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AMERISOURCEBERGEN CORP
 Form 424B3
 November 13, 2001

Prospectus Supplement No. 3
 (To Prospectus Dated September 6, 2001)

Filed Pursuant to Rule 424(b)(3)
 Commission File No. 333-68278

AMERISOURCEBERGEN CORPORATION

AMERISOURCE HEALTH CORPORATION

\$300,000,000 Principal Amount of 5% Convertible Subordinated Notes Due December 2007 and 5,663,730 Shares of Common Stock Issuable Upon Conversion of the Notes

This prospectus supplement relates to the resale by the holders of 5% Convertible Subordinated Notes Due December 1, 2007 of AmerisourceBergen Corporation and AmeriSource Health Corporation and the shares of common stock, \$.01 par value per share, of AmerisourceBergen Corporation issuable upon the conversion of the notes.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus dated September 6, 2001, including any amendments or supplements thereto. The terms of the notes are set forth in the prospectus.

The information in the table appearing under the heading "Selling Securityholders" in the prospectus is amended by adding the information below with respect to persons not previously listed in the prospectus or in any amendments or supplements thereto, and by superceding the information with respect to persons previously listed in the prospectus or in any amendments or supplements thereto that are listed below:

| Name | Amount of Notes Owned Before Offering | Amount of Notes that May be Sold | Shares of Common Stock Owned Before Offering |
|---|---|--|---|
| Alexandra Global Investment Fund I, Ltd..... | \$ 2,500,000 | \$ 2,500,000 | 0 |
| Chrysler Corporation Master Retirement Trust..... | \$ 0 | \$ 0 | 0 |
| Delta Air Lines Master Trust..... | \$ 0 | \$ 0 | 0 |
| Delta Pilots D&S Trust..... | \$ 0 | \$ 0 | 0 |
| Motion Picture Industry Health Plan - Active Member Fund..... | \$ 0 | \$ 0 | 0 |

| | | |
|---------------------------------|-------------------------|---|
| Amount of Notes Owned Before | Amount of Notes that | Shares of Common Stock Owned Before |
|---------------------------------|-------------------------|---|

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| Name | Offering | May be Sold | Offering |
|--|----------|-------------|----------|
| Motion Picture Industry Health Plan - Retiree Member Fund..... | \$ 0 | \$ 0 | 0 |
| OCM Convertible Trust..... | \$ 0 | \$ 0 | 0 |
| Partner Reinsurance Company Ltd..... | \$ 0 | \$ 0 | 0 |
| State Employees' Retirement Fund of the State of Delaware..... | \$ 0 | \$ 0 | 0 |
| State of Connecticut Combined Investment Funds..... | \$ 0 | \$ 0 | 0 |
| Vanguard Convertible Securities Fund, Inc. | \$ 0 | \$ 0 | 0 |

The securities offered by the prospectus involve a high degree of risk. See "Risk Factors" beginning on page 9 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The Date of this Prospectus Supplement is November 13, 2001.