

AMERISOURCEBERGEN CORP
Form SC 13D
April 15, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No.)*

AMERISOURCEBERGEN CORPORATION

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

03073E105

(CUSIP Number)

Thomas J. Sabatino, Jr.

Marco Pagni

David J. Sorkin

**Executive Vice President General
Counsel, Corporate Secretary**

**Group Legal Counsel & Chief
Administrative Officer**

**Kohlberg Kravis Roberts & Co.
L.P.**

Walgreen Co.

Alliance Boots GmbH

9 West 57th Street, Suite 4200

108 Wilmot Road	Untermattweg 8	New York, New York 10019
Deerfield, Illinois 60015	3027 Bern, Switzerland	(212) 750-8300
(847) 315-2500	+ 44 207 138 1170	
With a copy to: Andrew R. Brownstein	With a copy to: Benjamin Burman	With a copy to: Mark D. Pflug
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51 West 52nd Street	75116 Paris, France	New York, New York 10017
New York, New York 10019	+33 1 45 02 1919	(212) 455-2000
(212) 403-1000		

**(Name, Address and Telephone Number
of Person**

**Authorized to Receive Notices
and Communications)**

April 9, 2014

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

13D

CUSIP No. 03073E105

1 Name of Reporting Person

WAB Holdings LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

AF, WC

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With 11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

11,461,043

12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

5.0% *

14 Type of Reporting Person (See Instructions)

OO

* This calculation is based on 229,201,153 shares of Common Stock, par value \$0.01 per share, outstanding as of January 31, 2014, as reported by the Issuer on its Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2013, filed by the Issuer with the Securities and Exchange Commission on February 7, 2014.

13D

CUSIP No. 03073E105

1 Name of Reporting Person

Walgreens Pharmacy Strategies, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

AF, WC

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Illinois

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With 11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

11,461,043

12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

5.0% *

14 Type of Reporting Person (See Instructions)

OO

* This calculation is based on 229,201,153 shares of Common Stock, par value \$0.01 per share, outstanding as of January 31, 2014, as reported by the Issuer on its Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2013, filed by the Issuer with the Securities and Exchange Commission on February 7, 2014.

13D

CUSIP No. 03073E105

1 Name of Reporting Person

Bond Drug Company of Illinois, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

AF, WC

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Illinois

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

OO

* This calculation is based on 229,201,153 shares of Common Stock, par value \$0.01 per share, outstanding as of January 31, 2014, as reported by the Issuer on its Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2013, filed by the Issuer with the Securities and Exchange Commission on February 7, 2014.

13D

CUSIP No. 03073E105

1 Name of Reporting Person

Walgreen Eastern Co., Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

AF, WC

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

New York

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

11,461,043

12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

5.0% *

14 Type of Reporting Person (See Instructions)

CO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Walgreen Arizona Drug Co.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

AF, WC

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Arizona

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With 11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

11,461,043

12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

5.0% *

14 Type of Reporting Person (See Instructions)

CO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Walgreen Hastings Co.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

AF, WC

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Nebraska

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

CO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Walgreen Co.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

WC

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Illinois

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

11,461,043
12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

5.0% *
14 Type of Reporting Person (See Instructions)

HC, CO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Alliance Boots Luxembourg S.à r.l.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Grand Duchy of Luxembourg

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (see instructions)

OO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Alliance Boots Holdings Limited

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

England and Wales

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

CO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

AB Acquisitions UK Holdco 7 Limited

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

England and Wales

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

CO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

AB Acquisitions Limited

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

England and Wales

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

CO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Alliance Boots International Limited

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

England and Wales

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

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11,461,043

12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13 Percent of Class Represented by Amount in Row (11)

5.0% *

14 Type of Reporting Person (See Instructions)

CO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Alliance Boots Limited

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

England and Wales

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

CO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

AB Acquisitions UK Topco Limited

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

England and Wales

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

CO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

AB Acquisitions Luxco 1 S.à r.l.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Grand Duchy of Luxembourg

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (see instructions)

OO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Alliance Boots GmbH

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Switzerland

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

OO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

AB Acquisitions Holdings Limited

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Gibraltar

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

OO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Alliance Santé Participations S.A.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Grand Duchy of Luxembourg

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

CO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

NEWCIP S.A.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Grand Duchy of Luxembourg

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

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11,461,043

12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13 Percent of Class Represented by Amount in Row (11)

5.0% *

14 Type of Reporting Person (See Instructions)

CO

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

Stefano Pessina

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Monaco

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

IN

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13D

CUSIP No. 03073E105

1 Name of Reporting Person

KKR Sprint (2006) Limited

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

CO

* This calculation is based on 229,201,153 shares of Common Stock, par value \$0.01 per share, outstanding as of January 31, 2014, as reported by the Issuer on its Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2013, filed by the Issuer with the Securities and Exchange Commission on February 7, 2014.

13D

CUSIP No. 03073E105

1 Name of Reporting Person

KKR 2006 Fund (Overseas), Limited Partnership

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

PN

* This calculation is based on 229,201,153 shares of Common Stock, par value \$0.01 per share, outstanding as of January 31, 2014, as reported by the Issuer on its Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2013, filed by the Issuer with the Securities and Exchange Commission on February 7, 2014.

13D

CUSIP No. 03073E105

1 Name of Reporting Person

KKR Associates 2006 (Overseas), Limited Partnership

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

PN

* This calculation is based on 229,201,153 shares of Common Stock, par value \$0.01 per share, outstanding as of January 31, 2014, as reported by the Issuer on its Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2013, filed by the Issuer with the Securities and Exchange Commission on February 7, 2014.

13D

CUSIP No. 03073E105

1 Name of Reporting Person

KKR 2006 Limited

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

CO

* This calculation is based on 229,201,153 shares of Common Stock, par value \$0.01 per share, outstanding as of January 31, 2014, as reported by the Issuer on its Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2013, filed by the Issuer with the Securities and Exchange Commission on February 7, 2014.

13D

CUSIP No. 03073E105

1 Name of Reporting Person

KKR Sprint (European II) Limited

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10 Shared Dispositive Power

Person

With

11,461,043

11 Aggregate Amount Beneficially Owned by Each Reporting Person

- 11,461,043
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
- 5.0% *
- 14 Type of Reporting Person (See Instructions)

CO

* This calculation is based on 229,201,153 shares of Common Stock, par value \$0.01 per share, outstanding as of January 31, 2014, as reported by the Issuer on its Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2013, filed by the Issuer with the Securities and Exchange Commission on February 7, 2014.

13D

CUSIP No. 03073E105

1 Name of Reporting Person

KKR European Fund II, Limited Partnership

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

Number of 7 Sole Voting Power

Shares

8 Shared Voting Power

Beneficially

Owned by

11,461,043

Each 9 Sole Dispositive Power

Reporting

10

Person

With