

# **WALGREENS BOOTS ALLIANCE, INC.**

Reported by  
**PESSINA STEFANO**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/17/18 for the Period Ending 01/15/18

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

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Pessina Stefano</b>		<b>Walgreens Boots Alliance, Inc. [ WBA ]</b>		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <b>Executive Vice Chairman, CEO</b> <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>24 BOULEVARD DU TENAO</b>		<b>1/15/2018</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>MONTE CARLO, O9 98000</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	1/15/2018		S		98858 <a href="#">(1)</a>	D	\$76.07	0	D	
Common Stock, par value \$0.01 per share	1/15/2018		P		98858 <a href="#">(1)</a>	A	\$76.07	143091383	I	by ASP <a href="#">(2)</a>

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$77.08							2/12/2019 <a href="#">(3)</a>	2/12/2026	Common Stock	263273		263273	D	
Employee Stock Option (right to buy)	\$82.46							11/1/2019 <a href="#">(4)</a>	11/1/2026	Common Stock	410798		410798	D	
Employee Stock Option (right to buy)	\$67.01							<a href="#">(5)</a>	11/1/2027	Common Stock	504710		504710	D	

### Explanation of Responses:

- 98,858 shares underlying restricted stock units ('RSUs'), including 5,250 shares underlying RSUs issued in lieu of dividends, vested on January 15, 2018, the third anniversary of the original grant of 93,608 RSUs. Immediately following their vesting, the Reporting Person assigned all 98,858 shares to Alliance Sante Participations S.A. (see footnote 2), at a price per share of \$76.07, the closing price for a WBA share on the NASDAQ on January 12, 2018, the last trading day immediately prior to their assignment.
- Shares of common stock are held of record by a corporation, Alliance Sante Participations S.A. ('ASP') which is 100% owned by another corporation, NEWCIP S.A., which is 100% controlled by the Reporting Person.
- The option vests on February 12, 2019, subject to acceleration or forfeiture in certain circumstances in accordance with the terms and conditions of the Walgreens Boots Alliance, Inc. 2013 Omnibus Incentive Plan, as amended (together with the related agreement thereunder).
- The option vests on November 1, 2019, subject to acceleration or forfeiture in certain circumstances in accordance with the terms and conditions of the Walgreens Boots Alliance, Inc. 2013 Omnibus Incentive Plan, as amended (together with the related agreement thereunder).
- The option vests with respect to 168,068 shares on November 1, 2018, with respect to 168,068 shares on November 1, 2019 and with respect to 168,574 shares on November 1, 2020, subject to acceleration or forfeiture in certain circumstances in accordance with the terms and conditions of the Walgreens Boots Alliance, Inc. 2013 Omnibus Incentive Plan, as amended (together with the related agreement thereunder).

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Pessina Stefano 24 BOULEVARD DU TENAO MONTE CARLO, O9 98000	X	X	Executive Vice Chairman, CEO	
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**Signatures**

**Benjamin S.J. Burman, attorney-in-fact**

**1/17/2018**

      
\*\*Signature of Reporting Person

      
Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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