

**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): July 11, 2023

WALGREENS BOOTS ALLIANCE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36759
(Commission
File Number)

47-1758322
(IRS Employer
Identification Number)

108 Wilmot Road, Deerfield, Illinois
(Address of principal executive offices)

60015
(Zip Code)

Registrant's telephone number, including area code: (847) 315-2500

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))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	WBA	The Nasdaq Stock Market LLC
3.600% Walgreens Boots Alliance, Inc. notes due 2025	WBA25	The Nasdaq Stock Market LLC
2.125% Walgreens Boots Alliance, Inc. notes due 2026	WBA26	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.02. **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Appointment of Thomas E. Polen to the Board of Directors

On July 11, 2023, the Board of Directors (the “Board”) of Walgreens Boots Alliance, Inc. (the “Company”), upon the recommendation of the Nominating and Governance Committee, appointed Thomas E. Polen to the Board effective immediately. The Board also appointed Mr. Polen to serve on the Finance and Technology Committee of the Board.

Mr. Polen, age 49, is the President, Chief Executive Officer and Chairman of the Board of Becton, Dickinson and Company (“BD”), a publicly traded medical technology company, and has served in this role since April 2021. He previously served as President of BD from 2017 until he was appointed as Chief Executive Officer in January 2020. Mr. Polen began his career at BD in 1999 before transitioning to Baxter Healthcare in 2004, where he led the pharmaceutical manufacturing and services business and served in the role of Vice President of Strategic Marketing. In 2007, he was promoted to General Manager of Baxter’s Injectable Pharmaceuticals business. Since re-joining BD in 2009, Mr. Polen has served in a variety of leadership roles, including leading the \$12 billion acquisition of CareFusion and the \$24 billion acquisition of C.R. Bard, Inc.

There were no arrangements or understandings pursuant to which Mr. Polen was appointed to the Board. Mr. Polen’s spouse has been working as a surgical oncologist for almost 13 years at Summit Health, which was recently acquired by Village Practice Management Company Holdings, LLC (“VillageMD”). VillageMD has been majority-owned by the Company since November 2021, and the acquisition of Summit Health was completed in January 2023. In connection with her employment as a surgical oncologist of Summit Health, Mr. Polen’s spouse’s total annual compensation at VillageMD is greater than \$120,000 and consistent with compensation arrangements offered to VillageMD’s physicians with similar qualifications, seniority and experience. Mr. Polen’s spouse is a physician and does not hold any executive officer or other management or leadership role at VillageMD. In addition, in connection with VillageMD’s acquisition of Summit Health, Mr. Polen’s spouse received VillageMD equity in the form of Class E-3 Preferred Units, with a value of approximately \$4.3 million based on the aggregate transaction value of \$8.9 billion, in exchange for equity that Mr. Polen’s spouse held in Summit Health prior to the transaction. Pursuant to the limited liability company agreement, certain Classes of preferred equity are entitled to certain dividends and distributions payable per Class. Further, the Class E-3 Preferred Units of VillageMD may be converted into Common Units at any time upon the affirmative election of the Class E-3 Preferred Majority Interest or immediately upon the consummation of a Qualified IPO (as such terms are defined in the limited liability company agreement of VillageMD). Mr. Polen was identified as a prospective director of the Company by a third-party search firm, and discussions with Mr. Polen regarding such prospective board service pre-date VillageMD’s acquisition of Summit Health. Other than as disclosed herein, since the beginning of the last fiscal year, there have been no related party transactions between the Company and Mr. Polen that are required to be reported under Item 404(a) of Regulation S-K.

Mr. Polen’s compensation for service as a non-employee director will be consistent with that of the Company’s other non-employee directors, subject to proration to reflect the commencement date of his service on the Board. The non-employee director compensation program is described under the caption “Director Compensation” in the Company’s definitive proxy statement for its January 26, 2023 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on December 8, 2022.

Item 8.01 **Other Events.**

On July 12, 2023, the Company issued a press release announcing the appointment of Mr. Polen to the Board. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated in this Item 8.01 by reference.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued July 12, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

WALGREENS BOOTS ALLIANCE, INC.

Date: July 14, 2023

By: /s/ Joseph B. Amsbary Jr.

Title: Senior Vice President, Corporate Secretary



Press Release

Walgreens Boots Alliance Appoints Tom Polen to Board of Directors

Polen's dedication to redefining the future of healthcare and MedTech development bolsters WBA board as company accelerates healthcare transformation

DEERFIELD, Ill., July 12, 2023 – Walgreens Boots Alliance, Inc. (Nasdaq: WBA) today announced the appointment of Tom Polen to the company's board of directors. Polen brings more than 25 years of experience advancing healthcare solutions and technologies to the WBA board, as the company continues to accelerate its healthcare transformation and growth strategy. He will serve on the board's Finance and Technology Committee.

Polen is the chairman, CEO and president of BD (Becton, Dickinson and Company), one of the world's largest medical technology companies. Prior to his current role, Polen held several leadership positions within the company, including president and chief operating officer, president of the BD Medical segment and president of several worldwide business units within BD's Life Sciences segment.

"I am pleased to welcome Tom to the WBA Board of Directors. I know his industry insights and leadership will be a great asset as we advance local healthcare and wellbeing to deliver sustainable value to our customers, communities, partners, and shareholders," said Stefano Pessina, executive chairman, Walgreens Boots Alliance.

"Tom is a strong addition to our board. He joins at a pivotal time as we enter the next phase of our healthcare transformation," said Roz Brewer, CEO, Walgreens Boots Alliance. "As the healthcare landscape continues to evolve, his extensive industry and technology experience will be a great benefit to delivering on our consumer-centric healthcare strategy and driving long-term shareholder value."

Since beginning his career at BD in 1999, Polen has made significant contributions to the company, including the transformation of BD's portfolio into higher growth and more impactful markets. He led BD through a number of strategic moves including the \$12 billion acquisition of CareFusion, a medication management and patient safety solutions provider, and also spearheaded the company's expansion into informatics and digital health solutions. In 2017, he led the company's strategy for the \$24 billion acquisition of interventional technologies manufacturer C. R. Bard, Inc. Shortly thereafter, he was named president and chief operating officer of BD and later became CEO in January 2020. He was appointed chairman of BD's board of directors in April 2021.

As CEO, Polen has transformed BD into a highly innovative and technology driven MedTech leader enabling the next generation of care through its focus on digital and automated solutions. The company is accelerating growth through a strengthened research and development pipeline, active portfolio management, and a robust simplification strategy that allows for prioritized investment in higher impact areas.

Polen said, "I've centered my career around working at and with companies that are making a positive impact on the lives of patients around the world and creating value for all stakeholders. Building on this passion, I look forward to joining the WBA Board of Directors and contributing to a company that has the potential to play a growing role in advancing and transforming the healthcare ecosystem and its shift into new care settings."

Polen also serves on the boards of directors of AdvaMed, where he chairs the Committee on Payment & Health Care Deliver Policy, and Hackensack Meridian Health Center for Discovery and Innovation, a subsidiary of Hackensack Meridian Medical Center. He is a member of the American Heart Association CEO Roundtable and serves on the U.S. Department of Commerce's Advisory Committee on Supply Chain Competitiveness and its Manufacturing Competitiveness Subcommittee.

Polen holds a bachelor's degree from Salisbury University in Maryland and a Master of Business Administration from Johns Hopkins University.

###

About Walgreens Boots Alliance

Walgreens Boots Alliance (Nasdaq: WBA) is an integrated healthcare, pharmacy and retail leader serving millions of customers and patients every day, with a 170-year heritage of caring for communities.

A trusted, global innovator in retail pharmacy with approximately 13,000 locations across the U.S., Europe and Latin America, WBA plays a critical role in the healthcare ecosystem. The Company is reimagining local healthcare and well-being for all as part of its purpose – to create more joyful lives through better health. Through dispensing medicines, improving access to a wide range of health services, providing high quality health and beauty products and offering anytime, anywhere convenience across its digital platforms, WBA is shaping the future of healthcare.

WBA employs more than 325,000 people and has a presence in nine countries through its portfolio of consumer brands: Walgreens, Boots, Duane Reade, the No7 Beauty Company, Benavides in Mexico and Ahumada in Chile. Additionally, WBA has a portfolio of healthcare-focused investments located in several countries, including China and the U.S.

The Company is proud of its contributions to healthy communities, a healthy planet, an inclusive workplace and a sustainable marketplace. WBA has been recognized for its commitment to operating sustainably: the Company is an index component of the Dow Jones Sustainability Indices (DJSI) and was named to the 100 Best Corporate Citizens 2022.

More Company information is available at www.walgreensbootsalliance.com.

(WBA-GEN)

WBA Media Relations

USA / Jim Cohn
International

Contact

+1 224 813 9057
+44 (0)20 7980 8585

WBA Investor Relations

Tiffany Kanaga

Contact

+1 847 315 2922