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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 14D-1

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

(AMENDMENT NO. 13)

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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

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CUSIP NO. 581556 10 7

14D-1

PAGE OF PAGES

1 NAME OF REPORTING PERSON: ELI LILLY AND COMPANY  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 35-0470950

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 SOURCES OF FUNDS

WC, BK, 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(e) or 2(f)

6 CITIZENSHIP OR PLACE OR ORGANIZATION

Indiana

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,640,622

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

94.9%

10 TYPE OF REPORTING PERSON

CO

CUSIP NO. 581556 10 7

14D-1

PAGE OF PAGES

1 NAME OF REPORTING PERSON: ECO ACQUISITION CORPORATION  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 35-1931939

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 SOURCES OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(e) or 2(f)

6 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,640,622

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

94.9%

10 TYPE OF REPORTING PERSON

CO

This Amendment No. 13 to the Schedule 14D-1 relates to a tender offer by ECO Acquisition Corporation (the "Purchaser"), 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 (the "Company"), 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 as amended by Amendment Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12 thereto dated July 27, 1994, August 10, 1994, September 7, 1994, September 21, 1994, October 11, 1994, October 13, 1994, October 14, 1994, October 24, 1994, October 26, 1994, November 4, 1994, November 7, 1994 and November 10, 1994, respectively (collectively, the "Schedule 14D-1"). The purpose of this Amendment No. 13 is to amend and supplement Items 6, 10 and 11 of the Schedule 14D-1 as described below. Pursuant to Instruction F of Schedule 14D-1, this statement is submitted in satisfaction of the reporting obligation of Purchaser under Section 13(d) of the Securities Exchange Act of 1934, as amended.

#### ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY

At 5:00 p.m., New York City Time, on November 21, 1994, the Offer expired. Based on information provided by the Depository, a total of 42,640,622 Shares (or approximately 94.9% of the Shares outstanding) were validly tendered and not withdrawn pursuant to the Offer, including 2,933,458 Shares (approximately 6.5% of the Shares outstanding) tendered pursuant to notices of guaranteed delivery. The Purchaser has accepted for payment all such Shares at the purchase price of \$76.00 per Share in cash.

Pursuant to the Agreement and Plan of Merger, dated July 10, 1994, as amended, by and among the Purchaser, Parent and the Company (the "Merger Agreement"), Parent intends to effect a merger of the Purchaser with and into the Company (the "Merger") pursuant to Section 253 of the Delaware General Corporation Law as soon as practicable. Upon the consummation of the Merger, each outstanding Share (other than Shares acquired by the Purchaser in the Offer, Shares owned by a subsidiary of the Company and Shares as to which appraisal rights are perfected) will be converted into the right to receive \$76.00 in cash. Prior to the expiration of the Offer, the Company completed a spin-off to its stockholders of record on November 19 of the common stock of a newly created corporation that held all of the Company's businesses and subsidiaries other than its pharmaceutical benefits management business (the "Retained Business"). Accordingly, upon consummation of the Offer and the Merger, the Company, then consisting solely of the Retained Business, will become a wholly-owned subsidiary of Parent.

#### ITEM 10. ADDITIONAL INFORMATION TO BE FURNISHED.

Reference is made to the press release issued by Parent on November 22, 1994, the form of which is filed as Exhibit (a)(40) to the Schedule 14D-1 and is incorporated herein by reference.

#### ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

- (a)(40) Form of press release issued by Parent on November 22, 1994.

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

/s/ James M. Cornelius

By: \_\_\_\_\_

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

ECO Acquisition Corporation

/s/ Charles E. Schalliol

By: \_\_\_\_\_

Name: Charles E. Schalliol  
Title: President

Dated: November 22, 1994

November 22, 1994  
(317) 276-3655

## LILLY ACQUIRES MCKESSON'S PCS UNIT

Eli Lilly and Company announced today that it has acquired McKesson Corporation's subsidiary PCS Health Systems, Inc. pursuant to Lilly's tender offer for McKesson common stock following the distribution by McKesson of its non-PCS businesses. Plans for the acquisition were initially announced on July 11, 1994, and an agreement was reached with the Federal Trade Commission (FTC) on November 4, 1994.

"PCS and Lilly represent the ideal marriage to meet the demands of the rapidly changing and increasingly competitive health care marketplace," said Randall L. Tobias, Lilly chairman and chief executive officer. "PCS and Lilly share a vision of the creation of an information-based system to help lower overall health care costs while increasing the quality of care. By combining, the two companies can move forward to fulfill that vision. Together, Lilly and PCS will develop new products and services to benefit virtually every element of the health care delivery chain."

"To meet our long-term shared vision, PCS will continue to provide customers with clinically sound and cost-effective options for the choice and utilization of drugs," said Steve Geringer, president of PCS. "In addition, we will bring to the marketplace disease-state-management programs that are at the core of the PCS/Lilly vision. Given our technology, our information, and our focus on total health management, we can improve the quality of care while, at the same time, reducing overall medical costs. Our services will become more accessible and affordable making consumers the biggest winners from this transaction."

PCS, headquartered in Scottsdale, Arizona, is the largest and fastest growing managed-pharmaceutical-care company in the United States. PCS provides a variety of programs and services ranging from formulary administration and claims processing to fully capitated programs for more than 50 million people and 1,300 health plan sponsors.

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. The company focuses its research efforts on five disease categories: central-nervous-system and related diseases; endocrine diseases, including diabetes and osteoporosis; infectious diseases; cancer; and cardiovascular diseases.

Lilly's tender offer for McKesson common stock expired at 5:00 p.m., New York City time, on November 21, 1994. A total of 42,640,622 shares of McKesson common stock (or 94.9 percent of the shares outstanding) were validly tendered and not withdrawn pursuant to Lilly's offer, including 2,933,458 shares (6.5 percent of the shares outstanding) tendered pursuant to notices of guaranteed delivery. Lilly has accepted these shares for payment at the purchase price of \$76.00 per share in cash. In addition, immediately prior to the consummation of the tender offer, McKesson distributed one share of common stock of a new McKesson corporation for each share then outstanding. The new corporation owns all of the businesses formerly owned by McKesson other than the business of PCS. The shares of McKesson that were not tendered (other than certain shares held by a subsidiary of McKesson and shares as to which dissenters' rights are asserted) will be converted into the right to receive \$76.00 per share in cash upon the consummation of a merger of a Lilly subsidiary into McKesson that is expected to occur later this month.