

CARDINAL HEALTH INC  
Form S-8 POS  
January 09, 2014

As filed with the United States Securities and Exchange Commission on January 9, 2014

Registration No. 33-20895  
Registration No. 33-38021  
Registration No. 33-38022  
Registration No. 33-52535  
Registration No. 33-52537  
Registration No. 33-52539  
Registration No. 33-63283  
Registration No. 333-01927  
Registration No. 333-11803  
Registration No. 333-21631  
Registration No. 333-30889  
Registration No. 333-56655  
Registration No. 333-68819  
Registration No. 333-90417  
Registration No. 333-38190  
Registration No. 333-53394  
Registration No. 333-91600  
Registration No. 333-100564  
Registration No. 333-155158

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 33-20895  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-38021  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-38022  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-52535  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-52537  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-52539  
Post-Effective Amendment No. 2 on Form S-8 to Form S-4 Registration Statement No. 33-63283  
Post-Effective Amendment No. 2 on Form S-8 to Form S-4 Registration Statement No. 333-01927  
Post-Effective Amendment No. 2 on Form S-8 to Form S-4 Registration Statement No. 333-11803  
Post-Effective Amendment No. 3 on Form S-8 to Form S-4 Registration Statement No. 333-21631  
Post-Effective Amendment No. 2 on Form S-8 to Form S-4 Registration Statement No. 333-30889  
Post-Effective Amendment No. 2 on Form S-8 to Form S-4 Registration Statement No. 333-56655  
Post-Effective Amendment No. 2 on Form S-8 to Form S-4 Registration Statement No. 333-68819  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-90417  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-38190  
Post-Effective Amendment No. 2 on Form S-8 to Form S-4 Registration Statement No. 333-53394  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-91600  
Post-Effective Amendment No. 3 on Form S-8 to Form S-4 Registration Statement No. 333-100564  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-155158

UNDER THE SECURITIES ACT OF 1933

CARDINAL HEALTH, INC.

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(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction of  
incorporation or organization)

7000 Cardinal Place  
Dublin, Ohio 43017

(Address of Principal Executive Offices) (Zip Code)

31-0958666

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

Cardinal Distribution, Inc. 1984 Nonqualified Stock Option Plan

Cardinal Distribution, Inc. 1984 Incentive Stock Option Plan

Cardinal Distribution, Inc. 1983 Incentive Stock Option Plan

Cardinal Health, Inc. Stock Incentive Plan

Cardinal Health, Inc. Directors' Stock Option Plan

Cardinal Health, Inc. Cardinal Exchange Options

Medicine Shoppe International, Inc. 1990 Stock Option Plan

Medicine Shoppe International, Inc. Employee Incentive Stock Option Plan

Medicine Shoppe International, Inc. Executive Choice Plan

Amended and Restated 1991 Stock Plan of Pyxis Corporation

PCI Services, Inc. Stock Option Plan

Owen Healthcare, Inc. 1987 Stock Option Plan

Owen Healthcare, Inc. 1992 Stock Option Plan

Owen Healthcare, Inc. 1992 Nonemployee Directors' Stock Option Plan

Owen Healthcare, Inc. 1996 Stock Option Plan

MediQual Systems, Inc. 1987 Nonqualified Stock Option Plan

MediQual Systems, Inc. 1996 Stock Incentive Plan

R.P. Scherer Corporation 1990 Nonqualified Stock Option Plan

R.P. Scherer Corporation 1990 Nonqualified Performance Stock Option Plan A

R.P. Scherer Corporation 1990 Nonqualified Performance Stock Option Plan B

R.P. Scherer Corporation 1992 Stock Option Plan

R.P. Scherer Corporation 1997 Stock Option Plan

R.P. Scherer Corporation Director Stock Options

Allegiance Corporation 1996 Outside Director Incentive Compensation Plan

Allegiance Corporation 1996 Incentive Compensation Program

Allegiance Corporation 1998 Incentive Compensation Program

Cardinal Health, Inc. Employee Stock Purchase Plan

Cardinal Health, Inc. Global Employee Stock Purchase Plan

Bindley Western Industries, Inc. Outside Directors Stock Option Plan

Bindley Western Industries, Inc. 1987 Stock Option and Incentive Plan

Bindley Western Industries, Inc. 1993 Stock Option and Incentive Plan

Central Pharmacy Services, Inc. 1993 Stock Option Plan

Bindley Western Industries, Inc. 1998 Non-Qualified Stock Option Plan

Bindley Western Industries, Inc. 2000 Stock Option and Incentive Plan

Boron, Lepore & Associates, Inc. Amended and Restated 1996 Stock Option and Grant Plan

Boron, Lepore & Associates, Inc. 1998 Stock Option and Grant Plan

Boron, Lepore & Associates, Inc. 2002 Employee Stock Option and Incentive Plan

Syncor International Corporation 1990 Master Stock Incentive Plan

Non-Employee Director 1995 Stock Incentive Award Agreement between Syncor International Corporation and  
George S. Oki, dated January 24, 1995

Non-Employee Director 1995 Stock Incentive Award Agreement between Syncor International Corporation and

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Arnold Spangler, dated January 24, 1995

Non-Employee Director 1995 Stock Incentive Award Agreement between Syncor International Corporation and Steven B. Gerber, dated April 29, 1996

Non-Employee Director 1995 Stock Incentive Award Agreement between Syncor International Corporation and Gail R. Wilensky, dated April 29, 1996

Syncor International Corporation New Employee Stock Option Plan

Syncor International Corporation Universal Performance Equity Participation Plan

Syncor International Corporation 1999 Non-Employee Director Stock Incentive Plan

Syncor International Corporation 2000 Master Stock Incentive Plan

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Nonqualified Stock Option Award Agreement between Syncor International Corporation and Robert G. Funari, dated February 24, 1999  
(Full title of the plans)

Stephen T. Falk  
Executive Vice President, General Counsel and Corporate Secretary  
Cardinal Health, Inc.  
7000 Cardinal Place  
Dublin, Ohio 43017  
(614) 757-5000  
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

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DEREGISTRATION OF SECURITIES

These Post-Effective Amendments relate to the following Registration Statements on Form S-8 of Cardinal Health, Inc. (the "Registrant"):

- Registration Statement on Form S-8 No. 33-20895
- Registration Statement on Form S-8 No. 33-38021
- Registration Statement on Form S-8 No. 33-38022
- Registration Statement on Form S-8 No. 33-52535
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- Registration Statement on Form S-4 No. 333-53394
- Registration Statement on Form S-8 No. 333-91600
- Registration Statement on Form S-4 No. 333-100564
- Registration Statement on Form S-8 No. 333-155158

The Registrant is filing these Post-Effective Amendments relating to employee benefit plans that have expired or have been terminated or merged solely to deregister any and all securities previously registered under the Registration Statements that remain unsold as of the date hereof and to terminate the effectiveness of the Registration Statements.

Item 8. Exhibits.

| Exhibit No. | Description        |
|-------------|--------------------|
| 24.1        | Power of Attorney* |

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dublin, State of Ohio, on January 9, 2014.

CARDINAL HEALTH, INC.

By: */s/* Stephen T. Falk  
 Stephen T. Falk  
 Executive Vice President, General Counsel and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments have been signed by the following persons in the capacities and on the date indicated.

| Signature                  | Title   | Date            |
|----------------------------|---|-----------------|
| *<br>George S. Barrett     | Chairman and Chief Executive Officer and<br>Director (principal executive officer)      | January 9, 2014 |
| *<br>Jeffrey W. Henderson  | Chief Financial Officer (principal financial<br>officer)                                | January 9, 2014 |
| *<br>Stuart G. Laws        | Senior Vice President and Chief<br>Accounting Officer (principal accounting<br>officer) | January 9, 2014 |
| *<br>Colleen F. Arnold     | Director  | January 9, 2014 |
| *<br>Glenn A. Britt        | Director  | January 9, 2014 |
| *<br>Carrie S. Cox         | Director  | January 9, 2014 |
| *<br>Calvin Darden         | Director  | January 9, 2014 |
| *<br>Bruce L. Downey       | Director  | January 9, 2014 |
| *<br>John F. Finn          | Director  | January 9, 2014 |
| Patricia A. Hemingway Hall | Director  |                 |
| *<br>Gregory B. Kenny      | Director  | January 9, 2014 |

\* Director January 9, 2014  
David P. King

\* Director January 9, 2014  
Richard C. Notebaert

\* By: /s/ Stephen T. Falk  
Name: Stephen T. Falk  
Title: Attorney-in-Fact

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EXHIBIT INDEX

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\* Filed herewith.