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MCKESSON HBOC INC

Form S-8

August 13, 2001

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As filed with the Securities and Exchange Commission on August 6, 2001
 Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

MCKESSON CORPORATION
 (Exact name of registrant as specified in its charter)

Delaware
 (State or other jurisdiction of incorporation or organization) 94-3207296
 (I.R.S. Employer Identification No.)

One Post Street
 San Francisco, California 94104
 (Address of Principal Executive Offices) (Zip Code)

MCKESSON CORPORATION 1997 NON-EMPLOYEE DIRECTORS' EQUITY
 COMPENSATION AND DEFERRAL PLAN
 (Full Title of Plan)

Kristina Veaco Ivan D. Meyerson
 Assistant General Counsel Senior Vice President,
 and Assistant Secretary General Counsel and Corporate Secretary
 One Post Street One Post Street
 San Francisco, CA 94104 San Francisco, CA 94104
 (Name and address of agents for service)

(415) 983-8300
 (Telephone number, including area code, of agents for service)

The Registration Statement will become effective upon filing in accordance with
 Rule 462 under the Securities Act of 1933.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)
Common Stock par value \$.01 per share	786,000	\$38.18	\$30,009,4

(1) The price per share was calculated in accordance with Rule 457(c) and (h) for purposes of calculating the registration fee. The maximum aggregate offering price was computed by multiplying 786,000 shares by the average of

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the high and low price of the stock on August 10, 2001 the Common Stock prior to the occurrence of certain events.

Pursuant to Rule 416(a) this Registration Statement also covers such undetermined number of additional shares of Common Stock as is necessary to eliminate any dilutive effect of any future stock split or stock dividend. No additional registration fee is required.

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EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8

The Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

The Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on August 1, 1997 (File Number 333-32645) and on December 23, 1997 (File Number 333-43079) are hereby incorporated by reference.

Incorporation of Certain Documents by Reference

The following documents previously filed or to be filed by the Registrant with the Securities and Exchange Commission are hereby incorporated by reference in this Registration Statement:

- (a) Annual Report on Form 10-K for the fiscal year ended March 31, 2001.
- (b) Quarterly Report on Form 10-Q for the quarter ended June 30, 2001.

(c) The description of Registrant's common stock contained in the Registrant's Registration Statement on Form 10 (File No. 1-13252) and the Rights Agreement dated as of October 21, 1994 and Amendment No. 1 thereto dated October 19, 1998 between the Registrant and First Chicago Trust Company of New York, as Rights Agent, filed as Exhibits 4.1 and 4.2, respectively, to the Registrant's Annual Report on Form 10-K for the fiscal year ended March, 31, 2001.

All documents subsequently filed by the Registrant pursuant to Sections 13 (a), 13 (c), 14 or 15 (d) of the Securities Exchange Act of 1934 shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents until a post-effective amendment of this Registration Statement is filed which indicates that all securities being offered hereby have been sold or which deregisters all securities than remaining unsold.

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PART II. INFORMATION REQUIRED IN REGISTRATION STATEMENT

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Item 8. Exhibits

Exhibit

Exhibit No.	Description
4	Rights Agreement dated as of October 21, 1994 and Amendment No. 1 thereto dated October 19, 1998 between the Registrant and First Chicago Trust Company of New York, as Rights Agent, filed as Exhibits 4.1 and 4.2 respectively, to the Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2001 and incorporated by reference herein.
5	Opinion of Ivan D. Meyerson, Senior Vice President, General Counsel and Corporate Secretary of the Registrant regarding the legality of the securities being offered.
23.1	Consent of Ivan D. Meyerson, Senior Vice President, General Counsel and Corporate Secretary of the Registrant regarding the legality of the securities being offered. (Included in Exhibit 5)
23.2	Consent of Deloitte & Touche LLP.
24.1	Powers of Attorney pursuant to which certain officers and directors of the Registrant signed this Registration Statement.
24.2	Power of Attorney pursuant to which an officer of the Registrant signed this Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on the 13th day of August 2001.

McKesson Corporation
(Registrant)

By: /s/ IVAN D. MEYERSON

Ivan D. Meyerson
Senior Vice President,
General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 13th day of August 2001.

Signature and Title

/s/

*

Alan J. Seelenfreund
Chairman of the Board and Director

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/s/ *

John H. Hammergren
Chief Executive Officer and Director
(Principal Executive Officer)

/s/ *

William R. Graber
Senior Vice President and Chief
Financial Officer
(Principal Financial Officer)

/s/ *

Nigel A. Rees
Vice President and Controller
(Principal Accounting Officer)

/s/ *

Alfred C. Eckert III
Director

/s/ *

Tully M. Friedman
Director

/s/ *

M. Christine Jacobs
Director

/s/ *

Martin M. Koffel
Director

/s/ *

Gerald E. Mayo
Director

/s/ *

James V. Napier
Director

/s/ *

Carl E. Reichardt
Director

/s/ *

Jane E. Shaw
Director

*By: /s/ IVAN D. MEYERSON (Attorney-in-Fact)

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Ivan D. Meyerson

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EXHIBIT INDEX

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