

MCKESSON CORP  
Form DEFA14A  
June 26, 2014

**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)

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- No fee required.
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2014 Annual Meeting of Stockholders  
Meeting Date: July 30, 2014

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Executive Summary

We ask for your support at our 2014 Annual Meeting

Delivered Strong

Performance

Superior financial and operational performance in FY 2014

Revenues of \$137.6B (13% increase from FY 2013)

Operating cash flow of \$3.1B (24% increase from FY 2013)

Adjusted EPS of \$8.35 (31% increase from FY 2013)

65%

total  
shareholder  
return

for  
the  
fiscal  
year  
ended  
March

31,  
2014

Successfully executed on strategic and operational initiatives, including the \$8B international acquisition of Celesio AG

Robust Governance  
Structure is Informed

by Shareholder  
Feedback

We value shareholder feedback in the refinement of our compensation and governance practices

We implemented and expanded our Lead Independent Director role

We have committed to submit a proxy access by-law amendment to our shareholders in 2015

Continued

Improvements to the  
Compensation Program

After our 2013 Annual Meeting, we engaged with over 50% of our shareholder base to understand their concerns

We made meaningful changes to our CEO's pension benefit, our executive pay magnitude and incentive plan design

Independent and  
Experienced Board

8 of 9 director nominees are independent

Our directors bring a balance of industry-specific and functional expertise

We  
are  
refreshing  
our  
Board

we  
added  
1  
new  
director  
in  
April  
2014

and  
expect  
4 of our existing directors to retire over the next 3 years (including 1 at the 2014  
Annual Meeting)

3

3

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

Undertook strategic and operational actions focusing on areas where we have a leading position in order to improve our efficiency and enhance our ability to continually innovate



for our customers

Continued execution of disciplined strategic transactions, most recently the \$8B acquisition of Celesio AG that expands 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

1-Year TSR

3-Year TSR

TSR Since Mr.

Hammergren

Named CEO in

FY 2002

127%

88%

29%

195%

80%

25%

628%

129%

65%

0%

100%

200%

300%

400%

500%

600%

700%

McKesson

FY 2014 Compensation Peer Group

(Market Cap Weighted Average)

S&P 500 Health Care Index

Responsive to 2013 Vote and  
Subsequent Shareholder Feedback

4

Ongoing Board  
Committee

Refreshment

Clawback Policy

Enhanced Based

On Shareholder

Proposal

Compensation Committee implemented changes to address concerns regarding the scale

of the CEO's pension and the quantum of his pay

o

Reduced pension by \$45M and set a fixed value for pension benefit

o

Eliminated volatility in pension due to changes in actuarial assumptions

Alton Irby, former Chair of the Compensation Committee, has stepped off that Committee

Jane

Shaw

joined

the

Compensation

Committee

and

assumed

the

role

of

Committee

Chair

New Director N. Anthony Coles joined the Compensation Committee in April 2014

Wayne Budd was appointed Chair of the Governance Committee

Policy previously required intentional misconduct or a material negative revision of financial or operating measures to trigger a clawback

o

Intent

and Materiality

restrictions were eliminated, providing the Compensation

Committee greater flexibility in determining when to trigger a clawback

Policy now requires public disclosure of the results of any deliberations regarding whether to recoup compensation, except where prevented by legal or privacy concerns

We

engaged

with

over

50%

of

our

shareholders

to

understand

areas

of

concern

and made meaningful changes in response to shareholder feedback

Substantive

Compensation

Program Changes

Made to CEO Pay

What's New: Executive Compensation  
Evaluation of Our CEO's Pension Benefit

5

Some shareholders had concerns regarding the scale of our CEO's pension benefit

The CEO's pension benefit is provided under a legacy pension benefit plan and an employment agreement from 1999

The annual increase in pension accumulation is reflected in the Summary Compensation Table and can cause spikes in total disclosed compensation

Change reported in 2013 resulted from

adjustments to actuarial / interest rate assumptions, which were required in light of a long period of historically low interest rates

Representatives of the Board and management reached out to shareholders to understand their perspectives following the 2013 say on pay vote

The Compensation Committee evaluated possible changes to the CEO's pension in the context of important goals

Drive the right business outcomes for McKesson

Be in the best interests of all shareholders, and responsive to their concerns

Retain and motivate our CEO

6  
What's New: Executive Compensation  
Changes to the CEO's Pension  
Eliminated growth in CEO's pension cost  
Eliminated volatility in CEO's pension benefit due to changes in actuarial assumptions  
Eliminated CEO's incentive to leave based on a changing interest rate environment  
Due to this change, there will be no future change to the value of the pension, which will  
simplify Summary Compensation Table disclosure  
Fixed the CEO's pension benefit with \$45M reduction (~30%) from the termination benefit  
disclosed in 2013

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What's New: Executive Compensation

FY 2014 Current NEO Compensation Decisions

Base

Salaries

Maintained

CEO base salary since May 2010 and other Current NEO

base salaries since May 2011

Performance

RSUs

Reduced

target  
awards  
by  
an  
average  
of  
6%  
from  
FY  
2013  
Option  
Awards  
Reduced  
grant date values by an average of 24% from FY 2013  
Long-Term  
Incentive  
Plan  
Reduced  
maximum payout opportunity for executive officers by 33%  
for  
FY  
2012

FY  
2014  
performance  
period  
Reduced  
target  
awards  
by  
an  
average  
3%  
from  
FY  
2013

FY  
2015  
performance period  
We  
heard  
our  
shareholders  
views  
about  
the  
level  
of



total  
compensation  
and responded by reducing nearly every element of our FY 2014 pay program

FY 2010

FY 2014 CEO Direct Pay Down 26%

With Total Shareholder Return of 427%

8

(1)

(2)

Total shareholder return assumes \$100 invested at the close of trading on March 31, 2009 and the reinvestment of dividends w

Total direct compensation ( TDC ) refers to total compensation disclosed in the Summary Compensation Table minus the am

the Change in Pension Value and Nonqualified Deferred Compensation Earnings column. We exclude this amount because

Compensation Committee decisions based on Company or individual performance.

Executive Compensation  
Financial Targets Tied to Operating and Strategic Plans  
9  
Key Considerations in Development of Financial Targets  
for Annual and Long-Term Incentive Plans  
Business Environment  
Competitive Factors  
McKesson Objectives  
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

1-

year

operating

plan

and

rolling

3-

year strategic plan

This approach has been effective

o

From FY

2012 to FY

2014, McKesson's forward earnings guidance grew by more than 30%,

representing a compound annual growth rate of approximately 15%

o

For FY

2015, forward earnings guidance published on May 12, 2014 was 27% greater than the

actual

earnings

result

for

FY

2014

What's New: Executive Compensation

Incentive Plan Changes for FY 2015

10

Shareholder Concerns

Impact on FY 2015 Incentive Plan

Redundant use of  
earnings metrics

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

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

incentive)  
Lack of shareholder return  
or relative measure  
and  
Short performance period  
(1-  
year) in PeRSU program  
Replaced  
Performance  
Restricted  
Stock  
Unit  
( PeRSU,  
former long-  
term equity incentive) program with new Total Shareholder  
Return  
Unit  
( TSRU,  
new  
long-term  
equity  
incentive)  
program  
for  
executive officers  
Adopted TSR relative to S&P 500 Health Care Index as sole  
performance metric in new TSR program  
o  
Target  
payout  
at  
55  
th  
percentile  
relative  
to  
index  
(above  
median performance)  
o  
Payout capped at target if McKesson TSR is negative  
All long-term incentive plans for executive officers, including new  
TSRU  
program,  
now  
have  
performance  
or  
vesting  
periods

of  
at  
least  
3  
years

11

Governance Attributes

Our Board actively seeks input from shareholders and is committed to continuously monitoring and maintaining effective governance practices

\*

Reflects governance changes adopted or enhanced in last year

Key

Governance

Attributes

Shareholder Right

to Call Special



Meeting \*  
No Supermajority  
Vote Provisions  
Majority Voting for  
Uncontested Director  
Elections  
Annual Election  
of Directors  
8 of 9 Director  
Nominees are  
Independent  
Robust Lead  
Independent  
Director \*  
Significant  
Director Equity  
Ownership  
Annual CEO  
Succession Review  
Regular Executive  
Sessions of the Board  
No Poison Pill  
Related Party  
Transactions Policy

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Independent, Experienced Board with  
Diverse Skills & Perspectives

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

Nominees Bring a Balance of Industry-Specific and Functional Expertise

All 9 have served on other public company  
boards

2 former leaders of pharmaceutical or medical  
device companies

4 nominees with healthcare experience

3 with financial expertise  
3 technology industry experts  
2 former CFOs  
8  
Independent  
Directors  
7  
Current or  
Former CEOs  
2  
Females  
2  
African  
Americans  
2  
Physicians  
89%  
78%  
22%  
22%  
22%

What's New: Corporate Governance

Ongoing Board Refreshment

13

The Governance Committee continues to identify candidates to join the Board and provide fresh perspectives as new independent Directors

Expected Composition at 2017 AGM\*\*

Current Board Tenure\*

N. Anthony Coles, M.D.,

appointed to the Board in

April 2014

o

Former CEO and  
Chairman of Onyx  
Pharmaceuticals  
(NASDAQ:ONXX)

o

Extensive experience in  
biopharmaceuticals and  
pharmaceuticals

o

Independent under SEC,  
New York Stock  
Exchange and McKesson  
criteria

\*Includes

Dr.  
Shaw  
who  
will  
be  
leaving  
the  
Board

at  
the  
upcoming  
Annual  
Meeting

\*\*Assumes no expansion in Board size

16+ Years

2

1

4

4

1

0-5 Years

6-10 Years

11-15 Years

16+ Years

4

1

2

0-5 Years

6-10 Years

11-15 Years

What's New: Corporate Governance

Expansion of Lead Director Role

14

Preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors

Serve as liaison between the Chairman and the independent directors

Approve information sent to the

Board

Approve Board meeting agendas and assure that there is sufficient time for discussion of all items

Call meetings of the independent directors, as appropriate

If requested by major shareholders, ensure that he or she is available for direct communication

Lead the annual evaluation of directors and the CEO

Assume role of Chairman of the Board on an interim basis in the event of a temporary or permanent absence of the Chairman

Provide recommendations to the Governance Committee regarding Board committee memberships selection of committee chairs

Retain independent legal, accounting and other advisors

Assist in assuring compliance with, and implementation of, the Corporate Governance Guidelines

Core Roles and Responsibilities of Lead Independent Director

Expansion of Lead Independent Director's Powers

Created role in

January 2013,

effective July 2013

Expanded role in

October 2013

What's New: Governance

Proxy Access By-Law in 2015

15

We recently announced plan to submit a proposal at the 2015 Annual Meeting to adopt a proxy access by-law amendment. Discussed proxy access with shareholders in reaching decision. 3% ownership with a 3-year holding period. Shareholders may nominate directors for up to 20% of the available seats.

McKesson's

plan

to



seek  
shareholder  
approval  
of  
proxy  
access  
demonstrates  
our  
commitment to best practices in corporate governance

Board Perspectives on Shareholder Proposals

Action by Written Consent of Shareholders

16

The Board believes that implementation of this proposal is unnecessary given the ability of shareholders to call special meetings

o

Currently, any matter that either McKesson or its shareholders wish to present for a vote must be presented at an annual or special meeting; this allows all shareholders to consider, discuss and vote on pending shareholder actions

Written consent would permit a small group of shareholders (including those who accumulate a short-term voting position through the borrowing of shares) to initiate action with no prior notice either to the other

shareholders or to the Company

o  
Such shareholders may not act in the interests of longer-term holders of our common stock

o  
Action by written consent is not subject to notice periods that are vital to informed decision making

o  
This could prevent all shareholders from having an opportunity to deliberate in an open and transparent manner, and to consider arguments for and against any action

o  
Further, the Board does not have the opportunity to analyze and provide a recommendation, and proponents need

not  
provide  
any  
information  
regarding  
themselves

or  
their  
interests

in  
the  
proposed

action to other shareholders or the Company

A proposal on this topic in 2013 was opposed by 55% of votes cast, while the special meeting right proposed by the Company was overwhelmingly approved, reflecting shareholder preferences

Given the potential for abuse and disenfranchisement of minority shareholders and other

adverse consequences associated with the right to act by less than unanimous written consent, the Board recommends a vote **AGAINST**  
this proposal

Board Perspectives on Shareholder Proposals

Disclosure of Political Contributions

17

McKesson understands that the decisions made by policymakers have a profound impact on our industry, business and customers

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

o

Contributions

are

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

The  
Company  
does  
not  
make  
independent  
expenditures  
or  
super  
PAC  
contributions

The Company does make a limited number of corporate political contributions at the state level

o  
This includes corporate contributions to state candidates and political action committees in areas where the Company has a significant employee or facility presence

o  
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

We agree that transparency and accountability with respect to political expenditures are important

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

We support transparency in reporting; a link to a database of PAC contributions is made available on our website

at  
[www.mckesson.com](http://www.mckesson.com)

under  
the  
caption

About  
McKesson-Public  
Affairs,

as  
well  
as  
the  
aggregate

amount of political contributions and a statement about the Company's political contribution policies. 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.

Board Perspectives on Shareholder Proposals

Accelerated Vesting of Equity Awards

18

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

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

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, are appropriate and effective, and align 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

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



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2014 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 19, 2014. 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).