

CARDINAL HEALTH INC  
 Form 424B2  
 February 20, 2013  
Table of Contents

Filed Pursuant to Rule 424(b)(2)

Registration Statement No. 333-169073

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Maximum Offering Price Per Unit</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(1)</b>
1.700% Notes due 2018	\$400,000,000	99.840%	\$399,360,000	\$54,473
3.200% Notes due 2023	\$550,000,000	99.793%	\$548,861,500	\$74,865
4.600% Notes due 2043	\$350,000,000	99.657%	\$348,799,500	\$47,576
Total	\$1,300,000,000		\$1,297,021,000	\$176,914

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

**Table of Contents**

**PROSPECTUS SUPPLEMENT**

February 19, 2013

(To Prospectus dated August 27, 2010)

**\$1,300,000,000**

**Cardinal Health, Inc.**

**\$400,000,000 1.700% Notes due 2018**

**\$550,000,000 3.200% Notes due 2023**

**\$350,000,000 4.600% Notes due 2043**

The 1.700% notes will mature on March 15, 2018 (the 2018 notes ), the 3.200% notes will mature on March 15, 2023 (the 2023 notes ) and the 4.600% notes will mature on March 15, 2043 (the 2043 notes and, together with the 2018 notes and the 2023 notes, the notes ). Interest on the notes will accrue from February 22, 2013. Interest on the notes will be payable semi-annually on March 15 and September 15 of each year, commencing September 15, 2013. We may redeem the notes of each series in whole at any time or in part from time to time, at the applicable redemption prices described in Description of the Notes Optional Redemption.

The notes are being issued to fund a portion of the purchase price of our acquisition of AssuraMed, Inc. (the Acquisition ). In the event that we do not consummate the Acquisition on or prior to October 31, 2013, or the Merger Agreement (as defined herein) is terminated at any time prior to such date, we will be required to redeem all of the notes on a special mandatory redemption date at a redemption price equal to 101% of the principal amount of the notes as described under the caption Description of the Notes Special Mandatory Redemption. If a change of control repurchase event occurs, we will be required to offer to purchase the notes from holders at a purchase price of 101% of the principal amount of the notes. See Description of the Notes Repurchase at the Option of Holders Upon a Change of Control.

The notes will be our senior unsecured obligations and will rank equally with our other senior unsecured indebtedness outstanding from time to time.

**Investing in the notes involves risk. See Risk Factors beginning on page S-5 and the section entitled Risk Factors in our Annual Report on Form 10-K for the fiscal year ended June 30, 2012, as they may be amended, updated or modified periodically in our reports filed with the Securities and Exchange Commission, for a discussion of certain risks that you should consider in connection with an investment in the notes.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Edgar Filing: CARDINAL HEALTH INC - Form 424B2

	Per 2018 Note	2018 Notes Total	Per 2023 Note	2023 Notes Total	Per 2043 Note	2043 Notes Total	Total
Price to Public (1)	99.840%	\$ 399,360,000	99.793%	\$ 548,861,500	99.657%	\$ 348,799,500	\$ 1,297,021,000
Underwriting Discount	0.600%	\$ 2,400,000	0.650%	\$ 3,575,000	0.875%	\$ 3,062,500	\$ 9,037,500
Proceeds to Us Before Expenses (1)	99.240%	\$ 396,960,000	99.143%	\$ 545,286,500	98.782%	\$ 345,737,000	\$ 1,287,983,500

(1) Plus accrued interest from and including February 22, 2013.

Currently, there is no public market for the notes. We do not intend to apply for listing of the notes on a securities exchange or for inclusion of the notes on an automated dealer quotation system.

We expect that delivery of the notes will be made to investors in book-entry form only through The Depository Trust Company for the accounts of its participants, including Clearstream Banking, société anonyme, and Euroclear Bank S.A./N.V., as operator of the Euroclear System, on or about February 22, 2013.

*Joint Book-Running Managers*

**BofA Merrill Lynch**

**Deutsche Bank Securities**

**UBS Investment Bank**

*Co-Managers*

**Barclays**

**HSBC**

**Mitsubishi UFJ Securities**

**Morgan Stanley**

**Wells Fargo Securities**

**Table of Contents**

**TABLE OF CONTENTS**

	<b>Page</b>
<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	S-ii
<u>WHERE YOU CAN FIND MORE INFORMATION AND INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>	S-iii
<u>INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS</u>	S-v
<u>SUMMARY</u>	S-1
<u>RISK FACTORS</u>	S-5
<u>CAPITALIZATION</u>	S-8
<u>USE OF PROCEEDS</u>	S-9
<u>DESCRIPTION OF THE NOTES</u>	S-10
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES</u>	S-19
<u>UNDERWRITING</u>	S-23
<u>LEGAL MATTERS</u>	S-26
<u>EXPERTS</u>	S-26

**PROSPECTUS**

<u>ABOUT THIS PROSPECTUS</u>	1
<u>WHERE YOU CAN FIND MORE INFORMATION AND INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>	1
<u>RISK FACTORS</u>	3
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	3
<u>THE COMPANY</u>	5
<u>USE OF PROCEEDS</u>	5
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	5
<u>DESCRIPTION OF CAPITAL STOCK</u>	6
<u>DESCRIPTION OF DEBT SECURITIES</u>	8
<u>VALIDITY OF THE SECURITIES</u>	23
<u>EXPERTS</u>	23
<u>PLAN OF DISTRIBUTION</u>	24

**Table of Contents**

**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the offering of the notes and other matters relating to us. The second part is the accompanying prospectus, which gives more general information about securities we may offer from time to time, some of which does not apply to the notes we are offering. The information in this prospectus supplement replaces any inconsistent information included in the accompanying prospectus. If information in the prospectus supplement differs from information in the accompanying prospectus, you should rely on the information in this prospectus supplement. Before investing in the notes, you should read carefully both this prospectus supplement and the accompanying prospectus, together with additional information described under the heading **Where You Can Find More Information and Incorporation of Certain Documents by Reference** below.

Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus supplement to **we**, **us**, **our** or the **Company** mean Cardinal Health, Inc., an Ohio corporation, and its consolidated subsidiaries, and references to **Cardinal Health** refer to Cardinal Health, Inc., excluding its consolidated subsidiaries.

**You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by the Company. We do not, and the underwriters and their affiliates do not, take any responsibility for, and can provide no assurance as to the reliability of, any information that others may provide to you. You should not assume that the information contained or incorporated by reference in this prospectus supplement or in the accompanying prospectus is accurate as of any date other than the date on the front of that document. Our business, financial condition, results of operations and prospects may have changed since those dates.**

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. We are not making an offer of the notes in any jurisdiction where the offer is not permitted. Persons who come into possession of this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

You should not consider any information in this prospectus supplement or the accompanying prospectus to be investment, legal or tax advice. You should consult your own counsel, accountant and other advisors for legal, tax, business, financial and related advice regarding the purchase of the notes. We are not making any representation to you regarding the legality of an investment in the notes by you under applicable investment or similar laws.

**Table of Contents**

**WHERE YOU CAN FIND MORE INFORMATION AND INCORPORATION  
OF CERTAIN DOCUMENTS BY REFERENCE**

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the "SEC"). The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important business and financial information to you that is not included in or delivered with this prospectus supplement and the accompanying prospectus by referring you to publicly filed documents that contain the omitted information. Our SEC filings are available on the Internet at the SEC's website at <http://www.sec.gov>. You may also read and copy any document we file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information on the public reference room and its copy charges. You may also inspect our SEC reports and other information at the New York Stock Exchange, 20 Broad Street, New York, New York 10005. Documents may also be available on our website at <http://www.cardinalhealth.com> under the heading "Investors." Please note that all references to

<http://www.cardinalhealth.com> in this prospectus supplement and the accompanying prospectus are inactive textual references only and that the information contained on our website is neither incorporated by reference into this prospectus supplement and the accompanying prospectus nor intended to be used in connection with this offering. You may also request a copy of these filings, at no cost, by writing or telephoning us as follows: Cardinal Health, Inc., 7000 Cardinal Place, Dublin, Ohio 43017, (614) 757-3996 Attention: Investor Relations. Exhibits to the filings will not be sent unless those exhibits have been specifically incorporated by reference in this prospectus supplement or the accompanying prospectus.

We have filed with the SEC an "automatic shelf" registration statement on Form S-3 under the Securities Act of 1933, as amended (the "Securities Act"), as a "well-known seasoned issuer" (as defined in Rule 405 under the Securities Act) covering the securities described in this prospectus supplement and the accompanying prospectus. This prospectus supplement and the accompanying prospectus do not contain all of the information included in the registration statement, some of which is contained in exhibits included with or incorporated by reference into the registration statement. The registration statement, including the exhibits contained or incorporated by reference therein, can be read at the SEC's website or at the SEC offices referred to above. Any statement made in this prospectus supplement or the accompanying prospectus concerning the contents of any contract, agreement or other document is only a summary of the actual contract, agreement or other document. If we have filed or incorporated by reference any contract, agreement or other document as an exhibit to the registration statement, you should read the exhibit for a more complete understanding of the document or matter involved. Each statement regarding a contract, agreement or other document is qualified in its entirety by reference to the actual document.

We incorporate by reference the following documents filed with the SEC by us and any future filings we make with the SEC after the date of this prospectus supplement under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), until we complete our offering of the securities offered by this prospectus supplement and the accompanying prospectus. We are not incorporating by reference any documents or portions thereof, whether specifically listed below or filed in the future, that are not deemed "filed" with the SEC (including the Current Reports on Form 8-K listed below), unless otherwise specified.

<b>SEC Filings</b>	<b>Period/Date</b>
Annual Report on Form 10-K	Fiscal Year ended June 30, 2012, filed with the SEC on August 22, 2012.
Quarterly Reports on Form 10-Q	Quarters ended September 30, 2012, filed with the SEC on November 9, 2012 and December 31, 2012, filed with the SEC on February 6, 2012.
Current Reports on Form 8-K	Dated August 8, 2012, August 31, 2012 (as amended on February 7, 2013), October 26, 2012, November 2, 2012, January 25, 2013, February 13, 2013 (Items 1.01 and 8.01 only) and February 19, 2013.

**Table of Contents**

<b>SEC Filings</b>	<b>Period/Date</b>
Definitive Proxy Statement on Schedule 14A	Filed with the SEC on September 14, 2012 for the 2012 Annual Meeting of Shareholders (other than the information set forth under the headings Human Resources and Compensation Committee Report and Shareholder Performance Graph )

Any statement contained or incorporated by reference in this prospectus supplement and the accompanying prospectus shall be deemed to be modified or superseded for purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained herein or therein, or in any subsequently filed document which also is incorporated by reference herein or therein, modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement and the accompanying prospectus.

S-iv

**Table of Contents**

**INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS**

This prospectus supplement, the accompanying prospectus, our filings with the SEC, including our Annual Report on Form 10-K for the fiscal year ended June 30, 2012 (the 2012 Form 10-K), our Annual Report to Shareholders, any of our Quarterly Reports on Form 10-Q or any of our Current Reports on Form 8-K (together with any exhibits to such reports as well as any amendments to such reports), our press releases, or any other written or oral statements made by or on behalf of us, may include directly or by incorporation by reference forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 27A of the Securities Act. These statements reflect our view (as of the date such forward-looking statement is first made) with respect to future events, prospects, projections or financial performance. The matters discussed in these forward-looking statements are subject to certain risks and uncertainties and other factors that could cause actual results to differ materially from those projected, anticipated or implied in or by such statements. These risks and uncertainties include, but are not limited to:

competitive pressures in the markets in which we operate, including pricing pressures;

increasing consolidation in the healthcare industry, which could give the resulting enterprises greater bargaining power and may increase pressure on prices for our products and services;

uncertainties due to government healthcare reform, including the impact of the 2.3 percent tax to be paid by medical device manufacturers like us on the sale price of products;

changes to the prescription drug reimbursement formula and related reporting requirements for generic pharmaceuticals under Medicaid;

the expiration, loss of, material reduction in purchases by, or default by key customers, including CVS Caremark Corporation (CVS) and Walgreens Co. (Walgreens), whose contracts with us, absent renewal, are currently scheduled to expire in June 2013 and August 2013, respectively;

actions of regulatory bodies and other governmental authorities, including the U.S. Drug Enforcement Administration (DEA), the U.S. Food and Drug Administration, the U.S. Nuclear Regulatory Commission, the U.S. Department of Health and Human Services, the U.S. Federal Trade Commission, various state boards of pharmacy, state health departments, state insurance departments or comparable agencies or foreign equivalents that could delay, limit or suspend product development, manufacturing, distribution, importation or sales or result in warning letters, recalls, seizures, injunctions and monetary sanctions;

compliance with the settlement agreement that we entered into in connection with the DEA's suspension of our Lakeland, Florida distribution center's registration to distribute controlled substances and the possibility of civil fines against us by the U.S. Department of Justice for conduct covered by the settlement agreement;

the loss of, or default by, one or more key suppliers for which alternative suppliers may not be readily available;

unfavorable changes to the terms of key customer or supplier relationships, or changes in customer mix;



Edgar Filing: CARDINAL HEALTH INC - Form 424B2

changes in manufacturers pricing, selling, inventory, distribution or supply policies or practices;

changes in hospital buying groups or hospital buying practices;

S-v

**Table of Contents**

changes in the frequency or magnitude of branded pharmaceutical price appreciation or generic pharmaceutical price deflation, restrictions in the amount of inventory available to us, or changes in the timing or frequency of generic launches or the introduction of branded pharmaceuticals;

uncertainties relating to market conditions for pharmaceuticals;

uncertainties relating to demand for our products and services;

changes in the distribution or outsourcing pattern for pharmaceutical and medical/surgical products and services, including an increase in direct and limited distribution;

the costs, difficulties and uncertainties related to the integration of acquired businesses, including liabilities related to the operations or activities of such businesses prior to their acquisition;

the possibility that the closing of the Acquisition may be delayed or may not occur and the uncertainties relating to our ability to achieve the expected benefits from the Acquisition;

uncertainties relating to our ability to grow our specialty pharmaceutical services and distribution business;

uncertainties relating to our ability to grow our Cardinal Health China business, including growth of the pharmaceutical market in China;

risks arising from possible violations of the Foreign Corrupt Practices Act;

risks arising from possible violations of healthcare fraud and abuse laws, including the current Department of Justice investigation regarding the structure of discounts offered or provided to our customers;

our ability to introduce and market new products and our ability to keep pace with advances in technology;

uncertainties relating to the effectiveness of our Medical segment's business transformation project;

changes in laws or in the interpretation or application of laws or regulations, as well as possible failures to comply with applicable laws or regulations as a result of possible misinterpretations or misapplications;

the continued financial viability and success of our customers, suppliers and franchisees;

costs or claims resulting from potential errors or defects in our manufacturing, compounding, repackaging, information systems or pharmacy management services that may injure persons or damage property or operations, including costs from remediation

efforts or recalls;

the results, costs, effects or timing of any commercial disputes, government contract compliance matters, patent infringement claims, or other legal proceedings;

the costs, effects, timing or success of restructuring programs or plans, including the restructuring plan within the Medical segment that we announced in January 2013;

S-vi

**Table of Contents**

increased costs for commodities used in the Medical segment including various components, compounds, raw materials or energy such as oil-based resins, cotton, latex and other commodities;

shortages in commodities, components, compounds, raw materials or energy used by our businesses, including supply disruptions of radioisotopes;

the risks of counterfeit products in the supply chain;

risks associated with global operations, including the effect of local economic environments, inflation, recession, currency volatility and global competition, in addition to risks associated with compliance with U.S and international laws relating to global operations;

difficulties or delays in the development, production, manufacturing, sourcing and marketing of new or existing products and services, including difficulties or delays associated with obtaining requisite regulatory consents or approvals associated with those activities;

disruption or damage to or failure of our information or controls systems or a data security breach;

disruptions to the proper functioning of our critical facilities, including our national logistics center;

uncertainties relating to general political, business, industry, regulatory and market conditions;

adverse changes in U.S. or foreign tax laws, unfavorable challenges to our tax positions and payments to settle these challenges;

risks associated with the spin-off of CareFusion Corporation, including risks of non-performance under the tax matters agreement and risks relating to adverse tax consequences to us and our shareholders; and

other factors described in Item 1A-Risk Factors of the 2012 Form 10-K.

The words expect, anticipate, intend, plan, believe, will, should, could, would, project, continue, likely, and similar expressions identify forward-looking statements, which speak only as of the date the statements were made, and also include statements reflecting future results or guidance, statements of outlook and expense accruals. We undertake no obligation to update or revise any forward-looking statements, except to the extent required by applicable law.

**Table of Contents**

**SUMMARY**

*The following summary highlights selected information contained elsewhere in this prospectus supplement, the accompanying prospectus and in the documents incorporated by reference in this prospectus supplement and does not contain all the information you will need in making your investment decision. You should read carefully this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement. See *Where You Can Find More Information and Incorporation of Certain Documents by Reference* in this prospectus supplement.*

**The Company**

Cardinal Health, Inc. is an Ohio corporation formed in 1979. We are a healthcare services company providing products and services that help pharmacies, hospitals, surgery centers, physician offices and other healthcare providers focus on patient care while reducing costs, enhancing efficiency and improving quality.

The mailing address of our executive offices is 7000 Cardinal Place, Dublin, Ohio 43017, and our telephone number is (614) 757-5000.

For additional information concerning our business and affairs and descriptions of certain laws and regulations to which we may be subject, please refer to the information in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

**Recent Developments**

On February 14, 2013, we announced that we entered into an Agreement and Plan of Merger (the *Merger Agreement*) to acquire AssuraMed, Inc. ( *AssuraMed* ). The Merger Agreement provides that we will pay an aggregate consideration of approximately \$2.07 billion in cash to acquire AssuraMed, on a cash-free, debt-free basis, subject to working capital and other adjustments. AssuraMed is a leading provider of medical supplies to patients in the home.

We intend to finance the Acquisition with a combination of the net proceeds from this offering and cash on hand. On February 13, 2013, in connection with the Merger Agreement and the funding of the Acquisition, we obtained a commitment from Bank of America, N.A., an affiliate of Merrill Lynch, Pierce, Fenner & Smith Incorporated, for a new \$1.3 billion senior unsecured bridge term loan facility.

The closing of the Acquisition is subject to the satisfaction or waiver of customary closing and regulatory conditions, including, among other things, the expiration or early termination of the waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. We currently expect that the Acquisition will be completed by early April 2013.

This offering is expected to be consummated on or about February 22, 2013, in advance of the expected date of the closing of the Acquisition. In the event that we do not consummate the Acquisition on or prior to October 31, 2013 or the Merger Agreement is terminated at any time prior to such date, we will be required to redeem all of the notes on a special mandatory redemption date at a redemption price equal to 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest, if any, to, but excluding the date of redemption. See *Description of Notes Special Mandatory Redemption*.

**Table of Contents**

**The Offering**

Issuer	Cardinal Health, Inc.
Notes Offered	\$400 million aggregate principal amount of 1.700% notes due 2018. \$550 million aggregate principal amount of 3.200% notes due 2023. \$350 million aggregate principal amount of 4.600% notes due 2043.
Interest	1.700% per year for the 2018 notes payable on March 15 and September 15, commencing September 15, 2013. 3.200% per year for the 2023 notes payable on March 15 and September 15, commencing September 15, 2013. 4.600% per year for the 2043 notes payable on March 15 and September 15, commencing September 15, 2013.
Maturity	March 15, 2018 for the 2018 notes March 15, 2023 for the 2023 notes March 15, 2043 for the 2043 notes
Issue Date	February 22, 2013
Record Dates	March 1 and September 1
Ranking	<p>The notes will be senior unsecured debt obligations of Cardinal Health. The notes will rank equally with all of Cardinal Health's existing and future senior unsecured debt and senior to all of Cardinal Health's existing and future subordinated debt. As of December 31, 2012, Cardinal Health had outstanding approximately \$2,898 million of unsecured indebtedness and guarantees of subsidiary indebtedness for borrowed money with which the notes would rank equally.</p> <p>The notes will be effectively subordinated to the liabilities of Cardinal Health's subsidiaries, including trade payables. As of December 31, 2012, Cardinal Health's subsidiaries had approximately \$355 million of indebtedness for borrowed money (\$184 million of which is guaranteed by Cardinal Health) and Cardinal Health's subsidiaries had an aggregate of approximately \$11.8 billion of trade payables, to which the notes would be effectively subordinated.</p>
Optional Redemption	We may redeem the notes prior to maturity, in whole at any time or in part from time to time, at our option, at a redemption price equal to the greater of the principal amount of such notes and the make-whole price described under "Description of the Notes" in this prospectus supplement, plus, in each case, accrued and unpaid interest, if any, to, but excluding, the date of redemption. See "Description of the Notes" Optional Redemption.



**Table of Contents**

Special Mandatory Redemption	The offering is not conditioned upon the consummation of the Acquisition but, in the event that we do not consummate the Acquisition on or prior to October 31, 2013 or the Merger Agreement is terminated at any time prior to such date, we will be required to redeem all of the notes on a special mandatory redemption date at a redemption price equal to 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest, if any, to, but excluding, the date of redemption. See Description of the Notes Special Mandatory Redemption.
Change of Control Repurchase Event	Upon the occurrence of a change of control repurchase event, we will be required to make an offer to purchase the notes at a price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest, if any, to, but excluding, the date of repurchase. See Description of the Notes Repurchase at the Option of Holders Upon a Change of Control.
Form of Notes	The notes of each series will initially be represented by one or more global notes, registered in the name of Cede & Co., the nominee of The Depository Trust Company ( DTC ). The notes of each series will be issued in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.
Use of Proceeds	We estimate that the net proceeds from the sale of the notes, after deducting the underwriting discount and estimated unreimbursed offering expenses, will be approximately \$1.29 billion. We plan to use the net proceeds from the offering, and cash on hand, to fund the Acquisition. See Use of Proceeds.
Further Issuances	We may from time to time, without the notice to or consent of the holders of the notes, create and issue additional notes ranking equally and ratably in all respects with the notes offered by this prospectus supplement, having the same terms and conditions (other than the issue date, the price to public, and if applicable, the first interest payment date) as each series of notes, so that such issuance shall be consolidated and form a single series with the outstanding 2018 notes, 2023 notes or 2043 notes, as the case may be.
Risk Factors	See Risk Factors beginning on page S-5 and the section entitled Risk Factors in our Annual Report on Form 10-K for the fiscal year ended June 30, 2012 for discussion of factors you should carefully consider before deciding to invest in the notes.



**Table of Contents****Summary Financial Information**

In the table below, we provide you with our summary financial information, which is derived from our consolidated financial statements. The information is only a summary and should be read together with the financial information incorporated by reference into this prospectus supplement and the accompanying prospectus. See [Where You Can Find More Information and Incorporation of Certain Documents by Reference](#) in this prospectus supplement.

	At or for the Six Months Ended December 31, 2012		At or for the Fiscal Year Ended June 30,		
	2011	2012	2011	2012	2010
	(unaudited)				
	(in millions, except per share amounts)				
<b>Earnings Data:</b>					
Revenue	\$ 51,121	\$ 53,870	\$ 107,552	\$ 102,644	\$ 98,503
Earnings from continuing operations	\$ 575	\$ 501	\$ 1,070	\$ 966	\$ 587
Earnings/(loss) from discontinued operations (1)		(2)	(1)	(7)	55
Net earnings	\$ 575	\$ 499	\$ 1,069	\$ 959	\$ 642
Basic earnings/(loss) per Common Share					
Continuing operations	\$ 1.69	\$ 1.45	\$ 3.10	\$ 2.77	\$ 1.64
Discontinued operations (1)		(0.01)		(0.02)	0.15
Net basic earnings per Common Share	\$ 1.69	\$ 1.44	\$ 3.10		