2015	0.9	\$50.31
Granted	0.3	84.26
Vested (1)	(0.4	) 39.81
Canceled and forfeited	—	—
Nonvested at December 31, 2015	0.8	\$62.61

(1) Vested based on achievement of 133 percent of the target performance goal.

At December 31, 2015, the total pre-tax compensation cost, net of estimated forfeitures, related to nonvested performance share units not yet recognized was \$22 million, which is expected to be recognized over a weighted-average period of two years.

Exhibits

Exhibit Number	Exhibit Description
2.1	Amendment No. 1, dated as of October 2, 2015, to the Stock and Asset Purchase Agreement, dated as of March 1, 2015, by and between Ethicon, Inc. and Cardinal Health, Inc. (incorporated by reference to Exhibit 2.1 to Cardinal Health's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, File No. 1-11373)
3.1	Amended and Restated Articles of Incorporation of Cardinal Health, Inc., as amended (incorporated by reference to Exhibit 3.1 to Cardinal Health's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, File No. 1-11373)
3.2	Cardinal Health, Inc. Restated Code of Regulations (incorporated by reference to Exhibit 3.2 to Cardinal Health's Current Report on Form 8-K filed on July 1, 2015, File No. 1-11373)
10.1	Cardinal Health Deferred Compensation Plan, as amended and restated effective January 1, 2016
12.1	Computation of Ratio of Earnings to Fixed Charges
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1	Statement Regarding Forward-Looking Information
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

Cardinal Health Website

We use our website as a channel of distribution for material information about us. Important information, including news releases, financial information, earnings and analyst presentations and information about upcoming presentations and events, is routinely posted and accessible on the Investors page at ir.cardinalhealth.com. In addition, our website allows investors and other interested persons to sign up to automatically receive email alerts when we post news releases, SEC filings and certain other information on our website.

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N/A Not applicable

Signatures

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Cardinal Health, Inc.

Date: February 2, 2016

/s/ GEORGE S. BARRETT
George S. Barrett
Chairman and Chief Executive Officer

/s/ MICHAEL C. KAUFMANN
Michael C. Kaufmann
Chief Financial Officer