| SEC Form 4 |
|------------|
|------------|

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

|                          | OMB Number:         | 3235-0287 |  |  |  |  |  |  |  |  |
|--------------------------|---------------------|-----------|--|--|--|--|--|--|--|--|
| Estimated average burden |                     |           |  |  |  |  |  |  |  |  |
| I                        | hours per response: | 0.5       |  |  |  |  |  |  |  |  |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

## 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 <b>and</b> Ticker or Trading Symbol<br>Walgreens Boots Alliance, Inc. [WBA] |   |                  |         |              |                                  |  |                    |   |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>X Director X 10% Owner<br>v Officer (give title Other (specif |  |  |   |  |                                       |
|---|---|--|--|-------|--|---|------------------|---------|--------------|----------------------------------|--|--------------------|---|-----------------------------------|---|--|--|---|--|---------------------------------------|
| (Last) (First) (Middle)<br>24 BOULEVARD DU TENAO                |   |  |  |       |  |   | of Earli<br>2021 | est Tra | ansac        | tion (Mo                         | onth/l   | Day/Year)          |   | below)                            | (give title<br>cutive Chairma   |  | below)   |   |  |                                       |
| (Street)<br>MONTE 09 98000<br>CARLO                             |   |  |  |       | 4.   |   |                  |         |              |                                  |  |                    |   |                                   |   | ndividual or Joint/Group Filing (Check Applicable<br>e)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting |  |   |  |                                       |
| (City)  | (S  | tate)                                      | (Zip)  |       |  |   |                  |         |              |                                  |  |                    |   |                                   |   | Person   |  |   |  |                                       |
|   |   | Tal  | ble I - No                                       | n-Der | ivativ   | /e S  | ecurit           | ies A   | Acqu         | uired,                           | Dis  | posed              | of, or B  | enef                              | icially   | / Owned  |  |   |  |                                       |
| 1. Title of Security (Instr. 3) 2. Transac<br>Date<br>(Month/Da |   |  |  |       | - 1  | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |                  | te,     | Code (Instr. |                                  | 4. Securities Acquired (A)<br>Disposed Of (D) (Instr. 3, 4 |                    |   | Securitie<br>Beneficia<br>Owned F | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported   |  | n: Direct  | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |                                       |
|   |   |  |  |       |  |   |                  |         |              | Code                             | v  | Amount             | Amount (A) (<br>(D)   |                                   | rice  | Transact<br>(Instr. 3 a  | ion(s)   |   |  | (1150.4)                              |
| Common  | Stock, par  | value \$0.01 per                           | share  | 10/1  | 9/202  | /2021   |                  |         |              | <b>A</b> <sup>(1)</sup>          |  | 164,6              | 681 A   |                                   | \$ <mark>0</mark>   | 523,714 <sup>(2)</sup>   |  | ) D   |  |                                       |
| Common Stock, par value \$0.01 per share 10/19/2                |   |  |  |       | 9/202  | 2021  |                  |         |              | F <sup>(3)</sup>                 |  | 33,27              | 3,276 D   |                                   | \$48.01   | . <b>490,438</b> <sup>(2)</sup>  |  |   | D  |                                       |
| Common Stock, par value \$0.01 per share                        |   |  |  |       |  |   |                  |         |              |                                  |  |                    |   |                                   |   | 144,788,821  |  |   |  | By<br>ASP <sup>(4)</sup>              |
|   |   |  | Table II -                                       |       |  |   |                  |         |              |                                  |  | osed of<br>convert |   |                                   |   | Owned  |  |   |  |                                       |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)             | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deeme<br>Execution I<br>if any<br>(Month/Day | Date, | 4.<br>Transa<br>Code (<br>8)   |   | ו of E           |         | Expi         | ate Exer<br>iration I<br>nth/Day | Date   |                    | 7. Title and Amo<br>of Securities<br>Underlying<br>Derivative Secur<br>(Instr. 3 and 4) |                                   |   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)  | 9. Numbe<br>derivative<br>Securities<br>Beneficia<br>Owned<br>Following<br>Reported<br>Transacti<br>(Instr. 4) | e C<br>S F<br>Ally C<br>g (<br>I                                  | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |  |       | Code   | v   | (A)              | (D)     | Date<br>Exer | e<br>rcisable                    |  | xpiration<br>ate   | Title   | or<br>Nun                         | ount<br>1ber<br>hares   |  |  |   |  |                                       |
| Employee<br>Stock<br>Option<br>(right to<br>buy)                | \$77.08   |  |  |       |  |   |                  |         | 02/1         | 2/2019 <sup>()</sup>             | 5) 0   | 2/12/2026          | Commor<br>Stock   | 263                               | 3,273   |  | 263,27   | 73  | D  |                                       |
| Employee<br>Stock<br>Option<br>(right to<br>buy)                | \$82.46   |  |  |       |  |   |                  |         | 11/0         | 01/2019 <sup>((</sup>            | <sup>5)</sup> 1  | 1/01/2026          | Common<br>Stock   | 410                               | ),798   |  | 410,79   | 98  | D  |                                       |
| Employee<br>Stock<br>Option<br>(right to<br>buy)                | \$67.01   |  |  |       |  |   |                  |         |              | (7)                              | 1  | 1/01/2027          | Common<br>Stock   | 504                               | 4,710   |  | 504,71   | 10  | D  |                                       |
| Employee<br>Stock<br>Option<br>(right to<br>buy)                | \$79.9  |  |  |       |  |   |                  |         |              | (8)                              | 1  | 1/01/2028          | Commor<br>Stock   | 395                               | 5,061   |  | 395,06   | 61  | D  |                                       |
| Employee<br>Stock<br>Option<br>(right to<br>buy)                | \$57.38   |  |  |       |  |   |                  |         |              | (9)                              | 1  | 1/01/2029          | Commor<br>Stock   | 420                               | ),168   |  | 420,16   | 68  | D  |                                       |

Explanation of Responses:

1. Shares issued upon settlement of performance share award (not a derivative security within the meaning of Rule 16a-1(c)) granted on November 1, 2018 under 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").

2. Includes 4,206 shares underlying restricted stock units issued in lieu of dividends (through October 21, 2021) on outstanding restricted stock units.

3. Disposition relating to the satisfaction of tax withholding obligations upon the settlement of performance share award granted in accordance with Rule 16b-3.

4. 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.

5. The option vested on February 12, 2019, subject to forfeiture in certain circumstances in accordance with the terms and conditions of the Plan (together with the related agreement thereunder).

6. The option vested on November 1, 2019, subject to forfeiture in certain circumstances in accordance with the terms and conditions of the Plan (together with the related agreement thereunder).

7. 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 acceleration or forfeiture in certain circumstances in accordance with the terms and conditions of the Plan (together with the related agreement thereunder).

8. The option vested with respect to 131,555 shares on November 1, 2019 and with respect to a further 131,555 shares on November 1, 2020 and vests with respect to 131,951 shares on November 1, 2021, subject to acceleration or forfeiture in certain circumstances in accordance with the terms and conditions of the Plan (together with the related agreement thereunder).

9. The option vested with respect to 139,916 shares on November 1, 2020 and vests with respect to a further 139,916 shares on November 1, 2021 and 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 (together with the related agreement thereunder).

Benjamin S.J. Burman, attorney-in-fact <u>10/21/2021</u>

Date

\*\* Signature of Reporting Person

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

 $^{\ast}$  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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.