

MCKESSON CORP  
Form 10-Q  
January 30, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-Q**

*(Mark One)*

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2011

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-13252

**McKESSON CORPORATION**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or other jurisdiction)	<b>94-3207296</b> (I.R.S. Employer
<b>of incorporation or organization)</b>	<b>Identification No.)</b>
<b>One Post Street, San Francisco, California</b> (Address of principal executive offices)	<b>94104</b> (Zip Code)
<b>(415) 983-8300</b>  (Registrant's telephone number, including area code)	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<b>Class</b>	<b>Outstanding as of December 31, 2011</b>
<b>Common stock, \$0.01 par value</b>	<b>246,104,738 shares</b>

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**McKESSON CORPORATION**

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**Table of Contents****MCKESSON CORPORATION****PART I FINANCIAL INFORMATION****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(In millions, except per share amounts)****(Unaudited)**

	<b>Quarter Ended December 31,</b>		<b>Nine Months Ended December 31,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Revenues	\$ 30,839	\$ 28,247	\$ 91,035	\$ 83,231
Cost of Sales	29,273	26,786	86,313	79,012
Gross Profit	1,566	1,461	4,722	4,219
Operating Expenses	1,047	965	3,135	2,808
Litigation Charges	27	189	145	213
Total Operating Expenses	1,074	1,154	3,280	3,021
Operating Income	492	307	1,442	1,198
Other Income (Expense), Net	(2)	7	12	19
Interest Expense	(64)	(53)	(192)	(140)
Income from Continuing Operations Before Income Taxes	426	261	1,262	1,077
Income Tax Expense	(126)	(106)	(380)	(369)
Income from Continuing Operations	300	155	882	708
Discontinued Operation gain on sale, net of tax				72
Net Income	\$ 300	\$ 155	\$ 882	\$ 780
Earnings Per Common Share				
Diluted				
Continuing operations	\$ 1.20	\$ 0.60	\$ 3.51	\$ 2.69
Discontinued operation gain on sale				0.27
Total	\$ 1.20	\$ 0.60	\$ 3.51	\$ 2.96
Basic				
Continuing operations	\$ 1.22	\$ 0.61	\$ 3.57	\$ 2.73
Discontinued operation gain on sale				0.28
Total	\$ 1.22	\$ 0.61	\$ 3.57	\$ 3.01
Dividends Declared Per Common Share	\$ 0.20	\$ 0.18	\$ 0.60	\$ 0.54

**Weighted Average Common Shares**

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Diluted	251	258	252	264
Basic	246	254	247	259

*See Financial Notes*

**Table of Contents****McKESSON CORPORATION****CONDENSED CONSOLIDATED BALANCE SHEETS****(In millions, except per share amounts)****(Unaudited)**

	<b>December 31, 2011</b>	<b>March 31, 2011</b>
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 4,191	\$ 3,612
Receivables, net	9,673	9,187
Inventories, net	10,376	9,225
Prepaid expenses and other	329	333
Total Current Assets	24,569	22,357
Property, Plant and Equipment, Net	1,015	991
Goodwill	4,497	4,364
Intangible Assets, Net	1,341	1,456
Other Assets	1,735	1,718
Total Assets	\$ 33,157	\$ 30,886
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Drafts and accounts payable	\$ 15,677	\$ 14,090
Deferred revenue	1,471	1,321
Deferred tax liabilities	1,038	1,037
Current portion of long-term debt	409	417
Other accrued liabilities	2,120	1,861
Total Current Liabilities	20,715	18,726
Long-Term Debt	3,578	3,587
Other Noncurrent Liabilities	1,408	1,353
<b>Commitments and Contingent Liabilities (Note 12)</b>		
<b>Stockholders' Equity</b>		
Preferred stock, \$0.01 par value, 100 shares authorized, no shares issued or outstanding		
Common stock, \$0.01 par value, 800 shares authorized at December 31, 2011 and March 31, 2011, 372 and 369 shares issued at December 31, 2011 and March 31, 2011	4	4
Additional Paid-in Capital	5,641	5,339
Retained Earnings	8,981	8,250
Accumulated Other Comprehensive Income	2	87
Other	6	10
Treasury Shares, at Cost, 126 and 117 at December 31, 2011 and March 31, 2011	(7,178)	(6,470)
Total Stockholders' Equity	7,456	7,220
Total Liabilities and Stockholders' Equity	\$ 33,157	\$ 30,886

*See Financial Notes*

**Table of Contents****McKESSON CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(In millions)****(Unaudited)**

	<b>Nine Months Ended December 31,</b>	
	<b>2011</b>	<b>2010</b>
<b>Operating Activities</b>		
Net income	\$ 882	\$ 780
Discontinued operation gain on sale, net of tax		(72)
Adjustments to reconcile to net cash provided by operating activities:		
Depreciation and amortization	408	352
Asset impairment charge capitalized software held for sale		72
Share-based compensation expense	113	99
Other non-cash items	102	58
Changes in operating assets and liabilities, net of acquisitions:		
Receivables	(575)	(198)
Inventories	(1,200)	22
Drafts and accounts payable	1,636	52
Deferred revenue	122	82
Litigation charges	145	213
Litigation settlement payments	(26)	(26)
Deferred tax benefit on litigation charges	(42)	(56)
Other	151	(40)
Net cash provided by operating activities	1,716	1,338
<b>Investing Activities</b>		
Property acquisitions	(170)	(157)
Capitalized software expenditures	(137)	(111)
Acquisitions, less cash and cash equivalents acquired	(204)	(292)
Proceeds from sale of business		109
Other	81	(15)
Net cash used in investing activities	(430)	(466)
<b>Financing Activities</b>		
Repayments of debt	(23)	
Common stock repurchases, including shares surrendered for tax withholding	(672)	(1,548)
Common stock issuances	122	238
Dividends paid	(146)	(126)
Other	22	40
Net cash used in financing activities	(697)	(1,396)
Effect of exchange rate changes on cash and cash equivalents	(10)	6
Net increase (decrease) in cash and cash equivalents	579	(518)
Cash and cash equivalents at beginning of period	3,612	3,731



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Cash and cash equivalents at end of period	\$ 4,191	\$ 3,213
<b>Non-cash item:</b>		
Fair value of debt assumed on acquisition	\$	\$ (1,910)

*See Financial Notes*

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**McKESSON CORPORATION**

**FINANCIAL NOTES**

**(UNAUDITED)**

**1. Significant Accounting Policies**

*Basis of Presentation:* The condensed consolidated financial statements of McKesson Corporation ( McKesson, the Company, or we and other similar pronouns) include the financial statements of all wholly-owned subsidiaries and majority-owned or controlled companies. Intercompany transactions and balances have been eliminated. The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ) for interim financial reporting and the rules and regulations of the U.S. Securities and Exchange Commission ( SEC ) and, therefore, do not include all information and footnote disclosures normally included in the annual consolidated financial statements.

To prepare the financial statements in conformity with GAAP, management must make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of these financial statements and income and expenses during the reporting period. Actual amounts may differ from these estimated amounts. In our opinion, the accompanying unaudited condensed consolidated financial statements include all normal recurring adjustments necessary for a fair presentation of our financial position, results of operations and cash flows for the interim periods presented.

The condensed consolidated balance sheet at March 31, 2011 has been derived from the audited consolidated financial statements at that date but does not include all the information and footnotes required by GAAP for complete financial statements.

The results of operations for the quarter and nine months ended December 31, 2011 are not necessarily indicative of the results that may be expected for the entire year. These interim financial statements should be read in conjunction with the annual audited financial statements, accounting policies and financial notes included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2011 previously filed with the SEC on May 5, 2011 ( 2011 Annual Report ). Certain prior period amounts have been reclassified to conform to the current period presentation.

The Company's fiscal year begins on April 1 and ends on March 31. Unless otherwise noted, all references to a particular year shall mean the Company's fiscal year.

*Recently Adopted Accounting Pronouncements*

*Revenue Recognition:* On April 1, 2011, we adopted amended accounting guidance on a prospective basis for multiple-element arrangements entered into or materially modified on or after April 1, 2011. The amended guidance incorporates the use of a vendor's best estimate of selling price, if neither vendor specific objective evidence nor third party evidence of selling price exists, to allocate arrangement consideration and eliminates the use of the residual method. Implementation of this new guidance did not have a material impact on reported net revenues as compared to net revenues under previous guidance as the incorporation of the use of a vendor's best estimate of selling price and the elimination of the residual method for the allocation of arrangement consideration did not materially change how we allocate arrangement consideration to our various products and services or the amount and timing of reported net revenues.

On April 1, 2011, we adopted amended guidance for certain revenue arrangements that include software elements. The guidance amends pre-existing software revenue guidance by removing from its scope tangible products that contain both software and non-software components that function together to deliver the product's functionality. The amended guidance was adopted on a prospective basis for revenue arrangements entered into or materially modified on or after April 1, 2011. The adoption of this amended guidance did not have a material effect on our condensed consolidated financial statements.

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**McKESSON CORPORATION**

**FINANCIAL NOTES (CONTINUED)**

**(UNAUDITED)**

On April 1, 2011, we adopted amended accounting guidance for vendors who apply the milestone method of revenue recognition to research and development arrangements. The amended guidance applies to arrangements with payments that are contingent, at inception, upon achieving substantively uncertain future events or circumstances. The amended guidance was adopted on a prospective basis for milestones achieved on or after April 1, 2011. The adoption of this amended guidance did not have a material effect on our condensed consolidated financial statements.

*Recently Issued Accounting Pronouncements Not Yet Adopted*

In May 2011, the Financial Accounting Standards Board ( FASB ) issued amended accounting guidance related to fair value measurements and disclosure requirements. The amended guidance clarifies the application of existing fair value measurement requirements. The amended guidance is effective for us on a prospective basis commencing in the fourth quarter of 2012. We do not expect the adoption of the amended guidance to have a material effect on our consolidated financial statements.

In June 2011, the FASB issued amended guidance related to the presentation of other comprehensive income requiring that comprehensive income, the components of net income and the components of other comprehensive income be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. While the new guidance changes the presentation of comprehensive income, there are no changes to the components that are recognized in net income or other comprehensive income as determined under current accounting guidance. In December 2011, the FASB issued an amendment to this guidance to defer the requirement to present reclassification adjustments for each component of other comprehensive income in both net income and other comprehensive income on the face of the financial statements. The amended guidance is effective for us on a retrospective basis commencing in the first quarter of 2013. We do not expect the adoption of the amended guidance to have a material effect on our consolidated financial statements.

In September 2011, the FASB issued amended accounting guidance related to goodwill impairment testing. The new guidance provides the option to perform a qualitative assessment by applying a more likely than not scenario to determine whether the fair value of a reporting unit is less than its carrying amount, which may then allow a company to skip the annual two-step quantitative goodwill impairment test depending on the determination. The amended guidance is effective for us commencing in the first quarter of 2013. Earlier adoption is permitted. We are in the process of adopting this amended guidance in 2012 and do not expect it to have a material effect on our consolidated financial statements.

In September 2011, the FASB issued amended accounting guidance related to an employer's participation in a multiemployer pension and other postretirement benefit plans to require that employers provide additional quantitative and qualitative disclosures for these types of plans. The amended guidance is effective for us on a retrospective basis commencing in the fourth quarter of 2012. Earlier adoption is permitted. We are currently evaluating the impact of this new guidance on our consolidated financial statements.

In December 2011, the FASB issued disclosure guidance related to the offsetting of assets and liabilities. The guidance requires an entity to disclose information about offsetting and related arrangements for recognized financial and derivative instruments to enable users of its financial statements to understand the effect of those arrangements on its financial position. The amended guidance is effective for us on a retrospective basis commencing in the first quarter of 2014. We are currently evaluating the impact of this new guidance on our consolidated financial statements.

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**McKESSON CORPORATION**  
**FINANCIAL NOTES (CONTINUED)**  
**(UNAUDITED)**

**2. Business Combinations**

On December 30, 2010, we acquired all of the outstanding shares of US Oncology Holdings, Inc. ( US Oncology ) for approximately \$2.1 billion, consisting of cash consideration of \$0.2 billion, net of cash acquired, and the assumption of liabilities with a fair value of \$1.9 billion. The cash paid at acquisition was funded from cash on hand. As an integrated oncology company, US Oncology is affiliated with community-based oncologists, and works with patients, hospitals, payers and the medical industry across all phases of the cancer research and delivery continuum. The acquisition of US Oncology expands our existing specialty pharmaceutical distribution business and adds practice management services for oncologists. Financial results for US Oncology have been included in the results of operations within our Distribution Solutions segment beginning in the fourth quarter of 2011.

During the third quarter of 2012, the fair value measurements of assets acquired and liabilities assumed as of the acquisition date were completed. The following table summarizes the final amounts of the fair values recognized for the assets acquired and liabilities assumed as of the acquisition date, as well as measurement period adjustments made in the first nine months of 2012 to the amounts initially recorded in 2011. The measurement period adjustments during the first nine months of 2012 did not have a significant impact on our condensed consolidated statements of operations, balance sheets or cash flows in any period, and, therefore, we have not retrospectively adjusted our financial statements.

<i>(In millions)</i>	Amounts Previously Recognized as of Acquisition Date (Provisional) (1)	Measurement Period Adjustments	Amounts Recognized as of Acquisition Date (Final)
Current assets, net of cash acquired	\$ 662	\$ (13)	\$ 649
Goodwill	808	20	828
Intangible assets	1,007	(14)	993
Other long-term assets	354	(6)	348
Current liabilities	(489)	(1)	(490)
Current portion of long-term debt	(1,735)		(1,735)
Other long-term liabilities	(338)	16	(322)
Other stockholders' equity	(25)	(2)	(27)
Net assets acquired, less cash and cash equivalents	\$ 244	\$	\$ 244

(1) As previously reported in our Form 10-K for the year ended March 31, 2011.

During the last two years, we also completed a number of other smaller acquisitions within both of our operating segments. Financial results for our business acquisitions have been included in our condensed consolidated financial statements since their respective acquisition dates. Purchase prices for our business acquisitions have been allocated based on estimated fair values at the date of acquisition.

Goodwill recognized for our business acquisitions is generally not expected to be deductible for tax purposes. The pro forma results of operations for our business acquisitions and the results of operations for these acquisitions since the acquisition date have not been presented because the effects were not material to the condensed consolidated financial statements on either an individual or an aggregate basis.



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**McKESSON CORPORATION**

**FINANCIAL NOTES (CONTINUED)**

**(UNAUDITED)**

**3. Product Alignment and Asset Impairment Charges**

During the third quarter of 2012, we approved a plan to align our hospital clinical and revenue cycle healthcare software products within our Technology Solutions segment. As part of this alignment strategy, we will be converging our core clinical and revenue cycle Horizon and Paragon product lines onto Paragon's Microsoft® based platform over time. Additionally, we have stopped development of our Horizon Enterprise Revenue Management ( HzERM ) software product. The plan resulted in a pre-tax charge of \$42 million for the quarter, of which \$26 million was recorded to cost of sales and \$16 million was recorded to operating expenses within our Technology Solutions segment. The pre-tax charge includes \$22 million of non-cash asset impairment charges, primarily for the write-off of prepaid licenses and commissions and capitalized internal use software, \$6 million for severance, \$6 million for customer allowances and \$8 million for other charges.

Our capitalized software held for sale is amortized over three years. At each balance sheet date, or earlier if an indicator of an impairment exists, we evaluate the recoverability of unamortized capitalized software costs based on estimated future undiscounted revenues net of estimated related costs over the remaining amortization period. At the end of the second quarter of 2010, our HzERM software product became generally available. In October 2010, we decreased our estimated revenues over the next 24 months for our HzERM software product and as a result, concluded that the estimated future revenues, net of estimated related costs, were insufficient to recover its carrying value. Accordingly, we recorded a \$72 million non-cash impairment charge in the second quarter of 2011 within our Technology Solutions segment's cost of sales to reduce the carrying value of the software product to its net realizable value.

**4. Discontinued Operation**

In July 2010, our Technology Solutions segment sold its wholly-owned subsidiary, McKesson Asia Pacific Pty Limited ( MAP ), a provider of phone and web-based healthcare services in Australia and New Zealand, for net sales proceeds of \$109 million. The divestiture generated a pre-tax and after-tax gain of \$95 million and \$72 million. As a result of the sale, we were able to utilize capital loss carry-forwards for which we previously recorded a valuation allowance of \$15 million. The release of the valuation allowance is included as a tax benefit in our after-tax gain on the divestiture. The after-tax gain on disposition was recorded as a discontinued operation in our consolidated statement of operations in the second quarter of 2011. The historical financial operating results and net assets of MAP were not material to our condensed consolidated financial statements for all periods presented.

**5. Income Taxes**

As of December 31, 2011, we had \$657 million of unrecognized tax benefits, of which \$437 million would reduce income tax expense and the effective tax rate if recognized. During the next twelve months, it is reasonably possible that audit resolutions and the expiration of statutes of limitations could potentially reduce our unrecognized tax benefits by up to \$164 million. However, this amount may change because we continue to have ongoing negotiations with various taxing authorities throughout the year.

In November 2011, the U.S. Internal Revenue Service ( IRS ) began its examination of 2007 through 2009.

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**McKESSON CORPORATION**

**FINANCIAL NOTES (CONTINUED)**

**(UNAUDITED)**

We have received tax assessments of \$98 million from the IRS relating to 2003 through 2006. We disagree with a substantial portion of the tax assessments primarily relating to transfer pricing. We are pursuing administrative relief through the appeals process. We have received assessments from the Canada Revenue Agency (CRA) for a total of \$169 million related to transfer pricing for 2003 through 2007. Payments of most of the assessments to the CRA have been made to stop the accrual of interest. We have appealed the assessment for 2003 to the Tax Court of Canada and have filed a notice of objection for 2004 through 2007. The trial between McKesson Canada Corporation and the CRA, argued in the Tax Court of Canada, concluded testimony in December 2011 and closing arguments will be completed in early February 2012. We continue to believe in the technical merits of our tax positions and that we have adequately provided for any potential adverse results relating to these examinations in our financial statements. However, the final resolution of these issues could result in an increase or decrease to income tax expense.

In nearly all jurisdictions, the tax years prior to 2003 are no longer subject to examination. We believe that we have made adequate provision for all remaining income tax uncertainties.

We report interest and penalties on tax deficiencies as income tax expense. At December 31, 2011, before any tax benefits, our accrued interest on unrecognized tax benefits amounted to \$146 million. We recognized an income tax expense of \$4 million and \$10 million, before any tax benefit, related to interest in our condensed consolidated statements of operations during the third quarter and first nine months ended December 31, 2011. We have no material amounts accrued for penalties.

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**McKESSON CORPORATION**  
**FINANCIAL NOTES (CONTINUED)**  
**(UNAUDITED)**

**6. Earnings Per Common Share**

Basic earnings per common share are computed by dividing net income by the weighted average number of common shares outstanding during the reporting period. Diluted earnings per common share are computed similar to basic earnings per common share except that it reflects the potential dilution that could occur if dilutive securities or other obligations to issue common stock were exercised or converted into common stock.

The computations for basic and diluted earnings per common share are as follows:

	<b>Quarter Ended December 31,</b>		<b>Nine Months Ended December 31,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
<i>(In millions, except per share amounts)</i>				
Income from continuing operations	\$ 300	\$ 155	\$ 882	\$ 708
Discontinued operation gain on sale, net of tax				72
Net income	\$ 300	\$ 155	\$ 882	\$ 780
Weighted average common shares outstanding:				
Basic	246	254	247	259
Effect of dilutive securities:				
Options to purchase common stock	2	2	2	3
Restricted stock units	3	2	3	2
Diluted	251	258	252	264
Earnings Per Common Share: <sup>(1)</sup>				
Basic				
Continuing operations	\$ 1.22	\$ 0.61	\$ 3.57	\$ 2.73
Discontinued operation gain on sale				0.28
Total	\$ 1.22	\$ 0.61	\$ 3.57	\$ 3.01
Diluted				
Continuing operations	\$ 1.20	\$ 0.60	\$ 3.51	\$ 2.69
Discontinued operation gain on sale				0.27
Total	\$ 1.20	\$ 0.60	\$ 3.51	\$ 2.96

<sup>(1)</sup> Certain computations may reflect rounding adjustments.

Potentially dilutive securities include outstanding stock options, restricted stock units and performance-based restricted stock units.

Approximately 1 million of potentially dilutive securities were excluded from the computations of diluted net earnings per common share for the quarters ended December 31, 2011 and 2010 and 4 million and 6 million for the nine months ended December 31, 2011 and 2010, as they were anti-dilutive.





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Changes in the carrying amount of goodwill were as follows:

<i>(In millions)</i>	<b>Distribution Solutions</b>	<b>Technology Solutions</b>	<b>Total</b>
<b>Balance, March 31, 2011</b>	\$ 2,662	\$ 1,702	\$ 4,364
Goodwill acquired, net of purchase price adjustments	21	135	156
Foreign currency translation adjustments	(4)	(19)	(23)
<b>Balance, December 31, 2011</b>	\$ 2,679	\$ 1,818	\$ 4,497

Information regarding intangible assets is as follows:

	<b>December 31, 2011</b>				<b>March 31, 2011</b>		
	<b>Weighted Average Remaining Amortization Period (years)</b>	<b>Gross</b>		<b>Net</b>	<b>Gross</b>		<b>Net</b>
<i>(Dollars in millions)</i>		<b>Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Carrying Amount</b>	<b>Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Carrying Amount</b>
Customer lists	7	\$ 1,074	\$ (526)	\$ 548	\$ 1,057	\$ (444)	\$ 613
Service agreements	17	701	(46)	655	723	(11)	712
Trademarks and trade names	13	77	(36)	41	76	(31)	45
Technology	4	234	(185)	49	204	(170)	34
Other	8	76	(28)	48	76	(24)	52

Total \$ 2,162 \$ (821) \$ 1,341 \$ 2,136 \$ (680) \$ 1,456

Amortization expense of intangible assets was \$49 million and \$147 million for the quarter and nine months ended December 31, 2011 and \$28 million and \$84 million for the quarter and nine months ended December 31, 2010. Estimated annual amortization expense of these assets is as follows: \$194 million, \$178 million, \$164 million, \$144 million and \$120 million for 2012 through 2016 and \$688 million thereafter. All intangible assets were subject to amortization as of December 31, 2011 and March 31, 2011.

**8. Financing Activities***Accounts Receivable Sales Facility*

In May 2011, we renewed our existing accounts receivable sales facility for a one year period under terms substantially similar to those previously in place. The committed balance of this facility is \$1.35 billion, although from time-to-time the available amount of this facility may be less than \$1.35 billion based on accounts receivable concentration limits and other eligibility requirements. The renewed accounts receivable sales facility will expire in May 2012.

At December 31, 2011 and March 31, 2011, there were no securitized accounts receivable balances or secured borrowings outstanding under this facility. Additionally, there were no sales of interests to third-party purchaser groups in the quarters and nine months ended December 31, 2011 and 2010.

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This facility contains requirements relating to the performance of the accounts receivable and covenants relating to the Company. If we do not comply with these covenants, our ability to use this facility may be suspended and repayment of any outstanding balances under this facility may be required. At December 31, 2011 and March 31, 2011, we were in compliance with all covenants.

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**McKESSON CORPORATION**

**FINANCIAL NOTES (CONTINUED)**

**(UNAUDITED)**

*Revolving Credit Facility*

In September 2011, we renewed our existing syndicated \$1.3 billion five-year senior unsecured revolving credit facility, which was scheduled to mature in June 2012. This new credit facility has terms and conditions substantially similar to those previously in place and matures in September 2016. Borrowings under this renewed credit facility bear interest based upon either the London Interbank Offered Rate or a prime rate. There were no borrowings under this facility during the first nine months of 2012 and 2011. As of December 31, 2011 and March 31, 2011, there were no borrowings outstanding under this facility.

**9. Pension and Other Postretirement Benefit Plans**

Net periodic expense for the Company's defined pension and other postretirement benefit plans was \$10 million and \$31 million for the quarter and nine months ended December 31, 2011 and \$11 million and \$29 million for the quarter and nine months ended December 31, 2010. Cash contributions to these plans were \$18 million and \$15 million for the first nine months of 2012 and 2011.

**10. Financial Instruments**

At December 31, 2011 and March 31, 2011, the carrying amounts of cash and cash equivalents, restricted cash, marketable securities, receivables, drafts and accounts payable and other current liabilities approximated their estimated fair values because of the short maturity of these financial instruments. All highly liquid debt instruments purchased with original maturity of three months or less at the date of acquisition are included in cash and cash equivalents. Included in cash and cash equivalents at December 31, 2011 and March 31, 2011 were money market fund investments of \$2.5 billion and \$1.7 billion, which are reported at fair value. The fair value of these investments was determined by using quoted prices for identical investments in active markets, which are considered to be Level 1 inputs under the fair value measurements and disclosure guidance. The carrying value of all other cash equivalents approximates their fair value due to their relatively short-term nature.

The carrying amounts and estimated fair values of our long-term debt and other financing were \$4.0 billion and \$4.6 billion at December 31, 2011 and \$4.0 billion and \$4.3 billion at March 31, 2011. The estimated fair value of our long-term debt and other financing was determined using quoted market prices and other inputs that were derived from available market information. These are considered to be Level 2 inputs under the fair value measurements and disclosure guidance, and may not be representative of actual values that could have been realized or that will be realized in the future.

**11. Financial Guarantees and Warranties**

*Financial Guarantees*

We have agreements with certain of our Canadian customers' financial institutions under which we have guaranteed the repurchase of our customers' inventory or our customers' debt in the event that our customers are unable to meet their obligations to those financial institutions. For our inventory repurchase agreements, among other conditions, inventories must be in resalable condition and any repurchases would be at a discount. Inventory repurchase agreements mostly range from one to two years. Our customer debt guarantees are primarily provided to facilitate financing for certain customers and are generally secured by certain assets of the customer. We also have an agreement with one software customer that, under limited circumstances, may require us to secure standby financing. Because the amount of the standby financing is not explicitly stated, the overall amount of this guarantee cannot reasonably be estimated. At December 31, 2011, the maximum amounts of inventory repurchase guarantees and other customer guarantees were \$121 million and \$52 million, none of which had been accrued.

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**McKESSON CORPORATION**

**FINANCIAL NOTES (CONTINUED)**

**(UNAUDITED)**

In addition, at December 31, 2011, our banks and insurance companies have issued \$87 million of standby letters of credit and surety bonds, which were issued on our behalf mostly related to our customer contracts and in order to meet the security requirements for statutory licenses and permits, court and fiduciary obligations and our workers' compensation and automotive liability programs.

Our software license agreements generally include certain provisions for indemnifying customers against liabilities if our software products infringe a third party's intellectual property rights. To date, we have not incurred any material costs as a result of such indemnification agreements and have not accrued any liabilities related to such obligations.

In conjunction with certain transactions, primarily divestitures, we may provide routine indemnification agreements (such as retention of previously existing environmental, tax and employee liabilities) whose terms vary in duration and often are not explicitly defined. Where appropriate, obligations for such indemnifications are recorded as liabilities. Because the amounts of these indemnification obligations often are not explicitly stated, the overall maximum amount of these commitments cannot be reasonably estimated. Other than obligations recorded as liabilities at the time of divestiture, we have historically not made significant payments as a result of these indemnification provisions.

*Warranties*

In the normal course of business, we provide certain warranties and indemnification protection for our products and services. For example, we provide warranties that the pharmaceutical and medical-surgical products we distribute are in compliance with the U.S. Federal Food, Drug, and Cosmetic Act and other applicable laws and regulations. We have received the same warranties from our suppliers, who customarily are the manufacturers of the products. In addition, we have indemnity obligations to our customers for these products, which have also been provided to us from our suppliers, either through express agreement or by operation of law.

We also provide warranties regarding the performance of software and automation products we sell. Our liability under these warranties is to bring the product into compliance with previously agreed upon specifications. For software products, this may result in additional project costs, which are reflected in our estimates used for the percentage-of-completion method of accounting for software installation services within these contracts. In addition, most of our customers who purchase our software and automation products also purchase annual maintenance agreements. Revenues from these maintenance agreements are recognized on a straight-line basis over the contract period, and the cost of servicing product warranties is charged to expense when claims become estimable. Accrued warranty costs were not material to the condensed consolidated balance sheets.

**12. Commitments and Contingent Liabilities**

In addition to commitments and obligations in the ordinary course of business, we are subject to various claims, other pending and potential legal actions for damages, investigations relating to governmental laws and regulations and other matters arising out of the normal conduct of our business. As described below, many of these proceedings are at preliminary stages and many seek an indeterminate amount of damages.

When a loss is considered probable and reasonably estimable, we record a liability in the amount of our best estimate for the ultimate loss. However, the likelihood of a loss with respect to a particular contingency is often difficult to predict and determining a meaningful estimate of the loss or a range of loss may not be practicable based on the information available and the potential effect of future events and decisions by third parties that will determine the ultimate resolution of the contingency. Moreover, it is not uncommon for such matters to be resolved over many years, during which time relevant developments and new information must be reevaluated at least quarterly to determine both the likelihood of potential loss and whether it is possible to reasonably estimate a range of possible loss. When a loss is probable but a reasonable estimate cannot be made, disclosure of the proceeding is provided.

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**McKESSON CORPORATION**

**FINANCIAL NOTES (CONTINUED)**

**(UNAUDITED)**

Disclosure also is provided when it is reasonably possible that a loss will be incurred or when it is reasonably possible that the amount of a loss will exceed the recorded provision. We review all contingencies at least quarterly to determine whether the likelihood of loss has changed and to assess whether a reasonable estimate of the loss or range of loss can be made. As discussed above, development of a meaningful estimate of loss or a range of potential loss is complex when the outcome is directly dependent on negotiations with or decisions by third parties, such as regulatory agencies, the court system and other interested parties. Such factors bear directly on whether it is possible to reasonably estimate a range of potential loss and boundaries of high and low estimates.

Significant developments in previously reported proceedings and in other litigation and claims since the filing of our 2011 Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q for the periods ended June 30, 2011 and September 30, 2011, are set out below. Unless otherwise stated, we are currently unable to estimate a range of reasonably possible losses for the unresolved proceedings described below. Should any one or a combination of more than one of these proceedings be successful, or should we determine to settle any or a combination of these matters, we may be required to pay substantial sums, become subject to the entry of an injunction or be forced to change the manner in which we operate our business, which could have a material adverse impact on our financial position or results of operations.

*A. Average Wholesale Price Litigation*

In the previously reported coordinated public payer Average Wholesale Price ( AWP ) actions, collectively *In re McKesson Governmental Entities Average Wholesale Price Litigation*, filed against the Company in the United States District Court for Massachusetts and relating to alleged misstatements and manipulations of a benchmark for drug reimbursement known as AWP, on November 8, 2011, the court granted preliminary approval of the previously reported class action settlement in *Board of County Commissioners of Douglas County, Kansas et al. v. McKesson Corporation*, (No. 1:08-CV-11349-PBS) ( Douglas County, Kansas Action ), and set April 17, 2012, as the hearing date for final approval of the settlement.

As previously reported, the Company has engaged in ongoing settlement discussions to resolve potential and pending federal and state Medicaid program claims relating to AWP. The Company has now reached an agreement in principle with the Department of Justice to resolve the federal share of Medicaid claims related to AWP for payment by the Company of approximately \$187 million. This agreement is subject to execution of a written settlement agreement acceptable to all parties. The Company also has reached an agreement in principle with a coalition of State Attorneys General to resolve state Medicaid claims relating to AWP for payment by the Company of up to approximately \$173 million. This amount shall be reduced by the total amount allocated to any state that declines to subscribe to the settlement. This agreement is subject to execution of written settlement agreements acceptable to the Company and each participating state. Although the Company believes that there will be substantial participation by the states, the final level of participation is not yet known. The Company will continue to defend vigorously any action pursued by a non-settling state. With the adjustments referenced below, the Company has fully reserved for the financial effect of these agreements in principle.

On August 25, 2011, as previously reported, the Company filed a motion to dismiss the Second Amended Complaint in the previously reported action filed in Mississippi state court by the State of Mississippi against the Company, *State of Mississippi v. McKesson Corporation, et al.*, (No. 251-10-862CIV). The court has still not ruled on the Company's motion. On November 30, 2011, the court entered a scheduling order setting November 26, 2012, as the trial date.

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**MCKESSON CORPORATION**

**FINANCIAL NOTES (CONTINUED)**

**(UNAUDITED)**

On November 11, 2011, an action was filed in the United States District Court for the Northern District of California by the State of Oregon against the Company as the sole defendant based on essentially the same factual allegations as alleged in *In re McKesson Governmental Entities Average Wholesale Price Litigation*, asserting violations of the federal and Oregon Racketeer Influenced and Corrupt Organizations Acts, and for unjust enrichment, civil conspiracy, tortious interference with contract, and fraud, seeking damages, treble damages, punitive damages, a constructive trust, as well as interest, attorneys' fees and costs of suit, all in unspecified amounts, *State of Oregon v. McKesson Corporation*, No. C11-05384-SI. The Company filed an answer to the complaint on January 9, 2012.

On November 29, 2011, the court denied the Company's motion to dismiss in the previously reported action filed in Michigan state court by the State of Michigan against the Company, First DataBank, Inc., and the Hearst Corporation, *Bill Schuette ex rel. State of Michigan v. McKesson Corporation, et al.*, (11-629-CZ). No trial date has been set.

On December 6, 2011, the Company entered into a settlement agreement with the State of Oklahoma with respect to the claims it asserted against the Company on behalf of the Oklahoma State and Education Employees Group Insurance Board ( OSEEGIB ) in the Douglas County, Kansas Action. Pursuant to the settlement, on December 14, 2011, the parties filed a stipulation of dismissal with prejudice as to the claims Oklahoma asserted on behalf of OSEEGIB.

On December 14, 2011, the court entered a judgment denying the Company's motion to dismiss in the previously reported action filed in Louisiana state court by the State of Louisiana against the Company, *State of Louisiana v. McKesson Corporation*, (No. C597634 Sec. 23). On December 19, 2011, the Company filed an application for a supervisory writ with the Louisiana Court of Appeals challenging the trial court's ruling that the State of Louisiana is the proper party to assert damages claims on behalf of Louisiana's Medicaid program. No trial date has been set.

On December 15, 2011, the Company entered into a settlement agreement with the San Francisco Health Plan and the City Attorney of San Francisco in *San Francisco Health Plan v. McKesson Corporation* (No. 1:08-CV-10843-PBS) ( San Francisco Action ). Pursuant to the settlement, on December 21, 2011, the court entered a stipulated judgment and order, dismissing with prejudice the claims asserted on behalf of the San Francisco Health Plan and the People of the State of California, and dismissing without prejudice the causes of action asserted on behalf of the State of California under the California False Claims Act.

On January 5, 2012, the Company, Oakland County, Michigan, and the City of Sterling Heights, Michigan, filed a stipulated order of dismissal, which is contingent on the court granting final approval of the settlement in the Douglas County, Kansas Action, in the previously reported action filed in the United States District Court for Massachusetts by these Michigan public entities against the Company, *Oakland County, Michigan et al. v. McKesson Corporation*, (No. 1:09-CV-10843-PBS). On January 12, 2012, the court entered the parties' stipulated order of dismissal.

On January 13, 2012, the court conducted a hearing on the Company's motion to dismiss in the previously reported action filed in Indiana state court by the State of Indiana against the Company and First DataBank, Inc., *State of Indiana v. McKesson Corp. et al.*, (No. 49D11-1106-PL-021595). The motion has not been ruled upon, and no trial date has been set.

As previously reported, as of March 31, 2010, the Company had a reserve relating to its AWP public entity claims of \$143 million. During the second quarter of 2011, the Company recorded an additional pre-tax charge of \$24 million for the settlement with the State of Connecticut. During the third quarter of 2011, the Company recorded an additional pre-tax charge of \$189 million following a review of the reserve, including consideration of the pace and progress of discussions relating to state and federal Medicaid claims. In 2011, the Company made a payment of \$26 million from the reserve, and as of March 31, 2011, the reserve relating to the Company's AWP litigation was \$330 million.

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**McKESON CORPORATION**

**FINANCIAL NOTES (CONTINUED)**

**(UNAUDITED)**

During the second and third quarters of 2012, the Company recorded pre-tax charges of \$118 million and \$27 million following a review of its AWP reserve, including consideration of the Douglas County, Kansas Action settlement and the pace and progress of discussions relating to potentially resolving other public entity claims. In 2012, the Company made payments of \$26 million from the reserve, and as of December 31, 2011, the reserve relating to the Company's AWP litigation was \$449 million. The Company's AWP litigation reserve is included in other current liabilities in the condensed consolidated balance sheets. Pre-tax charges relating to changes in the Company's AWP litigation reserve are recorded within its Distribution Solutions segment. In view of the number of outstanding cases and expected future claims, and the uncertainties of the timing and outcome of this type of litigation, it is possible that the ultimate costs of these matters may exceed or be less than the reserve.

*B. Other Litigations*

As previously reported, the Company's subsidiary, McKesson Medical-Surgical Inc. (MMS), has been named as a defendant in multiple cases pending in Nevada state court alleging that plaintiffs contracted Hepatitis C after being administered the drug Propofol during medical procedures conducted by third parties. The previously reported Propofol trial scheduled to commence on December 6, 2011, has been stayed pending a possible settlement involving no contribution from MMS, and the next related trial in which MMS is a named defendant is presently scheduled to commence in February 2012.

As previously reported, on October 3, 2008, the United States filed a complaint in intervention in a pending *qui tam* action in the United States District Court for the Northern District of Mississippi, naming as defendants, among others, the Company and its former indirect subsidiary, McKesson Medical-Surgical MediNet Inc. (MediNet), now merged into and doing business as McKesson Medical-Surgical MediMart Inc. (collectively the McKesson Defendants), *United States ex rel. Jamison v. McKesson Corporation, et al.*, (Civil Action No. 2:08-CV-00214-SA). The United States (USA) alleges violations of the federal False Claims Act, 31 U.S.C. Sections 3729-33, in connection with billing and supply services rendered by MediNet to the long-term care facility operator co-defendants under two contracts awarded to MediNet in calendar years 2003 and 2006. On March 25, 2010, the trial court, on defendants' motion, dismissed the relator and his complaint, which ruling was later affirmed on appeal by the United States Court of Appeals for the Fifth Circuit. On March 28, 2011, the trial court, on further motion of the Company and its co-defendants, dismissed all causes of action, including purported False Claims Act violations, which were based on an alleged failure to comply with Medicare Supplier Standards. The balance of the USA's allegations center on whether fees charged by MediNet to the customer for certain services were so low that they should be viewed as an illegal inducement of other business, in violation of the federal Anti-Kickback Statute, 42 U.S.C. Sections 1320a-7b(b), and whether all claims submitted to Medicare were, as a result, false claims. In September of 2011, the Company and MediNet moved for summary judgment on the USA's remaining causes of action on multiple grounds, and the parties are awaiting the trial court's rulings. In the event the USA's claims are not all dismissed by the trial court in its summary judgment rulings, a non-jury trial is scheduled to commence on February 21, 2012. In its most recent filings, the USA has stated that it intends to seek damages, which after trebling as allowed by the False Claims Act, total \$82 million, and will additionally seek between \$407 million to \$814 million in fines and penalties. The McKesson Defendants strongly dispute any liability, disagree with those claims for damages, fines and penalties and, based on experience, believe that such claimed damages amounts are not meaningful indicators of potential liability.

As previously reported, prior to its acquisition by the Company, US Oncology was informed that the United States Federal Trade Commission (FTC) and the Attorney General for the State of Texas (Texas AG) had opened investigations to determine whether the acquisition of certain physicians by an Austin, Texas based oncology practice with which US Oncology conducts business violated federal or state antitrust laws. US Oncology has reached an agreement with the Texas AG fully resolving its inquiry, and the FTC has informed US Oncology that it has closed its file regarding the matter.



**Table of Contents****McKESSON CORPORATION****FINANCIAL NOTES (CONTINUED)****(UNAUDITED)****13. Stockholders' Equity**

Each share of the Company's outstanding common stock is permitted one vote on proposals presented to stockholders and is entitled to share equally in any dividends declared by the Company's Board of Directors (the "Board").

In April 2011, the quarterly dividend was raised from \$0.18 to \$0.20 per common share for dividends declared on and after such date, until further action by the Board. The Company anticipates that it will continue to pay quarterly cash dividends in the future. However, the payment and amount of future dividends remain within the discretion of the Board and will depend upon the Company's future earnings, financial condition, capital requirements and other factors.

**Share Repurchase Plans**

In March 2011, we entered into an accelerated share repurchase ("ASR") program with a third party financial institution to repurchase \$275 million of the Company's common stock. The program was funded with cash on hand. As of March 31, 2011, we had received 3.1 million shares representing the minimum number of shares due under the program. We received 0.4 million additional shares in May 2011 upon the completion of this ASR program. The total number of shares repurchased under this ASR program was 3.5 million shares at an average price of \$79.65 per share.

In April 2011, the Board of Directors authorized the repurchase of up to an additional \$1.0 billion of the Company's common stock, bringing the total authorization outstanding to \$1.5 billion. In May 2011, we entered into another ASR program with a third party financial institution to repurchase \$650 million of the Company's common stock. The program was funded with cash on hand. As of June 30, 2011, we had received 6.7 million shares representing the minimum number of shares due under the program. We received 1.3 million additional shares in August 2011 upon completion of this ASR program. The total number of shares repurchased under this ASR program was 8.0 million shares at an average price of \$81.50 per share. As of December 31, 2011, \$850 million remained authorized for future common stock repurchases under the April 2011 authorization.

In January 2012, the Board of Directors authorized the repurchase of up to an additional \$650 million of the Company's common stock, bringing the total authorization outstanding to \$1.5 billion.

Stock repurchases may be made from time-to-time in open market transactions, privately negotiated transactions, through accelerated share repurchase programs, or by any combination of such methods. The timing of any repurchases and the actual number of shares repurchased will depend on a variety of factors, including our stock price, corporate and regulatory requirements, restrictions under our debt obligations and other market and economic conditions.

**Comprehensive Income**

Comprehensive income is as follows:

	<b>Quarter Ended December 31,</b>		<b>Nine Months Ended December 31,</b>	
<i>(In millions)</i>	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Net income	\$ 300	\$ 155	\$ 882	\$ 780
Translation adjustments and other	23	53	(85)	45
Comprehensive income	\$ 323	\$ 208	\$ 797	\$ 825

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Translation adjustments and other are primarily the result of the impact of currency exchange rates on our foreign subsidiaries.

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**McKESSON CORPORATION**  
**FINANCIAL NOTES (CONTINUED)**  
**(UNAUDITED)**

**14. Segment Information**

We report our operations in two operating segments: McKesson Distribution Solutions and McKesson Technology Solutions. The factors for determining the reportable segments included the manner in which management evaluates the performance of the Company combined with the nature of the individual business activities. We evaluate the performance of our operating segments on a number of measures, including operating profit before interest expense, income taxes and results from discontinued operations. Financial information relating to our reportable operating segments and reconciliations to the condensed consolidated totals is as follows:

<i>(In millions)</i>	<b>Quarter Ended December 31,</b>		<b>Nine Months Ended December 31,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
<b>Revenues</b>				
Distribution Solutions <sup>(1)</sup>				
Direct distribution & services	\$ 21,585	\$ 19,408	\$ 63,484	\$ 57,094
Sales to customers    warehouses	5,198	4,731	14,998	14,133
Total U.S. pharmaceutical distribution & services	26,783	24,139	78,482	71,227
Canada pharmaceutical distribution & services	2,473	2,574	7,739	7,485
Medical-Surgical distribution & services	760	744	2,364	2,200
Total Distribution Solutions	30,016	27,457	88,585	80,912
Technology Solutions				
Services <sup>(2)</sup>	643	629	1,916	1,828
Software & software systems	152	135	449	408
Hardware	28	26	85	83
Total Technology Solutions	823	790	2,450	2,319
Total	\$ 30,839	\$ 28,247	\$ 91,035	\$ 83,231
<b>Operating profit</b>				
Distribution Solutions <sup>(3)</sup>	\$ 510	\$ 289	\$ 1,462	\$ 1,285
Technology Solutions <sup>(2) (4) (5)</sup>	69	106	277	184
Total	579	395	1,739	1,469
Corporate	(89)	(81)	(285)	(252)
Interest Expense	(64)	(53)	(192)	(140)
Income from Continuing Operations Before Income Taxes	\$ 426	\$ 261	\$ 1,262	\$ 1,077

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- (1) Revenues derived from services represent less than 2% of this segment's total revenues for the quarters and nine months ended December 31, 2011 and 2010.
- (2) Revenues and operating profit for the quarter and nine months ended December 31, 2010 include the recognition of \$23 million of revenue for a disease management contract for which the related expenses were previously recognized as incurred.
- (3) Operating profit includes AWP litigation charges of \$27 million and \$145 million for the quarter and nine months ended December 31, 2011 and \$189 million and \$213 million for the quarter and nine months ended December 31, 2010, which were recorded in operating expenses. Operating profit for the nine months ended December 31, 2010 includes the receipt of \$51 million representing our share of a settlement of an antitrust class action lawsuit brought against a drug manufacturer, which was recorded as a reduction to cost of sales.
- (4) Operating profit for the quarter and nine months ended December 31, 2011 includes charges of \$42 million for a product alignment plan, of which \$26 million and \$16 million were recorded in cost of sales and operating expenses.
- (5) Operating profit for the nine months ended December 31, 2010 includes a \$72 million asset impairment charge for capitalized software held for sale, which was recorded in cost of sales.

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**McKESSON CORPORATION**

**FINANCIAL NOTES (CONCLUDED)**

**(UNAUDITED)**

**15. Subsequent Event**

On January 30, 2012, we announced an agreement to acquire substantially all of the assets of Drug Trading Company Limited, the independent banner business of the Katz Group Canada Inc., and Medicine Shoppe Canada Inc., the franchise business of the Katz Group Canada Inc. The purchase price is approximately CAD \$920 million, which we expect to fund from available cash. The acquisition is subject to customary closing conditions including all necessary Canadian regulatory clearances. After the closing, the banner and franchise operations will be included in the results of our Canadian pharmaceuticals distribution and services business, which is part of our Distribution Solutions segment.

**Table of Contents****McKESSON CORPORATION****FINANCIAL REVIEW****(UNAUDITED)****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**  
**GENERAL**

Management's discussion and analysis of financial condition and results of operations, referred to as the Financial Review, is intended to assist the reader in the understanding and assessment of significant changes and trends related to the results of operations and financial position of the Company together with its subsidiaries. This discussion and analysis should be read in conjunction with the condensed consolidated financial statements and accompanying financial notes in Item 1 of Part I of this Quarterly Report on Form 10-Q and in Item 8 of Part II of our 2011 Annual Report on Form 10-K.

The Company's fiscal year begins on April 1 and ends on March 31. Unless otherwise noted, all references to a particular year shall mean the Company's fiscal year.

Certain statements in this report constitute forward-looking statements. See "Factors Affecting Forward-Looking Statements" included in this Quarterly Report on Form 10-Q.

**Financial Overview**

<i>(In millions, except per share amounts)</i>	<b>Quarter Ended December 31,</b>			<b>Nine Months Ended December 31,</b>		
	<b>2011</b>	<b>2010</b>	<b>Change</b>	<b>2011</b>	<b>2010</b>	<b>Change</b>
Revenues	\$ 30,839	\$ 28,247	9%	\$ 91,035	\$ 83,231	9%
Litigation Charges	\$ 27	\$ 189	(86)%	\$ 145	\$ 213	(32)%
Income from Continuing Operations Before Income Taxes	\$ 426	\$ 261	63%	\$ 1,262	\$ 1,077	17%
Income Tax Expense	(126)	(106)	19	(380)	(369)	3
Income from Continuing Operations	300	155	94	882	708	25
Discontinued Operation gain on sale, net of tax					72	NM
Net Income	\$ 300	\$ 155	94	\$ 882	\$ 780	13
Diluted Earnings Per Common Share						
Continuing Operations	\$ 1.20	\$ 0.60	100%	\$ 3.51	\$ 2.69	30%
Discontinued Operation gain on sale					0.27	NM
Total	\$ 1.20	\$ 0.60	100	\$ 3.51	\$ 2.96	19
Weighted Average Diluted Common Shares	251	258	(3)%	252	264	(5)%
NM not meaningful						



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**McKESSON CORPORATION**

**FINANCIAL REVIEW (CONTINUED)**

**(UNAUDITED)**

Revenues for the third quarter of 2012 increased 9% to \$30.8 billion and for the first nine months of 2012 increased 9% to \$91.0 billion compared to the same periods a year ago. The increases in revenues primarily reflect market growth in our Distribution Solutions segment, which accounted for approximately 97% of our consolidated revenues. Additionally, revenues for 2012 benefited from our December 30, 2010 acquisition of US Oncology Holdings, Inc. ( US Oncology ).

Income from continuing operations for the third quarter of 2012 increased 94% to \$300 million and for the first nine months of 2012 increased 25% to \$882 million compared to the same periods a year ago.

Income from continuing operations included the following items:

**2012:**

- pre-tax Average Wholesale Price ( AWP ) litigation charges of \$27 million and \$145 million for the third quarter and first nine months, and
- product alignment charges of \$42 million for both the third quarter and first nine months,

**2011:**

- pre-tax AWP litigation charges of \$189 million and \$213 million for the third quarter and first nine months,
- an asset impairment charge for the write-off of capitalized software held for sale of \$72 million for the first nine months,
- receipt of \$51 million representing our share of a settlement of an antitrust class action lawsuit brought against a drug manufacturer for the first nine months, and
- recognition of \$23 million of revenue for the third quarter and first nine months for a disease management contract for which the related expenses were previously recognized as incurred.

In addition to the items noted above, income from continuing operations benefited from growth in both of our segments and the addition of US Oncology.

Net income for the third quarter of 2012 increased 94% to \$300 million and for the first nine months of 2012 increased 13% to \$882 million compared to the same periods a year ago. Net income for the first nine months of 2011 includes a \$72 million after-tax gain on the sale of a wholly-owned subsidiary, McKesson Asia Pacific Pty Limited ( MAP ), in July 2010.

Diluted earnings per common share from continuing operations for the third quarter of 2012 increased 100% to \$1.20, and for the first nine months of 2012 increased 30% to \$3.51 compared to the same periods a year ago. Diluted earnings per common share for the third quarter of 2012 increased 100% to \$1.20 and for the first nine months of 2012 increased 19% to \$3.51 compared to the same periods a year ago. Diluted



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earnings per common share for the first nine months of 2011 includes \$0.27 from the gain on the sale of MAP. Additionally, diluted earnings per common share for 2012 benefited from the repurchase of our common stock during the last twelve months.

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**McKESSON CORPORATION**  
**FINANCIAL REVIEW (CONTINUED)**  
**(UNAUDITED)**

On December 30, 2010, we acquired all of the outstanding shares of US Oncology for approximately \$2.1 billion, consisting of cash consideration of \$0.2 billion, net of cash acquired, and the assumption of liabilities with a fair value of \$1.9 billion. The cash paid at acquisition was funded from cash on hand. As an integrated oncology company, US Oncology is affiliated with community-based oncologists, and works with patients, hospitals, payers and the medical industry across all phases of the cancer research and delivery continuum. The acquisition of US Oncology expands our existing specialty pharmaceutical distribution business and adds practice management services for oncologists.

**Results of Operations****Revenues:**

<i>(In millions)</i>	<b>Quarter Ended December 31,</b>			<b>Nine Months Ended December 31,</b>		
	<b>2011</b>	<b>2010</b>	<b>Change</b>	<b>2011</b>	<b>2010</b>	<b>Change</b>
<b>Distribution Solutions</b>						
Direct distribution & services	\$ 21,585	\$ 19,408	11%	\$ 63,484	\$ 57,094	11%
Sales to customers    warehouses	5,198	4,731	10	14,998	14,133	6
Total U.S. pharmaceutical distribution & services	26,783	24,139	11	78,482	71,227	10
Canada pharmaceutical distribution & services	2,473	2,574	(4)	7,739	7,485	3
Medical-Surgical distribution & services	760	744	2	2,364	2,200	7
<b>Total Distribution Solutions</b>	<b>30,016</b>	<b>27,457</b>	<b>9</b>	<b>88,585</b>	<b>80,912</b>	<b>9</b>
<b>Technology Solutions</b>						
Services <sup>(1)</sup>	643	629	2	1,916	1,828	5
Software & software systems	152	135	13	449	408	10
Hardware	28	26	8	85	83	2
<b>Total Technology Solutions</b>	<b>823</b>	<b>790</b>	<b>4</b>	<b>2,450</b>	<b>2,319</b>	<b>6</b>
<b>Total Revenues</b>	<b>\$ 30,839</b>	<b>\$ 28,247</b>	<b>9</b>	<b>\$ 91,035</b>	<b>\$ 83,231</b>	<b>9</b>

<sup>(1)</sup> Revenues for the third quarter and first nine months of 2011 include the recognition of \$23 million of revenue for a disease management contract for which the related expenses were previously recognized as incurred.

Total revenues increased for the third quarter and first nine months of 2012 compared to the same periods a year ago primarily due to market growth in our Distribution Solutions segment, which accounted for approximately 97% of our consolidated revenues, and our acquisition of US Oncology.

Direct distribution and services revenues increased primarily due to market growth, which includes growing drug utilization and price increases, partially offset by price deflation associated with brand to generic drug conversions. Revenues also benefited from our acquisition of US Oncology. Sales to customers    warehouses increased primarily due to a new customer.

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Canadian pharmaceutical distribution and services revenues decreased during the third quarter of 2012 and increased during the first nine months of 2012. Excluding an unfavorable foreign currency exchange rate fluctuation of 1% during the third quarter of 2012, revenues decreased 3% primarily due to a government-imposed price reduction for generic pharmaceuticals in certain provinces and one less sales day, partially offset by market growth. Excluding a favorable foreign currency exchange rate fluctuation of 3% during the first nine months of 2012, revenues were flat primarily due to a government-imposed price reduction for generic pharmaceuticals in certain provinces being fully offset by increases associated with market growth and a small acquisition in the second quarter of 2011.

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Medical-Surgical distribution and services revenues increased primarily due to market growth and, for the first nine months of 2012, five additional sales days.

Technology Solutions revenues increased primarily due to increased revenues associated with the sale and installation of our software products, small acquisitions in the first nine months of 2012, an increase in maintenance revenues from new and existing customers and higher revenues for claims processing. Partially offsetting the increase in 2012 is the recognition of \$23 million of revenue for a disease management contract in 2011 and, for the first nine months of 2012, a decrease in revenue associated with the sale of MAP in July 2010.

**Gross Profit:**

<i>(Dollars in millions)</i>	<b>Quarter Ended December 31,</b>			<b>Nine Months Ended December 31,</b>		
	<b>2011</b>	<b>2010</b>	<b>Change</b>	<b>2011</b>	<b>2010</b>	<b>Change</b>
<b>Gross Profit</b>						
Distribution Solutions <sup>(1)</sup>	\$ 1,201	\$ 1,082	11%	\$ 3,590	\$ 3,239	11%
Technology Solutions <sup>(2) (3)</sup>	365	379	(4)	1,132	980	16
<b>Total</b>	<b>\$ 1,566</b>	<b>\$ 1,461</b>	<b>7</b>	<b>\$ 4,722</b>	<b>\$ 4,219</b>	<b>12</b>
<b>Gross Profit Margin</b>						
Distribution Solutions	4.00%	3.94%	6 bp	4.05%	4.00%	5 bp
Technology Solutions	44.35	47.97	(362)	46.20	42.26	394
<b>Total</b>	<b>5.08</b>	<b>5.17</b>	<b>(9)</b>	<b>5.19</b>	<b>5.07</b>	<b>12</b>

<sup>(1)</sup> Gross profit for the first nine months of 2011 includes the receipt of \$51 million representing our share of a settlement of an antitrust class action lawsuit brought against a drug manufacturer, which was recorded as a reduction of cost of sales.

<sup>(2)</sup> Gross profit for the third quarter and first nine months of 2012 includes a charge of \$26 million for a product alignment plan.

<sup>(3)</sup> Gross profit for the third quarter and first nine months of 2011 includes the recognition of \$23 million of revenue for a disease management contract for which the related expenses were previously recognized as incurred, and for the first nine months of 2011, includes a \$72 million asset impairment charge for capitalized software held for sale.

bp basis points

Gross profit increased for the third quarter of 2012 compared to the same period a year ago as a result of an increase in our Distribution Solutions segment partially offset by a decrease in our Technology Solutions segment. Gross profit margin decreased for the third quarter of 2012 compared to the same period a year ago as a result of a decrease in our Technology Solutions segment, partially offset by an increase in our Distribution Solutions segment. Gross profit and gross profit margin increased for the first nine months of 2012 compared to the same period a year ago as a result of increases in our Distribution Solutions and Technology Solutions segments.

Distribution Solutions segment's gross profit margin increased primarily due to the acquisition of US Oncology and higher generics income, partially offset by a decline in sell margin. Additionally, gross profit margin was favorably impacted for the first nine months of 2012 as a result of higher buy margin, partially offset by the receipt of \$51 million in 2011 representing our share of a settlement of an antitrust class action lawsuit brought against a drug manufacturer. Buy margin primarily reflects volume and timing of compensation from branded pharmaceutical manufacturers.



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Technology Solutions segment's gross profit margin decreased for the third quarter of 2012 and increased for the first nine months of 2012.

Technology Solutions segment's gross profit margin included the following items:

2012:

- product alignment charges of \$26 million for both the third quarter and first nine months, and

2011:

- an asset impairment charge for the write-off of capitalized software held for sale related to our Horizon Enterprise Revenue Management™ ( HzERM ) software product of \$72 million for the first nine months, and
- recognition of \$23 million of revenue for the third quarter and first nine months for a disease management contract for which the related expenses were previously recognized as incurred.

In addition to the items noted above, gross profit margin for 2012 benefited by an increase in higher margin revenues and, for the first nine months of 2012, lower amortization expense related to HzERM.

During the third quarter of 2012, we approved a plan to align our hospital clinical and revenue cycle healthcare software products within our Technology Solutions segment. As part of this alignment strategy, we will be converging our core clinical and revenue cycle Horizon and Paragon product lines onto Paragon's Microsoft® based platform over time. Additionally, we have stopped development of our HzERM software product. The plan resulted in a pre-tax charge of \$42 million for the quarter, of which \$26 million was recorded to cost of sales and \$16 million was recorded to operating expenses within our Technology Solutions segment. The pre-tax charge includes \$22 million of non-cash asset impairment charges, primarily for the write-off of prepaid licenses and commissions and capitalized internal use software, \$6 million for severance, \$6 million for customer allowances and \$8 million for other charges.

Our capitalized software held for sale is amortized over three years. At each balance sheet date, or earlier if an indicator of an impairment exists, we evaluate the recoverability of unamortized capitalized software costs based on estimated future undiscounted revenues net of estimated related costs over the remaining amortization period. At the end of the second quarter of 2010, our HzERM software product became generally available. In October 2010, we decreased our estimated revenues over the next 24 months for our HzERM software product and, as a result, concluded that the estimated future revenues, net of estimated related costs, were insufficient to recover its carrying value. Accordingly, we recorded a \$72 million non-cash impairment charge in the second quarter of 2011 within our Technology Solutions segment's cost of sales to reduce the carrying value of the software product to its net realizable value.

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**McKESSON CORPORATION**  
**FINANCIAL REVIEW (CONTINUED)**  
**(UNAUDITED)**

**Operating Expenses and Other Income (Expense), Net:**

<i>(Dollars in millions)</i>	<b>Quarter Ended December 31,</b>			<b>Nine Months Ended December 31,</b>		
	<b>2011</b>	<b>2010</b>	<b>Change</b>	<b>2011</b>	<b>2010</b>	<b>Change</b>
<b>Operating Expenses</b>						
Distribution Solutions <sup>(1)</sup>	\$ 690	\$ 797	(13)%	\$ 2,136	\$ 1,963	9%
Technology Solutions <sup>(2)</sup>	297	273	9	857	798	7
Corporate	87	84	4	287	260	10
<b>Total</b>	<b>\$ 1,074</b>	<b>\$ 1,154</b>	<b>(7)</b>	<b>\$ 3,280</b>	<b>\$ 3,021</b>	<b>9</b>
<b>Operating Expenses as a Percentage of Revenues</b>						
Distribution Solutions	2.30%	2.90%	(60) bp	2.41%	2.43%	(2) bp
Technology Solutions	36.09	34.56	153	34.98	34.41	57
<b>Total</b>	<b>3.48</b>	<b>4.09</b>	<b>(61)</b>	<b>3.60</b>	<b>3.63</b>	<b>(3)</b>
<b>Other Income (Expense), Net</b>						
Distribution Solutions	\$ (1)	\$ 4	(125)%	\$ 8	\$ 9	(11) %
Technology Solutions	1		NM	2	2	
Corporate	(2)	3	(167)	2	8	(75)
<b>Total</b>	<b>\$ (2)</b>	<b>\$ 7</b>	<b>(129)</b>	<b>\$ 12</b>	<b>\$ 19</b>	<b>(37)</b>

<sup>(1)</sup> Operating expenses include AWP litigation charges of \$27 million and \$145 million for the third quarter and first nine months of 2012 and \$189 million and \$213 million for the third quarter and first nine months of 2011.

<sup>(2)</sup> Operating expenses for the third quarter and first nine months of 2012 includes a charge of \$16 million for a product alignment plan.

Operating expenses decreased for the third quarter of 2012 and increased for the first nine months of 2012 compared to the same periods a year ago. Operating expenses as a percentage of revenues decreased for 2012 compared to the same periods a year ago.

Operating expenses included the following items:

**2012:**

- pre-tax AWP litigation charges of \$27 million and \$145 million for the third quarter and first nine months, and

- product alignment charges of \$16 million for both the third quarter and first nine months, and

**2011:**

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- pre-tax AWP litigation charges of \$189 million and \$213 million for the third quarter and first nine months.

In addition to the items noted above, operating expenses for 2012 increased as a result of the addition of US Oncology and higher employee compensation and benefits expenses and operating expenses as a percentage of revenues decreased for 2012 primarily due to operating leverage, partially offset by the addition of US Oncology.



**Table of Contents****McKESSON CORPORATION****FINANCIAL REVIEW (CONTINUED)****(UNAUDITED)**

As previously reported, as of March 31, 2010, we had a reserve relating to our AWP public entity claims of \$143 million. During the second quarter of 2011, we recorded an additional pre-tax charge of \$24 million for the settlement with the State of Connecticut. During the third quarter of 2011, we recorded a pre-tax charge of \$189 million following a review of the reserve, including consideration of the pace and progress of discussions relating to state and federal Medicaid claims. In 2011, we made a payment of \$26 million from the reserve, and as of March 31, 2011, the reserve relating to our AWP litigation was \$330 million.

During the second and third quarters of 2012, we recorded pre-tax charges of \$118 million and \$27 million following a review of our AWP reserve, including consideration of the Douglas County, Kansas Class Action settlement and the pace and progress of discussions relating to potentially resolving other public entity claims. In 2012, we made payments of \$26 million from the reserve, and as of December 31, 2011, the reserve relating to our AWP litigation was \$449 million. Our AWP litigation reserve is included in other current liabilities in the condensed consolidated balance sheets. Pre-tax charges relating to changes in our AWP litigation reserve are recorded within our Distribution Solutions segment. In view of the number of outstanding cases and expected future claims, and the uncertainties of the timing and outcome of this type of litigation, it is possible that the ultimate costs of these matters may exceed or be less than the reserve. Additional information regarding our AWP litigation is included in Financial Note 12, Commitments and Contingent Liabilities, to the accompanying condensed consolidated financial statements.

Acquisition-related expenses were primarily incurred in 2011 to acquire US Oncology and in 2012 to integrate it. Acquisition-related expenses are generally recorded within operating expenses. In 2011, we incurred \$10 million of bridge loan fees in connection with our acquisition of US Oncology, which were accounted as interest expense in Corporate.

Acquisition-related expenses by segment were as follows:

<i>(In millions)</i>	<b>Quarter Ended</b>		<b>Nine Months Ended</b>	
	<b>December 31,</b>	<b>December 31,</b>	<b>December 31,</b>	<b>December 31,</b>
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Distribution Solutions	\$ 4	\$ 24	\$ 20	\$ 24
Technology Solutions	2		4	
Corporate	2	10	2	10
Total	\$ 8	\$ 34	\$ 26	\$ 34

**Table of Contents****MCKESSON CORPORATION****FINANCIAL REVIEW (CONTINUED)****(UNAUDITED)**

Amortization expense of acquired intangible assets purchased in connection with acquisitions by the Company ( acquisition-related amortization ) increased by \$21 million to \$49 million in the third quarter of 2012 and by \$63 million to \$147 million in the first nine months of 2012 compared to the same periods a year ago. The increases were primarily due to our acquisition of US Oncology. Acquisition-related amortization by segment was as follows:

	\$0,000	\$0,000	\$0,000	\$0,000
	Quarter Ended December 31,		Nine Months Ended December 31,	
(In millions)	2011	2010	2011	2010
<b>Distribution Solutions</b>				
Cost of Sales	\$	\$	\$ 1	\$
Operating Expenses	31	13	93	38
Total	31	13	94	38
<b>Technology Solutions</b>				
Cost of Sales	5	4	15	12
Operating Expenses	13	11	38	34
Total	18	15	53	46
<b>Total</b>	<b>\$ 49</b>	<b>\$ 28</b>	<b>\$ 147</b>	<b>\$ 84</b>

Distribution Solutions segment's operating expenses decreased during the third quarter of 2012 primarily reflecting a lower AWP litigation charge, partially offset by the addition of US Oncology. Operating expenses for the third quarter of 2012 and 2011 include AWP litigation charges of \$27 million and \$189 million. Operating expenses increased during the first nine months of 2012 primarily reflecting the addition of US Oncology and, to a lesser extent, higher employee compensation and benefits expenses, partially offset by a lower AWP litigation charge. Operating expenses for the first nine months of 2012 and 2011 include AWP litigation charges of \$145 million and \$213 million.

Distribution Solutions segment's operating expenses as a percentage of revenues decreased primarily due to a lower AWP litigation charge and operating leverage, partially offset by the addition of US Oncology.

Technology Solutions segment's operating expenses increased primarily as a result of a charge of \$16 million for a product alignment plan and small acquisitions in 2012. In addition, operating expenses for the first nine months of 2012 were impacted by higher employee compensation and benefits expenses and an increase in the provision for bad debts.

Technology Solutions segment's operating expenses as a percentage of revenues increased primarily as a result of a charge of \$16 million for a product alignment plan and small acquisitions in 2012, partially offset by cost containment efforts.

Corporate expenses increased during the third quarter primarily due to a small asset impairment. Corporate expenses increased for the first nine months of 2012 primarily due to higher employee compensation and benefits expenses and a charitable contribution, partially offset by an impairment charge for certain tangible property incurred in the first nine months of 2011.

Other income (expense), net decreased for the third quarter and first nine months of 2012 primarily due to an impairment of an asset, which was recorded in Corporate.



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**McKESSON CORPORATION**  
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**(UNAUDITED)**

**Segment Operating Profit and Corporate Expenses, Net:**

<i>(Dollars in millions)</i>	<b>Quarter Ended December 31,</b>			<b>Nine Months Ended December 31,</b>		
	<b>2011</b>	<b>2010</b>	<b>Change</b>	<b>2011</b>	<b>2010</b>	<b>Change</b>
Segment Operating Profit <sup>(1)</sup>						
Distribution Solutions <sup>(2)</sup>	\$ 510	\$ 289	76%	\$ 1,462	\$ 1,285	14%
Technology Solutions <sup>(3) (4)</sup>	69	106	(35)	277	184	51
Subtotal	579	395	47	1,739	1,469	18
Corporate Expenses, Net	(89)	(81)	10	(285)	(252)	13
Interest Expense	(64)	(53)	21	(192)	(140)	37
Income from Continuing Operations Before Income Taxes	\$ 426	\$ 261	63	\$ 1,262	\$ 1,077	17
Segment Operating Profit Margin						
Distribution Solutions	1.70%	1.05%	65 bp	1.65%	1.59%	6 bp
Technology Solutions	8.38	13.42	(504)	11.31	7.93	338

(1) Segment operating profit includes gross profit, net of operating expenses, plus other income for our two operating segments.

(2) Operating profit includes AWP litigation charges of \$27 million and \$145 million for the third quarter and first nine months of 2012 and \$189 million and \$213 million for the third quarter and first nine months of 2011. Operating profit for the first nine months of 2011 includes the receipt of \$51 million representing our share of a settlement of an antitrust class action lawsuit brought against a drug manufacturer.

(3) Operating profit for the third quarter and first nine months of 2012 includes charges of \$42 million for a product alignment plan.

(4) Operating profit for the third quarter and first nine months of 2011 includes the recognition of \$23 million of revenue for a disease management contract for which the related expenses were previously recognized as incurred and, for the first nine months of 2011, includes a \$72 million asset impairment charge for capitalized software held for sale.

Operating profit margin for our Distribution Solutions segment increased for the third quarter and first nine months of 2012 primarily due to higher gross profit margin and lower operating expenses as a percentage of revenue. Gross profit margin for the first nine months of 2011 includes the receipt of \$51 million representing our share of a settlement of an antitrust class action lawsuit brought against a drug manufacturer. Operating expenses as a percentage of revenue were impacted by AWP litigation charges of \$27 million and \$145 million for the third quarter and first nine months of 2012 and \$189 million and \$213 million for the third quarter and first nine months of 2011.

Operating profit margin for our Technology Solutions segment decreased for the third quarter of 2012 primarily due to lower gross profit margin and higher operating expenses as a percentage of revenue. Operating profit margin increased for the first nine months of 2012 primarily due to an increase in gross profit margin partially offset by higher operating expenses as a percentage of revenue. Operating profit for 2012 includes charges of \$42 million for a product alignment plan. Gross profit margin for 2011 includes the recognition of \$23 million of revenue for a disease management contract for which the related expenses were previously recognized as incurred and, for the first nine months of 2011, a \$72 million asset impairment charge.

Corporate expenses, net increased for the third quarter of 2012 primarily due to asset impairments. Corporate expenses, net increased for the first nine months of 2012 primarily due to higher employee compensation and benefits expenses and a charitable contribution.

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*Interest Expense:* Interest expense increased for the third quarter and first nine months of 2012 primarily due to the \$1.7 billion of long-term debt issued in February 2011 in connection with our acquisition of US Oncology. The increase was partially offset by bridge loan fees incurred in the third quarter of 2011 related to the acquisition of US Oncology.

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**FINANCIAL REVIEW (CONTINUED)**

**(UNAUDITED)**

*Income Taxes:* The Company's reported income tax rates for the third quarters of 2012 and 2011 were 29.6% and 40.6% and for the first nine months of 2012 and 2011 were 30.1% and 34.3%. Fluctuations in our reported income tax rates are primarily due to changes within our estimated business mix, including varying proportions of income attributable to foreign countries that have lower income tax rates. In addition, during the third quarter and first nine months of 2012, income tax expense benefited from net discrete items of \$5 million. The 2011 income tax rates include a tax benefit for the reinstatement of the federal research and development tax credit which was signed into law in December 2010 and, for the third quarter and first nine months of 2011, income tax expense included net discrete items of \$18 million and \$12 million of expense.

*Discontinued Operation:* In July 2010, our Technology Solutions segment sold its wholly-owned subsidiary, MAP, a provider of phone and web-based healthcare services in Australia and New Zealand, for net sales proceeds of \$109 million. The divestiture generated a pre-tax and after-tax gain of \$95 million and \$72 million. As a result of the sale, we were able to utilize capital loss carry-forwards for which we previously recorded a valuation allowance of \$15 million. The release of the valuation allowance is included as a tax benefit in our after-tax gain on the divestiture. The after-tax gain on disposition was recorded as a discontinued operation in our consolidated statement of operations in the second quarter of 2011. The historical financial operating results and net assets of MAP were not material to our condensed consolidated financial statements for all periods presented.

*Net Income:* Net income was \$300 million and \$155 million for the third quarters of 2012 and 2011, or \$1.20 and \$0.60 per diluted common share. Net income was \$882 million and \$780 million for the first nine months of 2012 and 2011, or \$3.51 and \$2.96 per diluted common share. Net income and diluted earnings per common share include a gain of \$72 million, or \$0.27 per diluted share, for the first nine months of 2011 related to our sale of MAP.

*Weighted Average Diluted Common Shares Outstanding:* Diluted earnings per common share were calculated based on a weighted average number of common shares outstanding of 251 million and 258 million for the third quarters of 2012 and 2011 and 252 million and 264 million for the first nine months of 2012 and 2011. The decrease in the number of weighted average diluted common shares outstanding primarily reflects a decrease in the number of shares outstanding as a result of stock repurchases during the last twelve months, partially offset by the exercise of share-based awards.

**Business Combinations**

On December 30, 2010, we acquired all of the outstanding shares of US Oncology for approximately \$2.1 billion, consisting of cash consideration of \$0.2 billion, net of cash acquired, and the assumption of liabilities with a fair value of \$1.9 billion. The cash paid at acquisition was funded from cash on hand. As an integrated oncology company, US Oncology is affiliated with community-based oncologists, and works with patients, hospitals, payers and the medical industry across all phases of the cancer research and delivery continuum. The acquisition of US Oncology expands our existing specialty pharmaceutical distribution business and adds practice management services for oncologists. Financial results for US Oncology have been included in the results of operations within our Distribution Solutions segment beginning in the fourth quarter of 2011.

During the last two years, we also completed a number of other smaller acquisitions within both of our operating segments. Financial results for our business acquisitions have been included in our condensed consolidated financial statements since their respective acquisition dates. Purchase prices for our business acquisitions have been allocated based on estimated fair values at the date of acquisition.

Refer to Financial Note 2, Business Combinations, to the accompanying condensed consolidated financial statements appearing in this Quarterly Report on Form 10-Q for further information.

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**FINANCIAL REVIEW (CONTINUED)**

**(UNAUDITED)**

On January 30, 2012, we announced an agreement to acquire substantially all of the assets of Drug Trading Company Limited, the independent banner business of the Katz Group Canada Inc., and Medicine Shoppe Canada Inc., the franchise business of the Katz Group Canada Inc. The purchase price is approximately CAD \$920 million, which we expect to fund from available cash. The acquisition is subject to customary closing conditions including all necessary Canadian regulatory clearances. After the closing, the banner and franchise operations will be included in the results of our Canadian pharmaceuticals distribution and services business, which is part of our Distribution Solutions segment.

**New Accounting Developments**

New accounting pronouncements that we have recently adopted as well as those that have been recently issued but not yet adopted by us are included in Financial Note 1, Significant Accounting Policies, to the accompanying condensed consolidated financial statements appearing in this Quarterly Report on Form 10-Q.

**Financial Condition, Liquidity and Capital Resources**

We expect our available cash generated from operations, together with our existing sources of liquidity from our accounts receivable sales facility and short-term borrowings under the revolving credit facility and commercial paper, will be sufficient to fund our long-term and short-term capital expenditures, working capital and other cash requirements. In addition, from time-to-time, we may access the long-term debt capital markets to discharge our other liabilities.

Operating activities provided cash of \$1,716 million and \$1,338 million during the first nine months of 2012 and 2011. Operating activities for 2012 also reflect an increase in receivables and higher inventories primarily associated with revenue growth, partially offset by longer payment terms for certain purchases. Cash flows from operations can be significantly impacted by factors such as the timing of receipts from customers and payments to vendors.

Investing activities utilized cash of \$430 million and \$466 million during the first nine months of 2012 and 2011 primarily reflecting cash paid for property acquisitions and capitalized software. Investing activities for 2012 and 2011 also include \$204 million and \$292 million of cash paid for acquisitions and, for 2011, \$109 million of cash received from the sale of MAP.

Financing activities utilized cash of \$697 million and \$1,396 million during the first nine months of 2012 and 2011. Financing activities for 2012 and 2011 include \$672 million and \$1,548 million of cash paid for stock repurchases. In December 2010, we assumed \$1,910 million of debt in connection with the acquisition of US Oncology, which was a non-cash transaction.

In March 2011, we entered into an accelerated share repurchase ( ASR ) program with a third party financial institution to repurchase \$275 million of the Company's common stock. The program was funded with cash on hand. As of March 31, 2011, we had received 3.1 million shares representing the minimum number of shares due under the program. We received 0.4 million additional shares in May 2011 upon completion of this ASR program. The total number of shares repurchased under this ASR program was 3.5 million shares at an average price of \$79.65 per share.

In April 2011, the Board of Directors authorized the repurchase of up to an additional \$1.0 billion of the Company's common stock, bringing the total authorization outstanding to \$1.5 billion. In May 2011, we entered into another ASR program with a third party financial institution to repurchase \$650 million of the Company's common stock. The program was funded with cash on hand. As of June 30, 2011, we had received 6.7 million shares representing the minimum number of shares due under the program. We received 1.3 million additional shares in August 2011 upon completion of this ASR program. The total number of shares repurchased under this ASR program was 8.0 million shares at an average price of \$81.50 per share. As of December 31, 2011, \$850 million remained authorized for future common stock repurchases under the April 2011 authorization.





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In January 2012, the Board of Directors authorized the repurchase of up to an additional \$650 million of the Company's common stock, bringing the total authorization outstanding to \$1.5 billion.

In April 2011, the quarterly dividend was raised from \$0.18 to \$0.20 per common share for dividends declared on and after such date, until further action by the Board. The Company anticipates that it will continue to pay quarterly cash dividends in the future. However, the payment and amount of future dividends remain within the discretion of the Board and will depend upon the Company's future earnings, financial condition, capital requirements and other factors.

We have \$400 million of term debt that will mature in February 2012. We anticipate utilizing cash on hand or other borrowings to repay this debt.

We believe that our operating cash flow, financial assets and current access to capital and credit markets, including our existing credit facilities, will give us the ability to meet our financing needs for the foreseeable future. However, there can be no assurance that continued or increased volatility and disruption in the global capital and credit markets will not impair our liquidity or increase our costs of borrowing.

***Selected Measures of Liquidity and Capital Resources***

<i>(Dollars in millions)</i>	<b>December 31, 2011</b>	<b>March 31, 2011</b>
Cash and cash equivalents	\$ 4,191	\$ 3,612
Working capital	3,854	3,631
Debt, net of cash and cash equivalents	(204)	392
Debt to capital ratio <sup>(1)</sup>	34.9%	35.7%
Net debt to net capital employed <sup>(2)</sup>	(2.8)%	5.1%
Return on stockholders' equity <sup>(3)</sup>	18.2%	16.9%

<sup>(1)</sup> Ratio is computed as total debt divided by the sum of total debt and stockholders' equity.

<sup>(2)</sup> Ratio is computed as total debt, net of cash and cash equivalents ( net debt ), divided by the sum of net debt and stockholders' equity ( net capital employed ).

<sup>(3)</sup> Ratio is computed as net income for the last four quarters, divided by a five-quarter average of stockholders' equity.

Cash equivalents are primarily invested in AAA rated prime money market funds denominated in US dollars, Canadian government securities, and AAA rated prime money market fund denominated in British pound sterling.

Cash and a majority of the remaining cash equivalents are deposited with several financial institutions. We mitigate the risk of our short-term investment portfolio by investing in government securities, monitoring risk profiles and investment strategies of money market funds and depositing funds with reputable financial institutions.

Our cash and cash equivalents balance as of December 31, 2011 included approximately \$1.9 billion of cash held by our subsidiaries outside of the United States. Our intent is to utilize this cash in our foreign operations as well as to fund certain research and development activities for an indefinite period of time. Although the vast majority of cash held outside the United States is available for repatriation, doing so could subject such funds to U.S. federal, state and local income tax.

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**McKESSON CORPORATION**

**FINANCIAL REVIEW (CONTINUED)**

**(UNAUDITED)**

Working capital primarily includes cash and cash equivalents, receivables, inventories and other current assets net of drafts and accounts payable, deferred revenue and other current liabilities. Our Distribution Solutions segment requires a substantial investment in working capital that is susceptible to large variations during the year as a result of inventory purchase patterns and seasonal demands. Inventory purchase activity is a function of sales activity and other requirements. Consolidated working capital increased primarily due to an increase in cash and cash equivalents and inventory, partially offset by an increase to drafts and accounts payable.

Our ratio of net debt to net capital employed decreased in 2012 primarily due to higher cash and cash equivalents balances.

*Credit Resources*

We fund our working capital requirements primarily with cash and cash equivalents, our accounts receivable sales facility, short-term borrowings under the revolving credit facility and commercial paper.

*Accounts Receivable Sales Facility*

In May 2011, we renewed our existing accounts receivable sales facility for a one year period under terms substantially similar to those previously in place. The committed balance of this facility is \$1.35 billion, although from time-to-time, the available amount of this facility may be less than \$1.35 billion based on accounts receivable concentration limits and other eligibility requirements. The renewed accounts receivable sales facility will expire in May 2012.

At December 31, 2011 and March 31, 2011, there were no securitized accounts receivable balances or secured borrowings outstanding under this facility. Additionally, there were no sales of interests to third-party purchaser groups in the quarters and nine months ended December 31, 2011 and 2010.

*Revolving Credit Facility*

In September 2011, we renewed our existing syndicated \$1.3 billion five-year senior unsecured revolving credit facility, which was scheduled to mature in June 2012. This new credit facility has terms and conditions substantially similar to those previously in place and matures in September 2016. Borrowings under this renewed credit facility bear interest based upon either the London Interbank Offered Rate or a prime rate. There were no borrowings under this facility during the first nine months of 2012 and 2011. As of December 31, 2011 and March 31, 2011, there were no borrowings outstanding under this facility.

*Debt Covenants*

Our various borrowing facilities, including our accounts receivable sales facility and our long-term debt are subject to certain covenants. Our principal debt covenant is our debt to capital ratio under our unsecured revolving credit facility, and under our accounts receivable sales facility, which cannot exceed 56.5%. If we exceed this ratio, repayment of debt outstanding under the revolving credit facility could be accelerated and the availability under the accounts receivable sales facility could be reduced. As of December 31, 2011, this ratio was 34.9% and we were in compliance with our other financial covenants. A reduction in our credit ratings, or the lack of compliance with our covenants, could negatively impact our ability to finance operations or issue additional debt at acceptable interest rates.

Funds necessary for future debt maturities and our other cash requirements are expected to be met by existing cash balances, cash flow from operations, existing credit sources and other capital market transactions.

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**McKESSON CORPORATION**

**FINANCIAL REVIEW (CONCLUDED)**

**(UNAUDITED)**

**FACTORS AFFECTING FORWARD-LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q, including Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 2 of Part I of this report, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Some of these statements can be identified by the use of forward-looking terminology such as believes, expects, anticipates, may, will, should, seeks, approximately, intends, plans, negative of these words and other comparable terminology. The discussion of financial trends, strategy, plans or intentions may also include forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected, anticipated or implied. Although it is not possible to predict or identify all such risks and uncertainties, they may include, but are not limited to, the following factors. The reader should not consider this list to be a complete statement of all potential risks and uncertainties:

material adverse resolution of pending legal proceedings;

changes in the U.S. healthcare industry and regulatory environment;

changes in the Canadian healthcare industry and regulatory environment;

competition;

substantial defaults in payments or a material reduction in purchases by, or the loss of, a large customer or group purchasing organization;

the loss of government contracts as a result of compliance or funding challenges;

public health issues in the United States or abroad;

implementation delay, malfunction or failure of internal information systems;

the adequacy of insurance to cover property loss or liability claims;

the Company's failure to attract and retain customers for its software products and solutions due to integration and implementation challenges, or due to an inability to keep pace with technological advances;

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the Company's proprietary products and services may not be adequately protected, and its products and solutions may be found to infringe on the rights of others;

system errors or failure of our technology products and solutions to conform to specifications;

disaster or other event causing interruption of customer access to the data residing in our service centers;

the delay or extension of our sales or implementation cycles for external software products;

changes in circumstances that could impair our goodwill or intangible assets;

foreign currency fluctuations or disruptions to our foreign operations;

new or revised tax legislation or challenges to our tax positions;

the Company's ability to successfully identify, consummate and integrate strategic acquisitions;

general economic conditions, including changes in the financial markets that may affect the availability and cost of credit to the Company, its customers or suppliers; and

changes in accounting principles generally accepted in the United States of America.

These and other risks and uncertainties are described herein and in other information contained in our publicly available Securities and Exchange Commission filings and press releases. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date such statements were first made. Except to the extent required by law, we undertake no obligation to publicly release the result of any revisions to our forward-looking statements to reflect events or circumstances after the date hereof, or to reflect the occurrence of unanticipated events.

**Table of Contents****McKESSON CORPORATION****Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

We believe there has been no material change in our exposure to risks associated with fluctuations in interest and foreign currency exchange rates as disclosed in our 2011 Annual Report on Form 10-K.

**Item 4. Controls and Procedures.**

Our Chief Executive Officer and our Chief Financial Officer, with the participation of other members of the Company's management, have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act)) as of the end of the period covered by this quarterly report, and our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures are effective based on their evaluation of these controls and procedures as required by paragraph (b) of Exchange Act Rules 13a-15 or 15d-15.

There were no changes in our internal control over financial reporting (as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 and 15d-15 that occurred during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II OTHER INFORMATION****Item 1. Legal Proceedings.**

The information set forth in Financial Note 12, Commitments and Contingent Liabilities, to the accompanying condensed consolidated financial statements appearing in this Quarterly Report on Form 10-Q is incorporated herein by reference.

**Item 1A. Risk Factors.**

There have been no material changes during the period covered by this Quarterly Report on Form 10-Q to the risk factors disclosed in Part I, Item 1A, of our 2011 Annual Report on Form 10-K.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

The following table provides information on the Company's share repurchases during the third quarter of 2012.

		Share Repurchases <sup>(1)</sup>		
		Total Number of Shares Purchased	Average Price Paid Per Share	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Programs
		Total Number of Shares Purchased	Average Price Paid Per Share	
<i>(In millions, except price per share)</i>				
October 1, 2011	October 31, 2011		\$	\$ 850
November 1, 2011	November 30, 2011			850
December 1, 2011	December 31, 2011			850

Total

850

(1) This table does not include shares tendered to satisfy the exercise price in connection with cashless exercises of employee stock options or shares tendered to satisfy tax withholding obligations in connection with employee equity awards.

In January 2012, the Board of Directors authorized the repurchase of up to an additional \$650 million of the Company's common stock, bringing the total authorization outstanding to \$1.5 billion.

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**McKESSON CORPORATION**

**Item 3. Defaults Upon Senior Securities.**

None

**Item 4. (Removed and Reserved).**

**Item 5. Other Information.**

None

**Item 6. Exhibits.**

Exhibits indentified in parentheses below are on file with the SEC and are incorporated by reference as exhibits hereto.

<b>Exhibit Number</b>	<b>Description</b>
31.1	Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials from the McKesson Corporation Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011, formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Statements of Operations, (ii) Condensed Consolidated Balance Sheets, (iii) Condensed Consolidated Statements of Cash Flows, and (iv) related Financial Notes.

Furnished herewith.

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**MCKESSON CORPORATION**

**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, thereunto duly authorized.

**MCKESSON CORPORATION**

Dated: January 30, 2012

/s/ Jeffrey C. Campbell  
**Jeffrey C. Campbell**  
Executive Vice President and Chief Financial Officer

Dated: January 30, 2012

/s/ Nigel A. Rees  
**Nigel A. Rees**  
Vice President and Controller