

CARDINAL HEALTH INC  
Form 8-K  
June 02, 2008

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

**FORM 8-K  
CURRENT REPORT**

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

**Date of Report (Date of Earliest Event Reported): June 2, 2008  
Cardinal Health, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Ohio**

(State or Other Jurisdiction of Incorporation)

**1-11373**

(Commission File Number)

**31-0958666**

(IRS Employer Identification  
Number)

**7000 Cardinal Place, Dublin, Ohio 43017**

(Address of Principal Executive Offices, Including Zip Code)

**(614) 757-5000**

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Items**

On June 2, 2008, Cardinal Health, Inc. (the Company ) issued and sold \$300 million aggregate principal amount of 5.500% notes due 2013 (the Notes ). In connection therewith, on May 28, 2008, the Company entered into an underwriting agreement (the Underwriting Agreement ) with Banc of America Securities LLC, as representative of the underwriters named in Schedule II thereto. The offering is being made pursuant to the Company s effective registration statement on Form S-3 (Registration Statement No. 333-145924) previously filed with the Securities and Exchange Commission (the Registration Statement ). The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the text of the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this report.

The Notes are governed by an Indenture dated as of June 2, 2008 between the Company and The Bank of New York Trust Company, N.A. (the Indenture ). The Indenture and the Notes are filed as Exhibits 4.1 and 4.2, respectively, to this report.

In connection with the issuance of the Notes, John M. Adams, Jr., Associate General Counsel of the Company, and Shearman & Sterling LLP, counsel to the Company, have delivered opinions to the Company, regarding the legality of the Notes upon issuance and sale thereof. A copy of the opinions as to legality are attached as Exhibits 5.1 and 5.2 to this report.

The Company incorporates by reference the exhibits filed herewith into the Registration Statement, pursuant to which the Notes were registered.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 1.1 Underwriting Agreement, dated as of May 28, 2008, between Cardinal Health, Inc. and Banc of America Securities LLC, as representative of the underwriters named in Schedule II thereto.
  
- 4.1 Indenture, dated as of June 2, 2008, between Cardinal Health, Inc. and The Bank of New York Trust Company, N.A.
  
- 4.2 The Notes.
  
- 5.1 Opinion of John M. Adams, Jr., Associate General Counsel of the Company.
  
- 5.2 Opinion of Shearman & Sterling LLP.

SIGNATURES

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

Cardinal Health, Inc.  
(Registrant)

Date: June 2, 2008

By: /s/ Jeffrey W. Henderson  
Name: Jeffrey W. Henderson  
Title: Chief Financial Officer

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**EXHIBIT INDEX**

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- 4.2 The Notes.
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- 5.2 Opinion of Shearman & Sterling LLP.