

CARDINAL HEALTH INC  
Form S-8 POS  
August 11, 2017

As filed with the United States Securities and Exchange Commission on August 10, 2017  
Registration No. 33-64337  
Registration No. 333-72727  
Registration No. 333-91849

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-64337  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-72727  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-91849

UNDER THE SECURITIES ACT OF 1933

CARDINAL HEALTH, INC.  
(Exact name of registrant as specified in its charter)  
Ohio 31-0958666  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
7000 Cardinal Place  
Dublin, Ohio 43017  
(Address of Principal Executive Offices) (Zip Code)

Cardinal Health, Inc. Amended and Restated Equity Incentive Plan  
(Full title of the plan)

Jessica L. Mayer  
Executive Vice President, Deputy 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," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
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  
7(a)(2)(B)  
of  
the  
Securities  
Act.

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DEREGISTRATION OF SECURITIES

These Post-Effective Amendments relate to Registration Statements on Form S-8 No. 33-64337, 333-72727 and 333-91849 of Cardinal Health, Inc. (the "Registrant"). The Registrant is filing these Post-Effective Amendments relating to the employee benefit plan listed on the cover page of this Form S-8, which has expired, solely to deregister any and all securities previously registered under the Registration Statements with respect to such plan that remain unsold as of the date hereof and to terminate the effectiveness of the Registration Statements with respect to such plan.

Item 8. Exhibits.

Exhibit No.	Description
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Company's Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 filed on November 3, 2016, File No. 333-144368)

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 August 10, 2017.

CARDINAL HEALTH, INC.

By: /s/ Jessica L. Mayer  
 Jessica L. Mayer  
 Executive Vice President, Deputy 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
* George S. Barrett	Chairman and Chief Executive Officer and Director (principal executive officer)	August 10, 2017
* Michael C. Kaufmann	Chief Financial Officer (principal financial officer)	August 10, 2017
* Stuart G. Laws	Senior Vice President and Chief Accounting Officer (principal accounting officer)	August 10, 2017
* David J. Anderson	Director	August 10, 2017
* Colleen F. Arnold	Director	August 10, 2017
* Carrie S. Cox	Director	August 10, 2017
* Calvin Darden	Director	August 10, 2017
* Bruce L. Downey	Director	August 10, 2017

\* Director August 10,  
2017  
Patricia A. Hemingway  
Hall

\* Director August 10,  
2017  
Clayton M. Jones

\* Director August 10,  
2017  
Gregory B. Kenny

\* Director August 10,  
2017  
Nancy Killefer

\* Director August 10,  
2017  
David P. King

\* By: /s/ Jessica L. Mayer  
Name: Jessica L. Mayer  
Title: Attorney-in-Fact

EXHIBIT INDEX

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