

CARDINAL HEALTH INC

Form 10-K/A

November 08, 2005

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
(Amendment No. 1)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For The Fiscal Year Ended June 30, 2004**
or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
Commission File Number: 1-11373
CARDINAL HEALTH, INC.**
(Exact name of Registrant as specified in its charter)

OHIO

(State or other jurisdiction of incorporation or
organization)

31-0958666

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

7000 CARDINAL PLACE, DUBLIN, OHIO

(Address of principal executive offices)

43017

(Zip Code)

(614) 757-5000

Registrant's telephone number, including area code
Securities Registered Pursuant to Section 12(b) of the Act:

COMMON SHARES (WITHOUT PAR VALUE)

(Title of Class)

NEW YORK STOCK EXCHANGE

(Name of each exchange on which registered)

Securities Registered Pursuant to Section 12(g) of the Act: None.

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act of 1934).

Yes No

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

The aggregate market value of voting stock held by non-affiliates of the Registrant on December 31, 2004, based on the closing price on December 31, 2004, was approximately \$24,836,921,934.

The number of Registrant's Common Shares outstanding as of October 31, 2005, was as follows: Common Shares, without par value: 428,229,195.

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EXPLANATORY NOTE

Cardinal Health, Inc. (an Ohio corporation) is filing this Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended June 30, 2004, as filed with the Securities and Exchange Commission on October 26, 2004, solely to refile with the Form 10-K revised versions of Exhibits 10.02, 10.03, 10.04, 10.06 and 10.07. The redactions to these exhibits were amended in accordance with revised applications for confidential treatment filed separately by Cardinal Health, Inc. with the Securities and Exchange Commission.

Included in this filing are (1) the complete text of Item 15 of Part IV, including the list of exhibits pursuant to Item 15(b) of Part IV, (2) the signature page and (3) the certifications required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, which have been re-executed and re-filed as of the date of the Amendment as Exhibits 31.03 and 31.04, respectively. With the exception of the foregoing, no other information in the Annual Report on Form 10-K for the fiscal year ended June 30, 2004 has been supplemented, updated or amended.

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PART IV

Item 15: Exhibits, Financial Statement Schedules

SIGNATURES

EX-10.02

EX-10.03

EX-10.04

EX-10.06

EX-10.07

EX-31.03

EX-31.04

Table of Contents**PART IV****Item 15: Exhibits, Financial Statement Schedules**

(a)(1) The following financial statements are included in Item 8 of this report:

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| Independent Auditors Reports | 47 |
| Financial Statements: | |
| Consolidated Statements of Earnings for the Fiscal Years Ended June 30, 2004, 2003 and 2002 | 48 |
| Consolidated Balance Sheets at June 30, 2004 and 2003 | 49 |
| Consolidated Statements of Shareholders Equity for the Fiscal Years Ended June 30, 2004, 2003 and 2002 | 50 |
| Consolidated Statements of Cash Flows for the Fiscal Years Ended June 30, 2004, 2003 and 2002 | 51 |
| Notes to Consolidated Financial Statements | 52 |

(a)(2) The following Supplemental Schedule is included in this report:

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|---|-------------|
| Schedule II Valuation and Qualifying Accounts | 128 |

All other schedules not listed above have been omitted as not applicable or because the required information is included in the Consolidated Financial Statements or in notes thereto.

(b) Exhibits required by Item 601 of Regulation S-K:

| Exhibit Number | Exhibit Description |
|-----------------------|--|
| 3.01 | Amended and Restated Articles of Incorporation, as amended (24) |
| 3.02 | Restated Code of Regulations, as amended (14) |
| 4.01 | Specimen Certificate for the Registrant's Common Shares (17) |
| 4.02 | Indenture, dated as of May 1, 1993, between the Registrant and Bank One, Indianapolis, NA, Trustee, relating to the Registrant's 6 1/2% Notes Due 2004 and 6% Notes Due 2006 (1) |
| 4.03 | Indenture, dated as of April 18, 1997, between the Registrant and Bank One, Columbus, NA, Trustee, relating to the Registrant's 6 3/4% Notes Due 2008, 4.45% Notes Due 2005 and 4.00% Notes Due 2015 (2) |
| 4.04 | Indenture, dated as of October 1, 1996, between Allegiance Corporation and PNC Bank, Kentucky, Inc. (PNC), Trustee; and First Supplemental Indenture, dated as of February 3, 1999, by and among Allegiance Corporation, the Registrant and Chase Manhattan Trust Company, National Association (as successor in interest to PNC), Trustee |

(3)

4.05 Indenture, dated as of January 1, 1994, between R.P. Scherer International Corporation and Comerica Bank, Trustee; First Supplemental Indenture, dated as of February 28, 1995, by and among R.P. Scherer International Corporation, R.P. Scherer Corporation and Comerica Bank, Trustee; and Second Supplemental Indenture, dated as of August 7, 1998, by and among R.P. Scherer Corporation, the Registrant and NBD Bank (4)

4.06 Form of Warrant Certificate to Purchase the Registrant's Common Shares (5)

4.07 Form of Debt Securities (16)

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| Exhibit Number | Exhibit Description |
|---------------------------|---|
| 10.01 | Pharmaceutical Services Agreement, dated as of August 1, 1996, between the Registrant and Kmart Corporation, as amended (Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Exchange Act, with respect to the last amendment filed) (9), (15) and (19) |
| 10.02 | Wholesale Supply Agreement, dated January 1, 2004, between the Registrant and CVS Pharmacy, Inc. (Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Exchange Act) |
| 10.03 | First Amendment to Wholesale Supply Agreement, dated May 26, 2004, between the Registrant and CVS Pharmacy, Inc. (Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Exchange Act) |
| 10.04 | Second Amendment to Wholesale Supply Agreement, dated June 2, 2004, between the Registrant and CVS Pharmacy, Inc. (Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Exchange Act) |
| 10.05 | Prime Vendor Agreement, dated as of July 1, 2001, between the Registrant and Express Scripts, Inc., as amended on January 15, 2003 (Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Exchange Act) (20) |
| 10.06 | Second Amendment to Prime Vendor Agreement, dated as of November 19, 2003, between the Registrant and Express Scripts, Inc. (Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Exchange Act) |
| 10.07 | Third Amendment to Prime Vendor Agreement, dated as of April 9, 2004, between the Registrant and Express Scripts, Inc. (Confidential treatment has been requested for confidential commercial and financial |

information, pursuant to Rule 24b-2 under the Exchange Act)

- 10.08 Form of Commercial Paper Dealer Agreement 4(2) Program, dated as of August 26, 1999, between the Registrant, as Issuer, and certain entities, each as Dealer, concerning notes to be issued pursuant to Issuing and Paying Agency Agreement, dated as of June 28, 1999, between the Issuer and The First National Bank of Chicago, as Issuing and Paying Agent (15)
- 10.09 Five-year Credit Agreement, dated as of March 27, 2003, between the Registrant, certain subsidiaries of the Registrant, certain lenders, Bank One, NA, as Administrative Agent, Bank of America N.A., as Syndication Agent, Wachovia Bank, National Association, as Syndication Agent, Barclays Bank PLC, as Documentation Agent, Credit Suisse First Boston, as Documentation Agent, Deutsche Bank Securities, Inc., as Documentation Agent, and Banc One Capital Markets, Inc., as Lead Arranger and Book Manager (20)
- 10.10 First Amendment to Credit Agreement, Agency Agreement and Amendment to Guaranty, dated as of March 24, 2004, between the Registrant, certain subsidiaries of the Registrant, certain lenders, Bank One, NA and Wachovia Bank, National Association (23)
- 10.11 Five-year Credit Agreement, dated as of March 23, 2004, between the Registrant, certain subsidiaries of the Registrant, certain lenders, Wachovia Bank, National Association, as Administrative Agent, Bank One, NA, as Syndication Agent, Bank of America N.A., as Syndication Agent, Barclays Bank PLC, as Documentation Agent, Deutsche Bank Securities, Inc., as Documentation Agent, Wachovia Capital Markets, LLC, as Lead Arranger and Book Manager, and Banc One Capital Markets, Inc., as Lead Arranger and Book Manager (23)

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| Exhibit Number | Exhibit Description |
|---------------------------|--|
| 10.12 | Partnership Agreement of R.P. Scherer GmbH & Co. KG (4) |
| 10.13 | Stock Incentive Plan, as amended (6)* |
| 10.14 | Directors Stock Option Plan, as amended and restated (6)* |
| 10.15 | Amended and Restated Equity Incentive Plan, as amended (15) and (17)* |
| 10.16 | Form of Nonqualified Stock Option Agreement under the Amended and Restated Equity Incentive Plan, as amended (21)* |
| 10.17 | Form of Restricted Share Units Agreement under the Amended and Restated Equity Incentive Plan, as amended (21)* |
| 10.18 | Form of Directors Stock Option Agreement under the Amended and Restated Equity Incentive Plan, as amended (21)* |
| 10.19 | Outside Directors Equity Incentive Plan (11)* |
| 10.20 | Form of Directors Stock Option Agreement under the Outside Directors Equity Incentive Plan (21)* |
| 10.21 | Broadly-based Equity Incentive Plan, as amended (18) |
| 10.22 | Deferred Compensation Plan, as amended and restated (10)* |
| 10.23 | First Amendment to Deferred Compensation Plan (21)* |
| 10.24 | Second Amendment to Deferred Compensation Plan (24)* |
| 10.25 | Directors Deferred Compensation Plan, as amended and restated (24)* |
| 10.26 | Global Employee Stock Purchase Plan (24) |
| 10.27 | Performance-Based Incentive Compensation Plan, as amended (13)* |

- 10.28 R.P. Scherer Corporation 1997 Stock Option Plan (8)*
- 10.29 R.P. Scherer Corporation 1990 Nonqualified Performance Stock Option Plans, as amended (8)*
- 10.30 Allegiance Corporation 1996 Incentive Compensation Program (7)*
- 10.31 Allegiance Corporation 1998 Incentive Compensation Program (7)*
- 10.32 Allegiance Corporation 1996 Outside Director Incentive Compensation Plan (7)*
- 10.33 Amended and Restated Employment Agreement, effective as of February 1, 2004, between the Registrant and Robert D. Walter (22)*
- 10.34 Employment Agreement, effective as of February 1, 2004, between the Registrant and George L. Fotiades (22)*

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| Exhibit Number | Exhibit Description |
|---------------------------|--|
| 10.35 | Employment Agreement, dated and effective as of February 5, 2003, between the Registrant and Stephen S. Thomas (19)* |
| 10.36 | Employment Agreement, dated and effective as of November 5, 2003, between the Registrant and Ronald K. Labrum (21)* |
| 10.37 | Employment Agreement, dated and effective as of July 26, 2004, between the Registrant and J. Michael Losh (24)* |
| 10.38 | Form of Indemnification Agreement between the Registrant and individual Directors (24)* |
| 10.39 | Form of Indemnification Agreement between the Registrant and individual Officers (24)* |
| 10.40 | Restricted Share Units Agreement, dated October 15, 2001, between the Registrant and Robert D. Walter (18)* |
| 10.41 | Nonqualified Stock Option Agreement, dated November 19, 2001, between the Registrant and Robert D. Walter (10)* |
| 10.42 | Restricted Share Units Agreement, dated November 20, 2001, between the Registrant and Robert D. Walter (10)* |
| 10.43 | Restricted Share Units Agreement, dated December 31, 2001, between the Registrant and Robert D. Walter (18)* |
| 10.44 | Restricted Share Units Agreement, dated December 31, 2001, between the Registrant and George L. Fotiades (10)* |
| 10.45 | Restricted Share Units Agreement, dated December 31, 2001, between the Registrant and Stephen S. Thomas (10)* |
| 10.46 | Form of Restricted Share Units Agreement, dated December 31, 2001, between the Registrant and each of Messrs. Miller and Rucci (10)* |

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- 10.47 Restricted Share Units Agreement, dated February 1, 2002, between the Registrant and Robert D. Walter (18)*
- 10.48 Restricted Share Units Agreement, dated February 1, 2002, between the Registrant and Robert D. Walter (18)*
- 10.49 Restricted Share Units Agreement, dated April 2002, between the Registrant and Stephen S. Thomas (18)*
- 18.01 Letter Regarding Change in Accounting Principle (14)
- 18.02 Letter Regarding Change in Accounting Principle (24)
- 21.01 List of Subsidiaries of the Registrant (24)
- 23.01 Consent of Ernst and Young LLP (24)

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| Exhibit Number | Exhibit Description |
|---------------------------|--|
| 31.01 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (24) |
| 31.02 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (24) |
| 31.03 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.04 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.02 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (24) |
| 99.02 | Special Code Section 401(a)(9) Amendment to the Cardinal Health Profit Sharing, Retirement and Savings Plan (24) |
| 99.03 | First Amendment to the Cardinal Health Profit Sharing, Retirement and Savings Plan (Amended and Restated Effective as of July 1, 1998) (Revised as of 2002) (24) |
| 99.04 | First Amendment to the Cardinal Health Profit Sharing, Retirement and Savings Plan (As amended and restated July 1, 2002) (24) |
| 99.05 | Second Amendment to the Cardinal Health Profit Sharing, Retirement and Savings Plan (As amended and restated July 1, 2002) (24) |
| 99.06 | Cardinal Health, Inc. Employee Stock Purchase Plan, as amended (24) |

* Management contract or compensation plan or arrangement.

(1) Included as an exhibit to the Registrant's Quarterly Report

on Form 10-Q
for the quarter
ended March 31,
1994 (File
No. 1-11373)
and incorporated
herein by
reference.

- (2) Included as an exhibit to the Registrant's Current Report on Form 8-K filed April 21, 1997 (File No. 1-11373) and incorporated herein by reference.
- (3) Included as an exhibit to the Registrant's Registration Statement on Form S-4 (No. 333-74761) and incorporated herein by reference.
- (4) Included as an exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 1998 (File No. 1-11373) and incorporated herein by reference.
- (5) Included as an exhibit to the Registrant's Registration Statement on Form S-4

(No. 333-30889)
and incorporated
herein by
reference.

(6) Included as an
exhibit to the
Registrant's
Annual Report
on Form 10-K
for the fiscal year
ended June 30,
1994 (File
No. 1-11373)
and incorporated
herein by
reference.

(7) Included as an
exhibit to the
Registrant's
Post-Effective
Amendment
No. 1 on Form
S-8 to Form S-4
Registration
Statement
(No. 333-68819)
and incorporated
herein by
reference.

(8) Included as an
exhibit to the
Registrant's
Post-effective
Amendment
No. 1 on Form
S-8 to Form S-4
Registration
Statement
(No. 333-56655)
and incorporated
herein by
reference.

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- (9) Included as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1996 (File No. 1-11373) and incorporated herein by reference.

- (10) Included as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2001 (File No. 1-11373) and incorporated herein by reference.

- (11) Included as an exhibit to the Registrant's Registration Statement on Form S-8 (No. 333-38192) and incorporated herein by reference.

- (12) Included as an exhibit to the Company's Post-Effective Amendment No. 1 of Form S-8 to Form S-4 Registration Statement (No. 333-53394)

and incorporated
herein by
reference.

(13) Included as an
exhibit to the
Registrant's
Quarterly Report
on Form 10-Q
for the quarter
ended
December 31,
1998 (File
No. 1-11373)
and incorporated
herein by
reference.

(14) Included as an
exhibit to the
Registrant's
Quarterly Report
on Form 10-Q
for the quarter
ended
September 30,
2001 (File
No. 1-11373)
and incorporated
herein by
reference.

(15) Included as an
exhibit to the
Registrant's
Annual Report
on Form 10-K
for the fiscal year
ended June 30,
1999 (File
No. 1-11373)
and incorporated
herein by
reference.

(16) Included as an
exhibit to the
Registrant's
Registration
Statement on
Form S-3

(No. 333-62944)
and incorporated
herein by
reference.

(17) Included as an
exhibit to the
Registrant's
Annual Report
on Form 10-K
for the fiscal year
ended June 30,
2001 (File
No. 1-11373)
and incorporated
herein by
reference.

(18) Included as an
exhibit to the
Registrant's
Annual Report
on Form 10-K
for the fiscal year
ended June 30,
2002 (File
No. 1-11373)
and incorporated
herein by
reference.

(19) Included as an
exhibit to the
Registrant's
Quarterly Report
on Form 10-Q
for the quarter
ended
December 31,
2002 (File
No. 1-11373)
and incorporated
herein by
reference.

(20) Included as an
exhibit to the
Registrant's
Quarterly Report
on Form 10-Q
for the quarter

ended March 31,
2003 (File
No. 1-11373)
and incorporated
herein by
reference.

(21) Included as an
exhibit to the
Registrant's
Quarterly Report
on Form 10-Q
for the quarter
ended
December 31,
2003 (File
No. 1-11373)
and incorporated
herein by
reference.

(22) Included as an
exhibit to the
Registrant's
Current Report
on Form 8-K
filed February 6,
2004 (File No.
1-11373) and
incorporated
herein by
reference.

(23) Included as an
exhibit to the
Registrant's
Current Report
on Form 8-K
filed October 20,
2004 (File No.
1-11373) and
incorporated
herein by
reference.

(24) Filed as with the
Registrant's
Annual Report
on Form 10-K
for the fiscal year
ended June 30,

2004 (File No.
1-11373) on
October 26,
2004.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on November 8, 2005.

CARDINAL HEALTH, INC.

By: /s/ Robert D. Walter

Robert D. Walter, Chairman and
Chief Executive Officer

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