

MCKESSON CORP
Form 8-K
April 08, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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):

April 8, 2005

McKesson Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-13252

(Commission
File Number)

943207296

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

McKesson Plaza, One Post Street, San
Francisco, California

(Address of principal executive offices)

94104

(Zip Code)

Registrant's telephone number, including area code:

415-983-8300

Not Applicable

Former name or former address, if changed since last report

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:

- 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))

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Item 7.01. Regulation FD Disclosure.

McKesson Corporation ("the Company") stated that it has received from the Office of the Attorney General of the State of New York a subpoena seeking the production of documents and other information relating to the secondary wholesale market for pharmaceutical products. The Company intends to respond fully to the subpoena.

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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.

McKesson Corporation

April 8, 2005

By: *Ivan D. Meyerson*

Name: Ivan D. Meyerson

Title: Executive Vice President, General Counsel and Secretary

op: 1px solid #000000"> **5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o **6** CITIZENSHIP OR PLACE OF ORGANIZATION **Delaware** **7** SOLE VOTING POWER NUMBER OF **6,473,570 shares** **SHARES****8** SHARED VOTING POWER BENEFICIALLY OWNED BY EACH **0 shares** REPORTING**9** SOLE DISPOSITIVE POWER PERSON WITH **6,473,570 shares** **10** SHARED DISPOSITIVE POWER **0 shares** **11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON **6,473,570 shares** **12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* o **13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) **19.4%(2)** **14** TYPE OF REPORTING PERSON* **IA, OO**

(1) Tennenbaum Capital Partners, LLC serves as investment advisor to, inter alia, Special Value Opportunities Fund, LLC, a Delaware limited liability company (SVOF), and Special Value Expansion Fund, LLC, a Delaware limited liability company (SVEF) and, together with SVOF, the Funds), which are the registered holders of shares of Common Stock and Series A-1 Convertible Preferred Stock (Preferred Stock)

of Online
Resources
Corporation
beneficially
owned by
Tennenbaum
Capital Partners,
LLC.

- (2) Based on
(a) 28,822,063
shares of
Common Stock of
Online Resources
Corporation
outstanding as of
November 6,
2007, as reported
by Online
Resources
Corporation in its
Quarterly Report
on Form 10-Q for
the quarterly
period ended
September 30,
2007 filed with
the Securities and
Exchange
Commission on
November 9,
2007, and
(b) 4,621,570
shares of
Common Stock of
Online Resources
Corporation into
which the
Preferred Stock is
initially
convertible,
computed in
accordance with
Rule 13d-3(d)(1).

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

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Item 3. Source and Amount of Funds or Other Consideration

Item 5. Interest in Securities of the Issuer

SIGNATURE

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This Amendment No. 3 to Schedule 13D is being filed on behalf of the undersigned to amend the Schedule 13D filed with the Securities and Exchange Commission (the Commission) on November 20, 2006, as amended by Amendment No. 1 to Schedule 13D filed with the Commission on November 2, 2007 and Amendment No. 2 to Schedule 13D filed with the Commission on November 5, 2007 (as amended, the Schedule 13D), relating to shares of Common Stock, par value \$0.0001 per share (the Common Stock), of Online Resources Corporation, a Delaware corporation (the Issuer). Terms defined in the Schedule 13D are used herein as so defined.

Item 3. Source and Amount of Funds or Other Consideration.

The information in Item 3 is hereby amended and supplemented as follows:

This Statement relates to the acquisition by the Reporting Person (or its affiliates) from one or more sellers in the open market of 352,000 shares of Common Stock. The Reporting Person purchased the 352,000 shares of Common Stock for aggregate consideration of \$3,314,730.24 (excluding brokerage commissions) using the sources of funds described in Item 4 of the Cover Page hereof.

Item 5. Interest in Securities of the Issuer.

The information in Item 5 is hereby amended and supplemented as follows:

(a)-(b) The shares of Common Stock identified in Item 1 constitute approximately 19.4% of the outstanding shares of Common Stock of the Issuer, based on (i) 28,822,063 shares of Common Stock outstanding as of November 6, 2007, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 filed with the Securities and Exchange Commission on November 9, 2007, and (ii) 4,621,570 shares of Common Stock into which the Preferred Stock is initially convertible, computed in accordance with Rule 13d-3(d)(1). TCP has sole voting and dispositive power over the Shares.

(c) The following transactions in Common Stock of the Issuer were open market purchases on the Nasdaq Global Market effected by the Reporting Person (or its affiliates) since the most recent filing on Schedule 13D:

Date	Number of Shares Purchased by SVOF	Number of Shares Purchased by SVEF	Price Per Share
11/19/07	30,522	12,878	\$9.1333
11/20/07	109,569	46,231	\$9.4893
11/21/07	20,324	8,576	\$9.4999
11/23/07	6,400	2,700	\$9.4773
11/26/07	492	208	\$9.5000
11/30/07	80,242	33,858	\$9.3994

(d) SVOF, which is an affiliate of the Reporting Person, has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, 4,552,629 shares of Common Stock, which is more than 5% of the outstanding Common Stock of the Issuer. SVEF, which is an affiliate of the Reporting Person, has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, 1,920,941 shares of Common Stock, which is more than 5% of the outstanding Common Stock of the Issuer.

(e) Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of such Reporting Person's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 4, 2007

TENNENBAUM CAPITAL PARTNERS,
LLC, a
Delaware limited liability company

By: /s/ David A. Hollander
David A. Hollander
Managing Director