

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)

MCKESSON CORPORATION
(NAME OF SUBJECT COMPANY)

ECO ACQUISITION CORPORATION
A WHOLLY OWNED SUBSIDIARY OF
ELI LILLY AND COMPANY
(BIDDERS)

COMMON STOCK, \$2.00 PAR VALUE PER SHARE 581556 10 7
(INCLUDING THE ASSOCIATED RIGHTS) (CUSIP NUMBER OF CLASS OF SECURITIES)
(TITLE OF CLASS OF SECURITIES)

J.B. KING, ESQ.
VICE PRESIDENT AND GENERAL COUNSEL
ELI LILLY AND COMPANY
LILLY CORPORATE CENTER
INDIANAPOLIS, INDIANA 46285
(317) 276-2000
(NAMES, ADDRESSES AND TELEPHONE NUMBERS OF PERSONS AUTHORIZED
TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDER)

WITH A COPY TO:

BERNARD E. KURY, ESQ.
DEWEY BALLANTINE
1301 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019
(212) 259-7400

This Amendment No. 1 to the Schedule 14D-1 relates to a tender offer by ECO Acquisition Corporation, a Delaware corporation and a wholly owned subsidiary of Eli Lilly and Company, an Indiana corporation ("Parent"), to purchase all outstanding shares of common stock, par value \$2.00 per share and the associated Rights (as defined in the Offer to Purchase) (collectively, the "Shares"), of McKesson Corporation, a Delaware corporation, at a purchase price of \$76.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 15, 1994 (the "Offer to Purchase"), and the related Letter of Transmittal (which together constitute the "Offer"), copies of which were attached as Exhibits (a) (1) and (a) (2), respectively, to the Schedule 14D-1 filed with the Securities and Exchange Commission on July 15, 1994 (the "Schedule 14D-1"). The purpose of this Amendment No. 1 is to amend and supplement Items 10 and 11 of the Schedule 14D-1 as described below.

ITEM 10. ADDITIONAL INFORMATION TO BE FURNISHED.

The response to Item 10 is hereby amended and supplemented as follows:

On July 26, 1994, Parent received a request for additional information from the Federal Trade Commission. The request extends the waiting period until 11:59 p.m., New York City time, on the tenth calendar day after the date of substantial compliance with the request unless the Federal Trade Commission decides to terminate the waiting period earlier. The expiration of such waiting period is a condition to the Offer, and accordingly, the Offer may not be consummated until its expiration. Parent intends to use its best efforts to comply with this request as expeditiously as practicable.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a) (17) --Form of press release issued by Parent on July 27, 1994.

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SIGNATURE

AFTER DUE INQUIRY AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, EACH OF THE UNDERSIGNED CERTIFIES THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

Eli Lilly and Company

By: /s/ James M. Cornelius

Name: James M. Cornelius
Title: Vice President, Finance and
Chief Financial Officer

ECO Acquisition Corporation

By: /s/ Charles E. Schalliol

Name: Charles E. Schalliol
Title: President

Dated: July 27, 1994

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EXHIBIT (A) (17)

LILLY AND MCKESSON RECEIVE SECOND REQUEST FROM FTC FOR
INFORMATION ON PCS TRANSACTION

July 27, 1994--Eli Lilly and Company and McKesson Corp. today announced that they have received requests from the Federal Trade Commission (FTC) for additional information under the provisions of the Hart-Scott-Rodino Antitrust Improvements Act in connection with the previously-announced acquisition of McKesson's PCS Health Systems business by Lilly in a corporate restructuring.

Lilly and McKesson said they will promptly provide the requested information. The FTC request will extend the Hart-Scott-Rodino waiting period until ten days after the date on which Lilly substantially complies with the FTC's request, unless the FTC decides to terminate the waiting period earlier.

Lilly and McKesson said such requests are not unusual for an acquisition of this size. The companies also stated that they believe that the proposed transaction fully complies with federal antitrust laws and they continue to expect to close the transaction in late September or early October 1994.

As announced on July 11, Lilly has commenced a cash tender offer for all outstanding shares of McKesson's common stock at a price of \$76 per share. In addition, prior to the consummation of the tender offer, McKesson will transfer all its non-PCS assets and liabilities to a newly-formed corporation and will distribute the common stock of the new McKesson to the stockholders of McKesson.

Lilly is a global research-based pharmaceutical corporation headquartered in Indianapolis, Indiana, that is working with its customers worldwide to help ensure that diseases are prevented, managed, and cured with maximum benefit and

minimum cost to patients and society.

McKesson, headquartered in San Francisco, is the world's largest distributor of pharmaceuticals and related health care products, with operations in the U.S., Canada, and Mexico.

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