

MCKESSON CORP
Form 8-K
April 28, 2009

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**UNITED STATES
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 22, 2009

McKesson Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

1-13252

(Commission File Number)

94-3207296

(I.R.S. Employer Identification No.)

**McKesson Plaza, One Post Street, San Francisco,
California**

(Address of principal executive offices)

94104

(Zip Code)

Registrant's telephone number, including area code: **(415) 983-8300**

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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 22, 2009, the Board of Directors (the Board) of McKesson Corporation (the Company) approved amendments to Sections 9 and 10 of ARTICLE II of the Company's Amended and Restated By-Laws, effective immediately, for purposes of making the following clarifications and enhancements to the Company's advance notice by-law provisions contained in such sections: (i) to make clear and unambiguous that compliance with the procedures specified in the advance notice by-law provisions is the exclusive means for a stockholder to nominate any person for election to the Board or to bring other business before a meeting of stockholders (other than proposals governed by Rule 14a-8 of the Securities Exchange Act of 1934, as amended); (ii) without limiting the generality of (i) above, to make clear and unambiguous that notwithstanding a notice of annual meeting, which includes notice regarding the election of directors, given by or at the direction of the Board, a stockholder who desires to nominate a person for election to the Board must comply with the advance notice by-law provisions specifically relating to nominations by stockholders; (iii) to expand the information required to be given by any stockholder making a nomination or proposal, by any beneficial owner on whose behalf a nomination or proposal is made, and by any proposed nominee, including information relating to any hedging or other transaction made by or on behalf of any such person with respect to the Company's stock and any other transaction, agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, stock appreciation or similar rights or borrowing or lending shares of stock) made by or on behalf of any such person, the effect or intent of any of the foregoing being to manage the risk or benefit of share price changes in the Company's stock or to increase or decrease the voting power or pecuniary or economic interest of any such person with respect to the Company's stock; and (iv) to make other technical clarifications and enhancements to the advance notice by-law provisions.

The foregoing description of the Company's by-law amendments does not purport to be complete and is qualified in its entirety by reference to the full text of the Company's Amended and Restated By-Laws, as amended through April 22, 2009. A copy of such By-Laws is attached hereto as Exhibit 3.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.2	The Company's Amended and Restated By-Laws, as amended through April 22, 2009.

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SIGNATURES

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

Date: April 28, 2009

McKesson Corporation

By: /s/ Lauren E. Seeger
Lauren E. Seeger
Executive Vice President,
General Counsel and Secretary

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EXHIBIT INDEX

Exhibit No.	Description
3.2	The Company's Amended and Restated By-Laws, as amended through April 22, 2009.

"text-align:left;font-size:10pt;">Citizenship or Place of Organization

United States of America

Number of Shares
Beneficially Owned by
Each Reporting
Person With:

7
Sole Voting Power

1,060,936

8
Shared Voting Power

55,972

9
Sole Dispositive Power

1,060,936

10
Shared Dispositive Power

55,972

11
Aggregate Amount Beneficially Owned by Each Reporting Person

1,116,908

12
Check if the Aggregate Amount in Row (11) Excludes Certain Securities

o

13
Percent of Class Represented by Amount in Row (11)

4.0%

14

Type of Reporting Person

IN

CUSIP No. 819047 101

Schedule 13D/A

1 Names of Reporting Persons.
 Randall J. Garutti 2014 GST
 Trust dated 12/30/14⁽¹⁾

2 Check the Appropriate Box
 if a Member of a Group
 (a)
 (b)

3 SEC Use Only

4 Source of Funds
 OO (Cash from Trust)
 Check if Disclosure of Legal
 Proceedings Is Required

5 Pursuant to Items 2(d) or
 2(e)

6 Citizenship or Place of
 Organization
 Delaware

Number of 7 Sole Voting Power
 Shares —

Beneficially 8 Shared Voting Power
 Owned by 55,972

Each 9 Sole Dispositive Power
 Reporting —

Person 10 Shared Dispositive Power
 With: 55,972

11 Aggregate Amount
 Beneficially Owned by Each
 Reporting Person
 55,972

12 Check if the Aggregate
 Amount in Row (11)
 Excludes Certain Securities

13 Percent of Class Represented
 by Amount in Row (11)
 0.2%

14 Type of Reporting Person
 OO

(1) Ronald Garutti, Jr., the brother of Randall J. Garutti, and Maria Garutti, the wife of Randall J. Garutti, are trustees of the Randall J. Garutti GST Trust dated 12/30/14.

CUSIP No. 819047 101

Schedule 13D/A

Preliminary Note

This filing, dated December 7, 2017 (this "Amendment"), amends and supplements the Schedule 13Ds initially filed on February 17, 2015 for each of Randall J. Garutti and Randall J. Garutti 2014 GST Trust dated 12/30/14 (as amended and supplemented to date, the "Schedule 13Ds") relating to shares of Class A common stock, \$0.001 par value per share (the "A-Common"), of Shake Shack Inc. (the "Issuer"). Capitalized terms used in this Amendment and not otherwise defined herein shall have the same meanings ascribed to them in the Schedule 13Ds.

Item 4 Purpose of Transaction

Item 4 of the Schedule 13Ds is hereby amended and supplemented as follows:

On December 4, 2017, Randall J. Garutti and J.P. Morgan Securities LLC entered into a stock trading plan (the "December 2017 10b5-1 Plan") designed to comply with Rule 10b5-1 of the Securities and Exchange Act of 1934, as amended, and the Issuer's insider trading compliance policy. Under the December 2017 10b5-1 Plan, Mr. Garutti may sell, beginning January 25, 2018, up to 120,000 shares of A-Common through December 31, 2018, subject to the price, volume and other conditions set forth in the December 2017 10b5-1 Plan.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13Ds is amended and restated in its entirety as follows:

(a)-(b)

The aggregate percentage of shares of A-Common reported to be beneficially owned by the Reporting Persons is based upon a total of 26,504,407 shares of A-Common outstanding, which is the total number of shares of A-Common told by the Issuer to the Reporting Persons to be outstanding as of December 6, 2017.

At the close of business on December 6, 2017, the Reporting Persons may be deemed to beneficially own 1,116,908 shares of A-Common in the aggregate, constituting approximately 4.0% of the shares of A-Common outstanding, as set forth in further detail below:

Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or to direct the vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition of	Shared power to dispose or to direct the disposition of
RANDALL J. GARUTTI ⁽¹⁾	1,116,908	4.0%	1,060,936	55,972	1,060,936	55,972
RANDALL J. GARUTTI 2014 GST TRUST DATED 12/30/14 ⁽²⁾	55,972	0.2%	—	55,972	—	55,972

(1) Mr. Garutti disclaims beneficial ownership of shares of A-Common that are held by Randall J. Garutti 2014 GST Trust dated 12/30/14.

(2) Ronald Garutti, Jr., the brother of Randall J. Garutti, and Maria Garutti, the wife of Randall J. Garutti, are trustees of the Randall J. Garutti GST Trust dated 12/30/14.

(c)

The following table sets forth all transactions with respect to shares of A-Common effected in the past sixty days by each of the Reporting Persons. Each day's sales comprised open market transactions made on that day, and the price per share reported for each sale is the weighted average sales price.

CUSIP No. 819047 101

Schedule 13D/A

Reporting Person	Date of Transaction	Number of Shares Disposed	Price per Share
Randall J. Garutti	10/25/2017	8,000	35.6171 ⁽¹⁾
Randall J. Garutti	11/24/2017	8,000	37.2363 ⁽²⁾
Total		16,000	

(1) The transaction was executed in multiple trades at prices ranging from \$35.4200 to \$35.9500.

(2) The transaction was executed in multiple trades at prices ranging from \$37.1300 to \$37.4400.

(d) None.

(e) Not applicable.

Item 6 Contracts, Arrangements, Undertakings or Relationships With Respect to Securities
of the Issuer

The disclosure under Item 4 relating to the December 2017 10b5-1 Plan is incorporated herein by reference. The description of the December 2017 10b5-1 Plan is qualified in its entirety by the copy of the December 2017 10b5-1 Plan filed as Exhibit 7.9, which is incorporated herein by reference.

Item 7. Materials to be Filed as Exhibits

Item 7 of the Schedule 13Ds is hereby amended and supplemented as follows:

Exhibit No. Description

7.9 Sales Plan, adopted December 4, 2017, between Randall J. Garutti and J.P. Morgan Securities LLC

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Schedule 13D/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 7, 2017 By: /s/ Ronald Palmese, Jr.

Ronald Palmese, Jr., Esq., Attorney-in-Fact for Randall J. Garutti

Dated: December 7,
2017

By: /s/ Ronald Palmese, Jr.

Ronald Palmese, Jr., Esq., Attorney-in-Fact for Randall J. Garutti 2014 GST Trust dated
12/30/14