

WALGREENS BOOTS ALLIANCE, INC.

FORM 8-K (Current report filing)

Filed 04/19/17 for the Period Ending 04/19/17

Address	108 WILMOT ROAD DEERFIELD, IL 60015
Telephone	(847) 315-2500
CIK	0001618921
Symbol	WBA
SIC Code	5912 - Drug Stores and Proprietary Stores
Fiscal Year	08/31

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 19, 2017

WALGREENS BOOTS ALLIANCE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

001-36759
(Commission File
Number)

47-1758322
(IRS Employer
Identification
Number)

108 Wilmot Road, Deerfield, Illinois
(Address of principal executive offices)

60015
(Zip Code)

Registrant's telephone number, including area code: (847) 315-2500

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 19, 2017, the Board of Directors (the “Board”) of Walgreens Boots Alliance, Inc. (the “Company”), upon the recommendation of the Nominating and Governance Committee, elected José E. Almeida to the Board effective immediately for a term continuing to the Company’s next Annual Meeting of Stockholders on January 17, 2018, when Mr. Almeida will be subject to election by stockholders. The Board also appointed Mr. Almeida to serve on the Compensation Committee and Nominating and Governance Committee of the Board.

Mr. Almeida has served as the Chairman of the Board and Chief Executive Officer of Baxter International Inc. (Baxter), a global medical products company, since January 2016. He began serving as an executive officer of Baxter in October 2015, having served as an operating executive with The Carlyle Group from May 2015 to October 2015. He served as the Chairman, President and Chief Executive Officer of Covidien plc (Covidien) from March 2012 to January 2015 prior to Medtronic Inc.’s acquisition of Covidien; and as President and Chief Executive Officer of Covidien from July 2011 to March 2012. He served in several executive roles at Covidien (formerly Tyco Healthcare) between April 2004 and June 2011. Mr. Almeida served on the board of directors of State Street Corporation from October 2013 to November 2015, Analog Devices, Inc. from December 2014 to November 2015 and EMC Corporation from January 2015 to November 2015.

There were no arrangements or understandings pursuant to which Mr. Almeida was appointed to the Board, and since the beginning of the last fiscal year, there have been no related party transactions between the Company and Mr. Almeida that would be reportable under Item 404(a) of Regulation S-K. Mr. Almeida’s compensation for service as a non-employee director will be consistent with that of the Company’s other non-employee directors, subject to proration to reflect the commencement date of his service on the Board. The non-employee director compensation program is described under the caption “Director Compensation” in the Company’s definitive proxy statement for its January 26, 2017 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on December 8, 2016.

Item 8.01 Other Events.

On April 19, 2017, the Company issued a press release announcing the election of Mr. Almeida to the Board. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated in this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 19, 2017

SIGNATURE

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

WALGREENS BOOTS ALLIANCE, INC.

Date: April 19, 2017

By: /s/ Collin G. Smyser

Title: Vice President, Corporate Secretary



Press Release

**José E. Almeida, Chairman and CEO of Baxter International,
Elected to Walgreens Boots Alliance Board of Directors**

DEERFIELD, Ill., 19 April 2017 – Walgreens Boots Alliance, Inc. (Nasdaq: WBA) today announced that José (Joe) E. Almeida, chairman of the board and chief executive officer of Baxter International Inc., has been elected to its board of directors effective immediately. Almeida, who joins the board as an independent director, becomes the board’s 11th member.

“We are pleased to welcome Joe to the board of directors as we leverage strategic opportunities and accelerate the development of a fully integrated, global platform providing innovative ways to address health and wellness challenges,” said Jim Skinner, executive chairman. “His substantial knowledge of the health care industry and expertise in leading complex, highly regulated, global organizations will support Walgreens Boots Alliance in our purpose to help people across the world lead healthier and happier lives.”

Almeida has more than 25 years of experience in health care, including medical devices, consumer health products, surgical instruments and biopharmaceuticals. He has an extensive background in public company governance and has handled a wide range of issues, including risk management, talent development, executive compensation and succession planning.

Almeida has served as chairman and chief executive officer of Baxter, a global medical products company, since January 2016. From May 2015 to October 2015 he served as an operating executive with The Carlyle Group, a global investment firm.

Previously, Almeida served as president and CEO of Covidien plc, a health care products company, from July 2011 through January 2015, when the company was acquired by Medtronic Inc. He also served as the company’s chairman from March 2012 through January 2015 and in several other executive roles with Covidien (formerly Tyco Healthcare) between April 2004 and June 2011.

Almeida is a native of Brazil and holds a bachelor’s of science degree in mechanical engineering from Instituto Mauá de Tecnologia in São Paulo.

ENDS

Notes to Editors:

About Walgreens Boots Alliance

Walgreens Boots Alliance (Nasdaq: WBA) is the first global pharmacy-led, health and wellbeing enterprise.

The company was created through the combination of Walgreens and Alliance Boots in December 2014, bringing together two leading companies with iconic brands, complementary geographic footprints,

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shared values and a heritage of trusted health care services through pharmaceutical wholesaling and community pharmacy care, dating back more than 100 years.

Walgreens Boots Alliance is the largest retail pharmacy, health and daily living destination across the USA and Europe. Walgreens Boots Alliance and the companies in which it has equity method investments together have a presence in more than 25* countries and employ more than 400,000* people. The company is a global leader in pharmacy-led, health and wellbeing retail and, together with the companies in which it has equity method investments, has over 13,200* stores in 11* countries as well as one of the largest global pharmaceutical wholesale and distribution networks, with over 390* distribution centers delivering to more than 230,000** pharmacies, doctors, health centers and hospitals each year in more than 20* countries. In addition, Walgreens Boots Alliance is one of the world's largest purchasers of prescription drugs and many other health and wellbeing products.

The company's portfolio of retail and business brands includes Walgreens, Duane Reade, Boots and Alliance Healthcare, as well as increasingly global health and beauty product brands, such as No7, Botanics, Liz Earle and Soap & Glory.

In October 2016 Walgreens Boots Alliance received the United Nations Foundation Global Leadership Award for its commitment to the UN's Sustainable Development Goals. The company also ranks No. 1 in the Food and Drug Stores industry of Fortune magazine's 2017 list of the World's Most Admired Companies.

More company information is available at www.walgreensbootsalliance.com.

* As of 31 August 2016, using publicly available information for AmerisourceBergen.

** For 12 months ending 31 August 2016, using publicly available information for AmerisourceBergen.

(WBA-GEN)

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