

MCKESSON CORP  
Form DEFA14A  
June 19, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

.. Filed by a Party other than the Registrant

**Check the appropriate box:**

- .. Preliminary Proxy Statement
- .. CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
- .. Definitive Proxy Statement
- .. Definitive Additional Materials
- .. Soliciting Material Pursuant to §240.14a-12

**McKESSON CORPORATION**

*(Name of Registrant as Specified In Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

**Payment of Filing Fee (Check the appropriate box):**

**No fee required.**

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2015 Annual Meeting of Stockholders  
Meeting Date: July 29, 2015

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Executive Summary

We ask for your support at our 2015 Annual Meeting

Strong

Performance

Delivered strong financial and operational performance in FY 2015

Increased Adjusted EPS by 29% year-over-year and achieved a three-year compound annual growth rate of almost 21%

Generated \$3.1 billion in operating cash flow

Delivered total shareholder return of 29%, adding \$11.7 billion in market value

Expanded our scale and global reach with the acquisition of Celesio AG

Robust  
Governance  
Practices

We value shareholder feedback in the refinement of our governance practices  
Recently elected our Lead Independent Director to an additional two-year term  
Delivering on our commitment, we are pleased to submit proxy access by-law  
amendments to shareholders at the 2015 Annual Meeting

Improvements to  
the Compensation  
Program

Engaged with over 62% of our shareholder base since the 2014 Annual Meeting  
Continued to enhance our compensation program in response to feedback:

- o Introduced new performance metrics
- o Performance or vesting periods for new long-term awards of at least three years

Independent and  
Experienced Board

10 of 11 director nominees are independent  
Our directors bring a balance of industry-specific and functional expertise

We  
are  
refreshing  
our  
Board

we  
added  
three  
new  
independent  
directors

in  
FY  
2015  
and expect three of our current directors to retire over the next two years

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A History of Strong, Sustained Performance

Key Operational,

Financial and

Strategic

Achievements

Delivered significant, profitable growth on a top-line, bottom-line, and cash flow basis

Deepened relationships with customers and manufacturing partners while expanding scale and global reach

Focused

growth  
on  
emerging  
technology  
solutions  
and  
enhanced  
customer  
relationships  
in distribution solutions

Continued execution of disciplined strategic transactions, most recently the \$8 billion acquisition of Celesio AG that expanded McKesson's global platform

Balanced capital allocation policy with significant capital return to shareholders through both stock repurchases and dividends

Our executive team and experienced Board have driven tremendous long-term value for our shareholders

\* Total shareholder return (TSR) is calculated as stock price appreciation (or reduction) over the measurement period, including dividends when paid, divided by the stock price at the beginning of the period.

Responsive to Shareholder Feedback

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Ongoing

Board

Refreshment

Substantive

Compensation

Program

Changes

In FY 2014, implemented changes to address concerns regarding the scale of our CEO's pension and



the quantum of his pay:

- o Reduced pension benefit to a fixed value almost 30% less than the amount he would have received had he resigned at the end of FY 2013
  - o Eliminated volatility in pension due to changes in actuarial assumptions
- In FY 2015, continued to enhance our executive compensation program:
- o Introduced a new relative performance metric and strengthened pay for performance alignment
  - o Relative total shareholder return metric is part of a long-term incentive program that also uses absolute financial performance metrics
  - o All executive officers receive long-term incentive awards with performance or vesting periods of at least three years
- In FY 2014, implemented a number of changes to our Board's leadership structure:
- o Alton F. Irby III, former Chair of the Compensation Committee, stepped off that Committee
  - o Jane E. Shaw, Ph.D., joined the Compensation Committee and then assumed the role of Chair
  - o Wayne A. Budd was appointed Chair of the Governance Committee
- In FY 2015, refreshed Board committees and Board composition:
- o Appointed a new Chair of the Compensation Committee, Andy D. Bryant, upon retirement of the former Chair
  - o Three new members joined our Board of Directors - N. Anthony Coles, M.D., Donald R. Knauss and Susan R. Salka
  - o In addition to a

fresh  
perspective,  
Dr.  
Coles  
and  
Ms.  
Salka  
both  
bring  
years  
of  
leadership  
in  
the  
healthcare  
industry  
and  
Mr.  
Knauss  
brings  
unique  
branding  
and  
retailer  
knowledge  
We  
expect  
three  
of  
our  
current  
directors  
to  
retire  
over  
the  
next  
two  
years:  
Alton  
F.  
Irby  
III,  
David  
M.  
Lawrence,  
M.D.  
and  
Wayne  
A.

Budd

We regularly engage with our shareholders to understand their views and make meaningful changes in response to shareholder feedback

Total Shareholder Return of 258%,  
CEO Direct Pay Down 21%

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Total Shareholder Return

(1)

vs. CEO Total Direct Compensation

(2)

(1)

Total shareholder return assumes \$100 invested at the close of trading on March 31, 2010 and the reinvestment of dividends w

Total direct compensation ( TDC ) refers to total compensation disclosed in the Summary Compensation Table minus the am  
under the Change in Pension Value and Nonqualified Deferred Compensation Earnings column. We exclude this amount be  
not reflect Compensation Committee decisions based on Company or individual performance.

(2)

Executive Compensation

Financial Targets Tied to Operating and Strategic Plans

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Key Considerations in Development of Annual and Long-Term Goals

Business Environment

Competitive Factors

McKesson Objectives

International Trends

Public

Policy

Analyst

Expectations

Market

Outlook

Tax

Policy

Industry Trends

Competitor Performance

Competitor Plans

Competitive Landscape

Market Growth

Historical Trends

Historical Performance

Long Range Planning

Capital Deployment Opportunities

Recent Capital Deployment Decisions

Long Range Corporate Strategy

Financial targets for annual and long-term incentive plans tied to annual operating plan and rolling three-year strategic plan

This approach has been effective:

o

From FY

2013 to FY

2015, McKesson's forward earnings guidance grew at its midpoint by more than 47%, representing a compound annual growth rate of more than 21%

o

For FY

2015, forward earnings guidance published on May 12, 2014 represented 25% to 30% growth year-over-year on a constant currency basis

o

The growth marked by our FY 2015 forward guidance was incorporated into each of the financial performance targets approved by the Compensation Committee in May 2014 for use in McKesson's executive compensation program

Rigorous operational and strategic planning supports

the development of relevant and challenging incentive targets

What's New: Executive Compensation  
Incentive Plan Changes for FY 2015

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Shareholder Feedback

Impact on FY 2015 Incentive

Plans

Redundant

use of

earnings metrics

Replaced Adjusted EBITDA with Adjusted OCF as secondary financial  
metric in the Management Incentive Plan (annual cash incentive)

Replaced Cumulative Adjusted OCF with Adjusted ROIC as secondary  
metric in the Long-Term Incentive Plan (long-term cash incentive)

Lack of shareholder

return or relative measure

Replaced Performance Restricted Stock Unit program (PeRSU,

former long-term equity incentive) with a new Total Shareholder Return Unit program (TSRU, new long-term equity incentive) for executive officers

Adopted TSR relative to S&P 500 Health Care Index as sole performance metric

in

new

TSRU

program:

o

Target

payout

at

55

th

percentile

relative

to

index

(above

median

performance)

o

Payout capped at target if McKesson TSR is negative

Short performance period

(one-

year) in PeRSU

program

All long-term incentive plans for executive officers, including the new

TSRU program, now have performance or vesting periods of at least

three years



Vital Balance of Industry and Functional Expertise

8

Experienced Leaders

Global Leadership

All 11

nominees are experienced business leaders, which equips them to provide constructive insight to our management team.

8

of the nominees have substantial international experience, which

brings critical perspective to our Board with our expansion in the global marketplace.

Healthcare

Financial Expertise

5

of

the

nominees

are

experienced

leaders

in

the

healthcare

industry,

including

leaders

of

pharmaceutical

and

medical

device

companies

and

organizations

providing

healthcare

services.

10

of the nominees have valuable financial experience having spent a significant portion of their careers

focused on finance or as chief

executives, with 3

of them previously

having served as Chief Financial

Officers.

Supply Chain

Technology

8

of the nominees bring supply chain or manufacturing experience to our boardroom, which enhances the

Board's oversight of our Distribution

Solutions businesses.

5 of the nominees are experienced

leaders in the technology industry,

which allows them to effectively

oversee the management of our

Technology Solutions businesses.

The Governance Committee has worked to build a vibrant Board that blends the right expertise and perspectives to oversee McKesson

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Independent, Experienced and Diverse Board

McKesson's Board, with its diverse perspectives, provides valuable guidance, consultation and oversight for management

Actively Refreshing the Board with New Talent

During

FY

2015,

three

new

members

joined  
our  
Board  
of  
Directors:  
N.  
Anthony  
Coles,  
M.D.,  
Donald  
R.  
Knauss  
and Susan  
R. Salka  
In  
addition  
to  
the  
fresh  
perspectives  
they  
provide  
the  
Board,  
Dr.  
Coles  
and  
Ms.  
Salka  
both  
bring  
years  
of  
leadership  
in  
the  
healthcare  
industry,  
and  
Mr.  
Knauss  
brings  
unique  
branding  
and  
retailer  
knowledge  
Jane

E. Shaw, Ph.D., our longest-tenured director, retired from the Board at the 2014 Annual Meeting of Stockholders,

and  
we  
expect  
three  
additional  
directors  
to  
retire  
over  
the  
next  
two  
years:  
Alton  
F.  
Irby  
III,  
David  
M.  
Lawrence,  
M.D.  
and  
Wayne  
A.  
Budd

The Governance Committee maintains a robust self-assessment and nomination process and will continue to draw from a pool of highly qualified, diverse and independent director candidates for nomination to the Board

What's New: Governance

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In 2014, we announced plans to submit a proposal at the 2015 Annual Meeting to adopt proxy access by-law amendments

Over the last 12 months, we continued to actively engage with shareholders to understand their views on proxy access

On June 1

st

, we announced that our Board adopted proxy access by-law amendments, subject to shareholder approval at the 2015 Annual Meeting, with the following terms:

o

3% ownership with a three-year holding period

o

Shareholders may nominate directors for up to 20% of the available seats

The by-law amendments will become effective immediately if approved by shareholders

Our Board remains committed to strong, shareholder-focused, contemporary corporate governance practices consistent with our goal of creating long-term, sustainable value for McKesson's shareholders

Delivering on Proxy Access

Reelection of Lead Independent Director

In 2013, the Board created the role of Lead Independent Director and elected Edward A. Mueller as McKesson's first Lead Independent Director to serve a two-year term

In April 2015, the independent directors of the Board elected Mr. Mueller to serve an additional two-year term as Lead Independent Director, subject to his continuing reelection and status as an independent director



Board Perspectives on Shareholder Proposals

Disclosure of Political Contributions

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Given the limited nature of McKesson's corporate political contributions, together with recently enhanced transparency and Board oversight of our political engagement, the Board believes this proposal is unnecessary and recommends a vote AGAINST

Decisions

made

by

policymakers

have  
a  
profound  
impact  
on  
our  
industry,  
business  
and  
customers

We primarily engage in the political process through the McKesson Corporation Employees Political Fund ( PAC )

Contributions are funded entirely by eligible McKesson employees on a voluntary basis; such contributions are not made with corporate assets

Transparency and accountability with respect to political expenditures are important

All  
corporate  
political  
contributions  
are  
subject  
to  
both  
internal  
procedures  
and  
strict  
laws  
regarding  
transparency

[www.mckessoncorporatecitizenship.com](http://www.mckessoncorporatecitizenship.com) provides a detailed description of our approach and total corporate political contributions (under

Our  
Company

Engagement  
and  
Collaboration ),  
and

our  
PAC files monthly reports with the Federal Election Commission

McKesson  
does  
not  
make  
independent  
expenditures

or  
super  
PAC  
contributions  
McKesson makes a limited number of corporate political contributions at the state level  
This includes corporate contributions to state candidates and political action committees in areas  
where the Company has a significant employee or facility presence  
Political  
contributions  
are  
subject  
to  
Board  
oversight,  
and  
all  
contributions  
must  
be  
approved  
by  
the  
Senior Vice President of Public Affairs, with contributions greater than \$1,000 subject to approval by  
the Chairman of the Board and Chief Executive Officer  
Participating  
in the  
Political Process  
Contributions  
Funded by  
Employees  
Transparency  
and Disclosure  
Limited  
Corporate  
Contributions

Board Perspectives on Shareholder Proposals

Accelerated Vesting of Equity Awards

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The Board believes that the current executive compensation structure, including accelerated vesting of equity incentive awards, is appropriate and effective at aligning the interests of executives and shareholders

a vote **AGAINST** is recommended

The

Board

opposes

this

proposal  
because  
providing  
for  
accelerated  
vesting  
of  
equity  
awards  
in  
the  
event

of a named executive officer's termination following a change in control is in the best interests of shareholders:

o  
This double trigger for accelerated vesting is consistent with feedback from our shareholders

o  
Executives have employee benefits, including severance and change in control benefits, that the Compensation Committee believes are competitively necessary

o  
Adopting this proposal would limit our ability to provide competitive compensation programs and could disadvantage our ability to attract and retain highly qualified employees

The Board believes that the current structure of the Company's executive compensation program, including the provisions related to accelerated vesting of equity incentive awards, is appropriate and effective, and aligns the interests of our executives with those of the Company's shareholders

o  
These compensation programs are consistent with market practice and provide us with the ability to compete for, attract and retain talented executives

Accelerated  
vesting

can  
help  
to  
mitigate  
some  
of  
the  
uncertainty

that  
will  
likely  
arise  
for  
executives  
from  
a  
change in control transaction, and reduce the risk of executive turnover during a pending transaction where the risk of job loss is relatively high for senior executives

Accelerated  
Vesting Subject

to a Double  
Trigger Benefits  
Shareholders  
Aligning  
Incentives  
Retaining Key  
Talent

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2015 Annual Meeting of Stockholders

This information is being provided to shareholders in addition to the proxy statement filed by McKesson Corporation (the Company) with the Securities and Exchange Commission (the SEC) on June 15, 2015. Please read the complete proxy statement and accompanying materials carefully before you make a voting decision. Even if voting instructions for your proxy have already been given, you can change your vote at any time before the Annual Meeting by giving new voting instructions as described in more detail in the proxy statement. The proxy statement, and any other documents filed by the Company with the SEC, may be obtained free of charge at [www.sec.gov](http://www.sec.gov) and from the Company's website at [www.mckesson.com](http://www.mckesson.com).