SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Pessina Stefano						2. Issuer Name and Ticker or Trading Symbol Walgreens Boots Alliance, Inc. [WBA]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner						
(Last) (First) (Middle) 24 BOULEVARD DU TENAO						3. Date of Earliest Transaction (Month/Day/Year) 11/01/2021											Officer (below) Execu	specify d				
(Street) MONTE 09 98000 CARLO				- 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)											Form fil	ed by One	(Check Ap Inting Perso One Repo	n			
(City)		tive Securities Acquired, Disposed of, or Beneficially Owned																				
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transau 2. Transau Date (Month/Date)				saction	ur) i	2A. Deemed Execution Date, if any (Month/Day/Year)			3. Transac Code (li 8)	tion	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			(A) or		5. Amoun Securities Beneficia Owned Fe	Amount of ecurities eneficially wned Following		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
									0	Code	v	Amount (A) or (D)		(A) or (D)	Price		Reported Transacti (Instr. 3 a	tion(s)			(Instr. 4)	
Common	Stock, par	value \$0.01 per	share	11/0	1/2021	/2021				F ⁽¹⁾		4,97	79 D \$		\$47	.32	485,459 ⁽²⁾		59 ⁽²⁾ D			
Common Stock, par value \$0.01 per share																	144,788,821				By ASP ⁽³⁾	
			Table II -	Deriva (e.g.,	ative S puts, (Sec call	uritie s, wa	es Ac arran	cquire its, o	ed, D ption	ispo s, c	osed of onverti	, or l ible s	Benef secur	ficial ities)	ly Oı)	wned					
1. Title of Derivative Security (Instr. 3)	ve Conversion Date Execution Date, Tr or Exercise (Month/Day/Year) if any C				4. Transaci Code (In 8)		of Exp			te Exerc ration D th/Day/`	ate	le and of Securities Underlying Derivative Secur (Instr. 3 and 4)		ecurity	Derivative Security		9. Number o derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	/	(A)	(D)	Date Exerc	cisable	E) Da	piration ate	Title	0 N	mount r lumber f Share							
Employee Stock Option (right to buy)	\$77.08								02/12	2/2019 ⁽⁴) 02	/12/2026	Comi Sto		263,27	73		263,27	73	D		
Employee Stock Option (right to buy)	\$82.46								11/01	l/2019 ⁽⁵) 11	/01/2026	Comi Sto		10,79	98		410,79	98	D		
Employee Stock Option (right to buy)	\$67.01									(6)	11	/01/2027	Com Sto		604,71	0		504,71	.0	D		
Employee Stock Option (right to buy)	\$79.9									(7)	11	/01/2028	Com Sto		95,06	51		395,06	51	D		
Employee Stock Option (right to buy)	\$57.38									(8)	11	/01/2029	Com Sto		20,16	58		420,16	68	D		

Explanation of Responses:

1. Disposition relating to the satisfaction of tax withholding obligations upon the vesting of restricted stock unit award granted in accordance with Rule 16b-3.

2. Includes 2,106 shares underlying restricted stock units issued in lieu of dividends (through November 3, 2021) on outstanding restricted stock units.

3. Shares of Common Stock are held of record by a corporation, Alliance Sante Participations S.A. ("ASP") which is 100% owned by another corporation, NewCIP II S.a r.l., which is 100% controlled by the Reporting Person.

4. The option vested on February 12, 2019, subject to forfeiture in certain circumstances in accordance with the terms and conditions of the amended and restated Walgreens Boots Alliance, Inc. 2013 Omnibus Incentive Plan (together with the related award agreement and the applicable election forms thereunder, (the "Plan").

5. The option vested on November 1, 2019, subject to forfeiture in certain circumstances in accordance with the terms and conditions of the Plan.

6. The option vested with respect to 168,068 shares on November 1, 2018, with respect to a further 168,068 shares on November 1, 2019, and with respect to 168,574 shares on November 1, 2020, subject to forfeiture in certain circumstances in accordance with the terms and conditions of the Plan.

7. The option vested with respect to 131,555 shares on November 1, 2019, with respect to a further 131,555 shares on November 1, 2020, and with respect to 131,951 shares on November 1, 2021, subject to forfeiture in certain circumstances in accordance with the terms and conditions of the Plan.

8. The option vested with respect to 139,916 shares on November 1, 2020 and with respect to a further 139,916 shares on November 1, 2021, and vests with respect to 140,336 shares on November 1, 2022, subject to acceleration or forfeiture in certain circumstances in accordance with the terms and conditions of the Plan.

Benjamin S.J. Burman, attorney-in-fact

11/03/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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