

CARDINAL HEALTH INC
Form 8-K
December 07, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): December 5, 2018

Cardinal Health, Inc.
(Exact Name of Registrant as Specified in Charter)

Ohio 1-11373 31-0958666
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)
7000 Cardinal Place, Dublin, Ohio 43017
(Address of Principal Executive Offices) (Zip Code)
(614) 757-5000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..
- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark
whether the registrant is an
emerging growth company
as defined in Rule 405 of the
Securities Act of 1933
(§230.405 of this chapter) or
Rule 12b-2 of the Securities
Exchange Act of 1934
(§240.12b-2 of this chapter).

Emerging growth company ..
If an
emerging

growth
company,
indicate by
check mark
if the
registrant
has elected
not to use
the
extended
transition
period for
complying
with any
new or
revised
financial
accounting
standards
provided
pursuant to
Section
13(a) of the
Exchange
Act. "

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 5, 2018, the Board of Directors (the "Board") of Cardinal Health, Inc. (the "Company") elected J. Michael Losh to the Board, effective immediately, to serve until the 2019 annual meeting of shareholders and until his successor is elected and qualified. The Board also appointed Mr. Losh to serve as chair of the Audit Committee. Mr. Losh is the retired Chief Financial Officer of General Motors Corporation and serves on the boards of directors of several other leading public companies. He previously served on the Company's Board (from 1996 through the spin-off of CareFusion Corporation in 2009) and as the Company's interim Chief Financial Officer (from July 2004 through May 2005).

Mr. Losh will participate in the non-management director compensation arrangements described in the Company's proxy statement for its 2018 annual meeting of shareholders. Following the Board's recently-approved change to these compensation arrangements to provide directors elected between annual meetings of shareholders a prorated initial grant of restricted share units ("RSUs"), Mr. Losh also will receive a prorated initial grant of \$161,465 of RSUs, reflecting his dates of service. The Board has determined that Mr. Losh is independent under the standards of the New York Stock Exchange and the Company's Corporate Governance Guidelines and is an "audit committee financial expert" for purposes of the Securities and Exchange Commission rules.

Item 7.01. Regulation FD Disclosure.

The Company issued a news release on December 7, 2018 announcing the election of Mr. Losh to the Board, which is being furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 News release issued by the Company on December 7, 2018 and furnished with this Form 8-K

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cardinal Health, Inc.
(Registrant)

Date: December 7, 2018 By: /s/ Jessica L. Mayer
Name: Jessica L. Mayer
Title: Executive Vice President, Deputy General Counsel and Corporate Secretary