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AMERISOURCEBERGEN CORP  
 Form 424B3  
 October 22, 2001

Prospectus Supplement No. 2  
 (To Prospectus Dated September 6, 2001)

Filed Pursuant to Rule 424(b)(3)  
 Commission File No. 333-68278

AMERISOURCEBERGEN CORPORATION

AMERISOURCE HEALTH CORPORATION

\$300,000,000 Principal Amount of 5% Convertible Subordinated Notes Due December 2007 and 5,663,730 Shares of Common Stock Issuable Upon Conversion of the Notes

This prospectus supplement relates to the resale by the holders of 5% Convertible Subordinated Notes Due December 1, 2007 of AmerisourceBergen Corporation and AmeriSource Health Corporation and the shares of common stock, \$.01 par value per share, of AmerisourceBergen Corporation issuable upon the conversion of the notes.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus dated September 6, 2001, including any amendments or supplements thereto. The terms of the notes are set forth in the prospectus.

The information in the table appearing under the heading "Selling Securityholders" in the prospectus is amended by adding the information below with respect to persons not previously listed in the prospectus or in any amendments or supplements thereto, and by superceding the information with respect to persons previously listed in the prospectus or in any amendments or supplements thereto that are listed below:

Name	Amount of Notes Owned Before Offering	Amount of Notes that May be Sold	Shares of Common Stock Owned Before Offering	Shares that May be Sold
Chrysler Corporation Master Retirement Trust.....	\$1,120,000	\$1,120,000	0	21
Delta Airlines Master Trust.....	\$ 460,000	\$ 460,000	0	8
Delta Pilots D&S Trust.....	\$ 80,000	\$ 80,000	0	1
Lipper Convertibles, L.P.....	\$9,431,000	\$9,431,000	0	178
Motion Picture Industry Health Plan - Active Member Fund.....	\$ 155,000	\$ 155,000	0	2

Amount of Notes Owned	Amount of	Shares of Common Stock Owned	Shares
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Name	Before Offering	Notes that May be Sold	Before Offering	that M So
Motion Picture Industry				
Health Plan - Retiree				
Member Fund.....	\$ 50,000	\$ 50,000	0	
OCM Convertible Trust.....	\$ 660,000	\$ 660,000	0	12
Partner Reinsurance				
Company Ltd.....	\$ 270,000	\$ 270,000	0	5
Smithfield Trust Company.....	\$ 40,000	\$ 40,000	0	
State Employees' Retirement				
Fund of the State of				
Delaware.....	\$ 560,000	\$ 560,000	0	10
State of Connecticut				
Combined Investment				
Funds.....	\$1,475,000	\$1,475,000	0	27
Vanguard Convertible				
Securities Funds, Inc.....	\$1,595,000	\$1,595,000	0	30

The securities offered by the prospectus involve a high degree of risk. See "Risk Factors" beginning on page 9 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The Date of this Prospectus Supplement is October 22, 2001.