# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# Form 10-Q

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2018

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 1-11373


# Cardinal Health, Inc.

***(Exact name of registrant as specified in its charter)***

| **Ohio** | **31-0958666** |
|---|---|
| ***(State or other jurisdiction of incorporation or organization)*** | ***(IRS Employer Identification No.)*** |
| **7000 Cardinal Place, Dublin, Ohio** | **43017** |
| ***(Address of principal executive offices)*** | ***(Zip Code)*** |

**(614) 757-5000**

***(Registrant's telephone number, including area code)***

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | |
|---|---|
| Large accelerated filer ☑ | Accelerated filer ☐ |
| Non-accelerated filer ☐ | Smaller reporting company ☐ |
| | 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 ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

The number of the registrant's common shares, without par value, outstanding as of January 31, 2019, was the following: 298,016,653.

# Cardinal Health

**Q2 Fiscal 2019 Form 10-Q**

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## About Cardinal Health

Cardinal Health, Inc. is an Ohio corporation formed in 1979 and is a globally integrated healthcare services and products company providing customized solutions for hospitals, healthcare systems, pharmacies, ambulatory surgery centers, clinical laboratories and physician offices. We provide medical products and pharmaceuticals and cost-effective solutions that enhance supply chain efficiency. We connect patients, providers, payers, pharmacists and manufacturers for integrated care coordination and better patient management. We manage our business and report our financial results in two segments: Pharmaceutical and Medical. As used in this report, “we,” “our,” “us,” and similar pronouns refer to Cardinal Health, Inc. and its subsidiaries, unless the context requires otherwise. Our fiscal year ends on June 30. References to fiscal 2018 and fiscal 2017 are to the fiscal years ending or ended June 30, 2018 and June 30, 2017, respectively.

## Forward-Looking Statements

This Quarterly Report on Form 10-Q for the quarter ended December 31, 2018 (this "Form 10-Q") (including information incorporated by reference) includes "forward-looking statements" addressing expectations, prospects, estimates and other matters that are dependent upon future events or developments. Many forward-looking statements appear in Management’s Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), but there are others in this Form 10-Q, which may be identified by words such as "expect," "anticipate," "intend," "plan," "believe," "will," "should," "could," "would," "project," "continue," "likely," and similar expressions, and include statements reflecting future results, trends or guidance, statements of outlook and expense accruals. These matters are subject to risks and uncertainties that could cause actual results to differ materially from those made, projected or implied. The most significant of these risks and uncertainties are described in Exhibit 99.1 to this Form 10-Q and in "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended June 30, 2018 (our “2018 Form 10-K”). Forward-looking statements in this Form 10-Q speak only as of the date of this document. Except to the extent required by applicable law, we undertake no obligation to update or revise any forward-looking statement.

## Non-GAAP Financial Measures

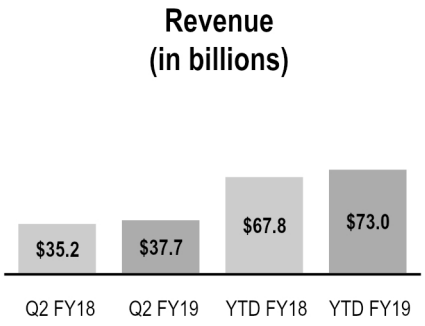
In the "Overview of Consolidated Results" section of MD&A, we use financial measures that are derived from our consolidated financial data but are not presented in our condensed consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). These measures are considered "non-GAAP financial measures" under the Securities and Exchange Commission ("SEC") rules. The reasons we use these non-GAAP financial measures and the reconciliations to their most directly comparable GAAP financial measures are included in the “Explanation and Reconciliation of Non-GAAP Financial Measures” section following MD&A in this Form 10-Q.

# Management's Discussion and Analysis of Financial Condition and Results of Operations

The discussion and analysis presented below is concerned with material changes in financial condition and results of operations between the periods specified in our condensed consolidated balance sheets at December 31, 2018 and June 30, 2018, and in our condensed consolidated statements of earnings for the three and six months ended December 31, 2018 and 2017. All comparisons presented are with respect to the prior-year period, unless stated otherwise. This discussion and analysis should be read in conjunction with the MD&A included in our 2018 Form 10-K.

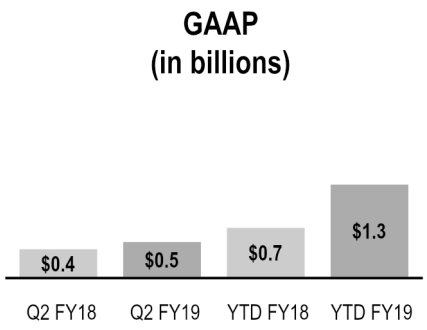
## Overview of Consolidated Results

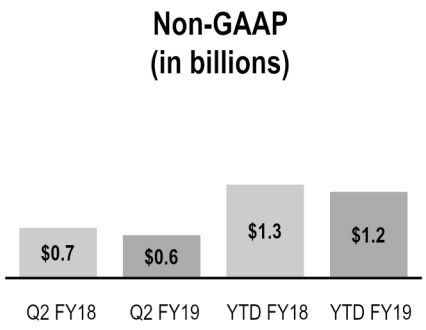
### Revenue




During the three and six months ended December 31, 2018, revenue increased 7 percent to $37.7 billion and 8 percent to $73.0 billion, respectively, primarily due to sales growth from pharmaceutical distribution and specialty pharmaceutical customers, partially offset by the February 2018 divestiture of our China distribution business.

## GAAP and Non-GAAP Operating Earnings




| | Three Months Ended December 31, | | | Six Months Ended December 31, | | |
|---|---|---|---|---|---|---|
| (in millions) | 2018 | 2017 | Change | 2018 | 2017 | Change |
| **GAAP operating earnings** | **$ 504** | $ 399 | **26 %** | **$ 1,320** | $ 661 | **100 %** |
| State opioid assessment related to prior fiscal years | **(29)** | — | | **—** | — | |
| Restructuring and employee severance | **12** | 21 | | **44** | 153 | |
| Amortization and other acquisition-related costs | **157** | 184 | | **314** | 368 | |
| Impairments and (gain)/loss on disposal of assets | **8** | 68 | | **(503)** | 68 | |
| Litigation (recoveries)/charges, net | **(15)** | 58 | | **3** | 90 | |
| **Non-GAAP operating earnings** | **$ 637** | $ 730 | **(13)%** | **$ 1,178** | $ 1,340 | **(12)%** |

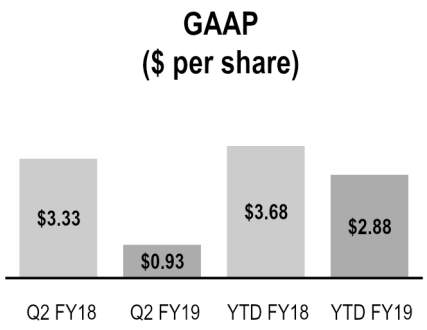
The sum of the components may not equal the total due to rounding.

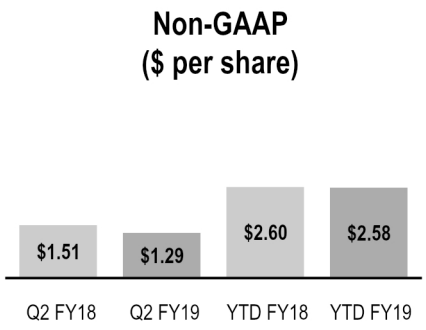
The increase in GAAP operating earnings during the three months ended December 31, 2018 was primarily due to favorable changes in litigation recoveries and charges, the beneficial comparison to the prior-year write-down of the assets held for sale from the divestiture of our China distribution business and growth from our specialty pharmaceutical products distribution and services business. These positive factors were partially offset by the negative impact of our Pharmaceutical segment generics program performance.

The increase in GAAP operating earnings during the six months ended December 31, 2018 was primarily due to a $508 million gain from the divestiture of our naviHealth Holdings, LLC ("naviHealth") business and the same factors impacting GAAP operating earnings during the three months ended December 31, 2018. The beneficial comparisons to the prior-year $125 million of contract termination costs to transition the distribution of our Medical segment surgeon gloves in certain international markets from a third-party distribution arrangement to a direct distribution model and the prior-year fair value step-up of inventory acquired with the Patient Recovery Business also contributed to the increase in GAAP operating earnings during the six months ended December 31, 2018.

The decrease in non-GAAP operating earnings during the three months and six ended December 31, 2018 was primarily due to the negative impact of our Pharmaceutical segment generics program performance, increased costs related to Cardinal Health Brand products and the adverse impact of pharmaceutical customer contract renewals. These factors were partially offset by growth from our specialty pharmaceutical products distribution and services business and the beneficial comparison to the prior-year fair value step-up of inventory acquired with the Patient Recovery Business.

## GAAP and Non-GAAP Diluted EPS




| | Three Months Ended December 31, | | | Six Months Ended December 31, | | |
|---|---|---|---|---|---|---|
| ($ per share) | 2018 | 2017 | Change | 2018 | 2017 | Change |
| **GAAP** [1] | **$ 0.93** | $ 3.33 | **(72)%** | **$ 2.88** | $ 3.68 | **(22)%** |
| State opioid assessment related to prior fiscal years | **(0.07)** | — | | **—** | — | |
| Restructuring and employee severance | **0.03** | 0.07 | | **0.11** | 0.34 | |
| Amortization and other acquisition-related costs | **0.40** | 0.46 | | **0.79** | 0.85 | |
| Impairments and (gain)/loss on disposal of assets | **0.02** | 0.35 | | **(1.22)** | 0.35 | |
| Litigation (recoveries)/charges, net | **(0.04)** | 0.13 | | **0.01** | 0.19 | |
| Transitional tax benefit, net | **0.01** | (2.83) | | **0.01** | (2.82) | |
| **Non-GAAP** [1] | **$ 1.29** | $ 1.51 | **(15)%** | **$ 2.58** | $ 2.60 | **(1)%** |

The sum of the components may not equal the total due to rounding.

(1) diluted earnings per share attributable to Cardinal Health, Inc. ("diluted EPS")

During the three months ended December 31, 2018, GAAP diluted EPS decreased primarily due to transitional tax benefits related to the enactment of the U.S. Tax Cuts and Jobs Act ("Tax Act") in the prior year.

During the six months ended December 31, 2018, GAAP diluted EPS decreased primarily due to transitional tax benefits related to the enactment of the Tax Act in the prior year, partially offset by the factors impacting GAAP operating earnings and the benefit from a lower share count as a result of share repurchases.

During the three months ended December 31, 2018, non-GAAP diluted EPS decreased primarily due to the factors impacting non-GAAP operating earnings.

During the six months ended December 31, 2018, non-GAAP diluted EPS was down slightly. The factors impacting non-GAAP operating earnings were offset by the benefits from applying a lower federal tax rate to our U.S. pre-tax earnings under the Tax Act, discrete tax items and a lower share count as a result of share repurchases.

## Cash and Equivalents

Our cash and equivalents balance was $2.2 billion at December 31, 2018 compared to $1.8 billion at June 30, 2018. The increase in cash and equivalents during the six months ended December 31, 2018 was due to $737 million of net cash proceeds from the sale of our naviHealth business and $736 million provided by operating activities, offset in part by $600 million paid for share repurchases and $293 million paid in dividends.

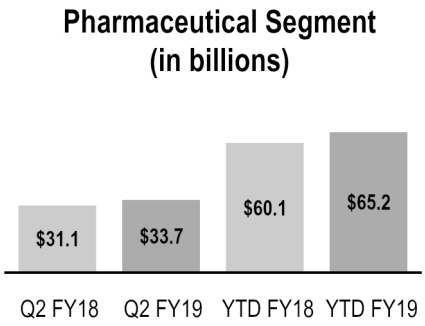
# Significant Developments in Fiscal 2019

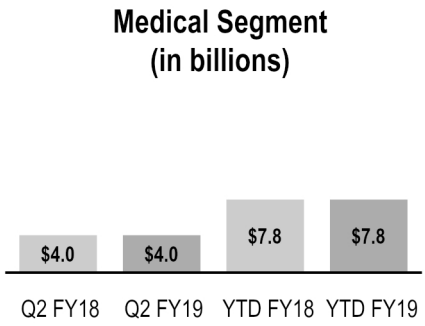
## Divestitures

In August 2018, we sold our 98 percent ownership interest in naviHealth in exchange for cash proceeds of $737 million and a 44 percent equity interest in a partnership that owns 100 percent of naviHealth. We also have certain call rights to reacquire naviHealth. We recognized a pre-tax gain of $508 million related to this divestiture during the six months ended December 31, 2018.

# Results of Operations

## Revenue




| | Three Months Ended December 31, | | | Six Months Ended December 31, | | |
|---|---|---|---|---|---|---|
| (in millions) | **2018** | 2017 | **Change** | **2018** | 2017 | **Change** |
| Pharmaceutical | **$ 33,740** | $ 31,146 | **8 %** | **$ 65,155** | $ 60,066 | **8%** |
| Medical | **4,006** | 4,044 | **(1)%** | **7,807** | 7,768 | **1%** |
| Total segment revenue | **37,746** | 35,190 | **7 %** | **72,962** | 67,834 | **8%** |
| Corporate | **(6)** | (4) | **50 %** | **(9)** | (7) | **29%** |
| **Total revenue** | **$ 37,740** | $ 35,186 | **7 %** | **$ 72,953** | $ 67,827 | **8%** |

### Pharmaceutical Segment

Pharmaceutical segment revenue growth was primarily due to sales growth from pharmaceutical distribution and specialty pharmaceutical customers, which together increased revenue by $3.4 billion and $6.7 billion during the three and six months ended December 31, 2018, respectively. The increase due to sales growth was partially offset by the February 2018 divestiture of our China distribution business.

### Medical Segment

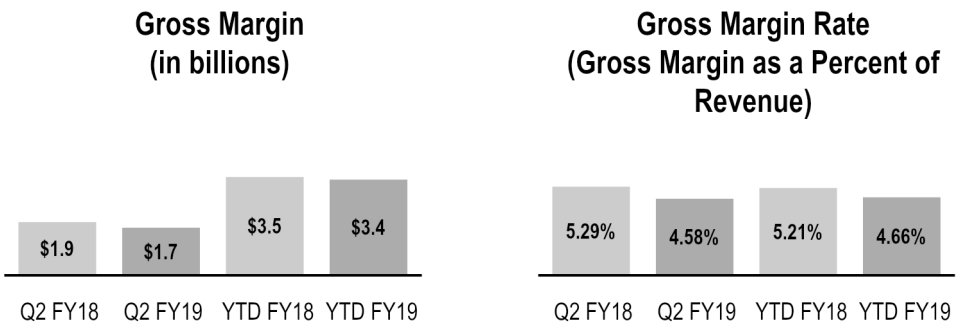
Medical segment revenue decreased slightly during the three months ended December 31, 2018 due to the divestitures of our China distribution and naviHealth businesses, largely offset by sales growth from existing customers.

Medical segment revenue increased slightly during the six months ended December 31, 2018 due to sales growth from existing customers and contributions from the Patient Recovery Business acquisition, largely offset by the divestitures of our China distribution and naviHealth businesses.

## Cost of Products Sold

Cost of products sold for the three and six months ended December 31, 2018 increased $2.7 billion (8 percent) and $5.3 billion (8 percent) compared to the respective prior-year periods as a result of the factors affecting the changes in revenue and gross margin.

## Gross Margin




| | Three Months Ended December 31, | | | Six Months Ended December 31, | | |
|---|---|---|---|---|---|---|
| (in millions) | 2018 | 2017 | Change | 2018 | 2017 | Change |
| Gross margin | $ 1,730 | $ 1,861 | (7)% | $ 3,397 | $ 3,533 | (4)% |

Gross margin decreased $131 million and $136 million during the three and six months ended December 31, 2018, respectively, primarily due to lower gross margin rate, partially offset by sales growth from our specialty pharmaceutical products distribution and services business.

Gross margin rate declined 71 and 55 basis points during the three and six months ended December 31, 2018, respectively, mainly due to changes in product mix, lower contribution from our Pharmaceutical segment generics program and the adverse impact of pharmaceutical customer contract renewals. Gross margin rate during the six months ended December 31, 2018 was positively impacted by the net impact of acquisitions and divestitures, which includes the Patient Recovery Business acquisition and the divestitures of our China distribution and naviHealth businesses.

## Distribution, Selling, General and Administrative ("SG&A") Expenses

| | Three Months Ended December 31, | | | Six Months Ended December 31, | | |
|---|---|---|---|---|---|---|
| (in millions) | 2018 | 2017 | Change | 2018 | 2017 | Change |
| SG&A expenses | $ 1,064 | $ 1,131 | (6)% | $ 2,219 | $ 2,193 | 1% |

During the three months ended December 31, 2018, SG&A expenses benefited from the impact of divestitures and the reversal of the amount we accrued in the first quarter of fiscal 2019 for the New York Opioid Stewardship Act assessment for opioids sold or distributed in New York state. In December 2018, the U.S. Federal District Court ruled the New York Opioid Stewardship Act was unconstitutional.

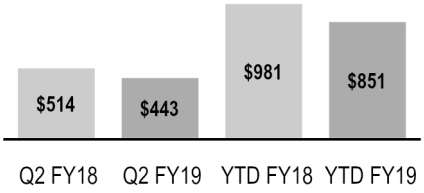
During the six months ended December 31, 2018, SG&A expenses increased slightly due to certain costs to exit transition service agreements for our Patient Recovery Business and opioid-matter legal defense expenses, partially offset by the beneficial impact of divestitures.

See Note 9 of the "Notes to Condensed Consolidated Financial Statements" for additional information on the New York Opioid Stewardship Act and opioid lawsuits.

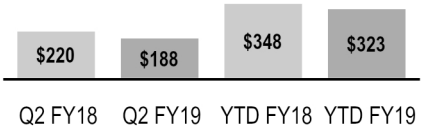
## Segment Profit

We evaluate segment performance based on segment profit, among other measures. See Note 14 of the "Notes to Condensed Consolidated Financial Statements" for additional information on segment profit.

**Pharmaceutical Segment Profit (in millions)**




**Medical Segment Profit (in millions)**




| | Three Months Ended December 31, | | | Six Months Ended December 31, | | |
|---|---|---|---|---|---|---|
| (in millions) | 2018 | 2017 | Change | 2018 | 2017 | Change |
| Pharmaceutical | $ 443 | $ 514 | (14)% | $ 851 | $ 981 | (13)% |
| Medical | 188 | 220 | (14)% | 323 | 348 | (7)% |
| Total segment profit | 631 | 734 | (14)% | 1,174 | 1,329 | (12)% |
| Corporate | (127) | (335) | (62)% | 146 | (668) | (122)% |
| **Total consolidated operating earnings** | $ 504 | $ 399 | 26 % | $ 1,320 | $ 661 | 100 % |

### Pharmaceutical Segment Profit

Pharmaceutical segment profit during the three and six months ended December 31, 2018 was adversely impacted by our generics program performance and customer contract renewals. The decreases were partially offset by growth from our specialty pharmaceutical products distribution and services business.

### Medical Segment Profit

The decreases in Medical segment profit during the three and six months ended December 31, 2018 were primarily due to increased costs related to Cardinal Health Brand products. The decreases were partially offset by the net impact of acquisitions and divestitures, which includes the beneficial comparison to the prior-year fair value step-up of inventory acquired with the Patient Recovery Business.

### Corporate

The changes in Corporate during the three and six months ended December 31, 2018 were due to the factors discussed in the Other Components of Consolidated Operating Earnings section that follows.

## Other Components of Consolidated Operating Earnings

In addition to revenue, gross margin and SG&A expenses discussed previously, consolidated operating earnings were impacted by the following:

| | Three Months Ended December 31, | | Six Months Ended December 31, | |
|---|---|---|---|---|
| (in millions) | **2018** | 2017 | **2018** | 2017 |
| Restructuring and employee severance | **$ 12** | $ 21 | **$ 44** | $ 153 |
| Amortization and other acquisition-related costs | **157** | 184 | **314** | 368 |
| Impairments and (gain)/loss on disposal of assets, net | **8** | 68 | **(503)** | 68 |
| Litigation (recoveries)/charges, net | **(15)** | 58 | **3** | 90 |

**Restructuring and Employee Severance**

During the three and six months ended December 31, 2018, we recognized $8 million and $34 million, respectively, of employee-related severance costs in connection with enterprise-wide cost-saving measures that began in fiscal 2019.

During the six months ended December 31, 2017, we incurred $125 million of contract termination costs to transition the distribution of our Medical segment surgeon gloves in certain international markets from a third-party distribution arrangement to a direct distribution model.

**Amortization and Other Acquisition-Related Costs**

Amortization of acquisition-related intangible assets was $133 million and $152 million for the three months ended December 31, 2018 and 2017, respectively, and $266 million and $287 million for the six months ended December 31, 2018 and 2017, respectively.

Transaction and integration costs associated with the Patient Recovery Business acquisition were $22 million and $24 million for the three months ended December 31, 2018 and 2017, respectively, and $44 million and $61 million for the six months ended December 31, 2018 and 2017, respectively.

**Impairments and (Gain)/Loss On Disposal of Assets, Net**

During the six months ended December 31, 2018, we recognized a pre-tax gain of $508 million related to the divestiture of our naviHealth business.

During the three and six months ended December 31, 2017 we recognized a $67 million write-down of the assets held for sale from the divestiture of our China distribution business.

**Litigation (Recoveries)/Charges, Net**

During both the three and six months ended December 31, 2018, we recognized $47 million of recoveries in class action antitrust lawsuits in which we were a class member. In addition, the costs we recognized in connection with the IVC filter product liability claims were $26 million and $45 million lower in the three and six months ended December 31, 2018, respectively, than the costs recognized in the comparable prior year periods.

## Earnings Before Income Taxes

In addition to the items discussed above, earnings before income taxes were impacted by the following:

| | Three Months Ended December 31, | | | Six Months Ended December 31, | | |
|---|---|---|---|---|---|---|
| (in millions) | **2018** | 2017 | **Change** | **2018** | 2017 | **Change** |
| Other (income)/expense, net | **$ 21** | $ (5) | **N.M.** | **$ 25** | $ (4) | **N.M.** |
| Interest expense, net | **$ 76** | $ 87 | **(13)%** | **$ 152** | $ 168 | **(10)%** |
| Loss on extinguishment of debt | **$ —** | $ — | **N.M.** | **$ —** | $ 2 | **N.M.** |

## Provision for/(Benefit from) Income Taxes

During the three months ended December 31, 2018 and 2017, the effective tax rate was 31.0 percent and (231.9) percent, respectively. During the six months ended December 31, 2018 and 2017, the effective tax rate was 23.5 percent and (136.6) percent, respectively. The changes in the effective tax rates for the three and six months ended December 31, 2018 compared to the prior periods is primarily due to transitional tax benefits from the enactment of the Tax Act in the prior periods. The six months ended December 31, 2018 also included net discrete benefits of $38 million primarily related to international legal entity changes.

The transitional tax benefits from the Tax Act during the three and six months ended December 31, 2017 included a provisional net tax benefit of $935 million related to the remeasurement of our deferred tax assets and liabilities to the new federal statutory rate and a provisional tax expense of $41 million for the one-time repatriation tax applied to our undistributed foreign earnings. Our effective tax rates for the three and six months ended December 31, 2017 also included $57 million of tax expense recognized in connection with the sale of our China distribution business.

# Liquidity and Capital Resources

We currently believe that, based on available capital resources (cash on hand and committed credit facilities) and projected operating cash flow, we have adequate capital resources to fund working capital needs; currently anticipated capital expenditures; currently anticipated business growth and expansion; contractual obligations; tax payments; and current and projected debt service requirements, dividends and share repurchases. If we decide to engage in one or more acquisitions, depending on the size and timing of such transactions, we may need to access capital markets for additional financing.

## Cash and Equivalents

Our cash and equivalents balance was $2.2 billion at December 31, 2018 compared to $1.8 billion at June 30, 2018. At December 31, 2018, our cash and equivalents were held in cash depository accounts with major banks or invested in high quality, short-term liquid investments.

In August 2018, we completed the sale of our interest in naviHealth and received proceeds of $737 million and a 44 percent equity interest in a partnership that owns naviHealth. During the six months ended December 31, 2018, net cash provided by operating activities was $736 million, driven by net earnings and changes in net working capital. Also during the six months ended December 31, 2018, we deployed $600 million for share repurchases and $293 million for cash dividends.

The cash and equivalents balance at December 31, 2018 includes $695 million of cash held by subsidiaries outside of the United States. Though our foreign earnings have been deemed to be repatriated from a U.S. federal tax perspective, we have not yet completed our assessment of pending and final Tax Act regulations on our plans to reinvest foreign earnings, and as such, we have not changed our prior conclusion that the earnings are indefinitely reinvested. If we decide to repatriate these earnings in the future, we may be subject to certain non-U.S. taxes at that time. See Note 8 of the "Notes to Condensed Consolidated Financial Statements" for additional information on the Tax Act.

Changes in working capital, which impact operating cash flow, can vary significantly depending on factors such as the timing of customer payments, inventory purchases and payments to vendors in the regular course of business, as well as fluctuating working capital needs driven by customer and product mix.

## Other Financing Arrangements and Financial Instruments

### Credit Facilities and Commercial Paper

In addition to cash and equivalents and operating cash flow, other sources of liquidity at December 31, 2018 include a $2.0 billion commercial paper program, backed by a $2.0 billion revolving credit facility. We also have a $1.0 billion committed receivables sales facility. At December 31, 2018, we had no amounts outstanding under our commercial paper program, revolving credit facility or our committed receivables sales facility. Under our commercial paper and committed receivables programs, we had maximum amounts outstanding of $215 million and $785 million, respectively, and an average daily amount outstanding of $4 million and $22 million during three and six months ended December 31, 2018, respectively.

On November 6, 2018, we increased the maximum consolidated leverage ratio permitted under our revolving credit and committed receivables facilities to provide that, as of the end of any calendar quarter, our maximum consolidated leverage ratio may be no more than 4.25-to-1. The maximum ratio will reduce to 4.00-to-1 in September 2019, to 3.75-to-1 in March 2020 and to 3.25-to-1 in September 2020. As of December 31, 2018, we were in compliance with our financial covenants.

### Long-Term Debt

At December 31, 2018, we had total long-term obligations, including the current portion and other short-term borrowings, of $9.0 billion.

# Capital Deployment

## Capital Expenditures

Capital expenditures during the six months ended December 31, 2018 and 2017 were $116 million and $168 million, respectively.

## Dividends

On November 7, 2018, our Board of Directors approved a quarterly dividend of $0.4763 per share, or $1.91 per share on an annualized basis, payable on January 15, 2019 to shareholders of record on January 2, 2019.

On February 6, 2018, our Board of Directors approved a quarterly dividend of $0.4763 per share, or $1.91 per share on an annualized basis, payable on April 15, 2019 to shareholders of record on April 1, 2019.

## Share Repurchases

During the six months ended December 31, 2018, we repurchased $600 million of our common shares pursuant to an accelerated share repurchase ("ASR") program, which was completed in October 2018. See Note 12 of the "Notes to condensed consolidated financial statements" for additional information.

On November 7, 2018, our Board of Directors approved a new $1.0 billion share repurchase program, which expires on December 31, 2021. At December 31, 2018, we had $1.3 billion for share repurchases remaining under all programs.

# Other Items

The MD&A in our 2018 Form 10-K addresses our contractual obligations and off-balance sheet arrangements, as of and for the fiscal year ended June 30, 2018. There have been no subsequent material changes outside of the ordinary course of business to those items.

# Critical Accounting Policies and Sensitive Accounting Estimates

The discussion and analysis presented below is a supplemental disclosure to the critical accounting policies and sensitive accounting estimates specified in our consolidated balance sheets at June 30, 2018. This discussion and analysis should be read in conjunction with the Critical Accounting Policies and Sensitive Accounting Estimates included in our 2018 Form 10-K.

Critical accounting policies are those accounting policies that (i) can have a significant impact on our financial condition and results of operations and (ii) require the use of complex and subjective estimates based upon past experience and management's judgment. Other people applying reasonable judgment to the same facts and circumstances could develop different estimates. Because estimates are inherently uncertain, actual results may differ. In this section, we describe the significant policies applied in preparing our consolidated financial statements that management believes are the most dependent on estimates and assumptions for goodwill impairment testing.

## Goodwill

Purchased goodwill is tested for impairment annually or when indicators of impairment exist. Goodwill impairment testing involves a comparison of the estimated fair value of reporting units to the respective carrying amount, which may be performed utilizing either a qualitative or quantitative assessment. Qualitative factors are first assessed to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If it is determined that it is more likely than not that the fair value does not exceed the carrying amount, then a quantitative test is performed. The quantitative goodwill impairment test involves a comparison of the estimated fair value of the reporting unit to the respective carrying amount. A reporting unit is defined as an operating segment or one level below an operating segment (also known as a component).

Goodwill impairment testing involves judgment, including the identification of reporting units, qualitative evaluation of events and circumstances to determine if it is more likely than not that an impairment exists, and, if necessary, the estimation of the fair value of the applicable reporting unit. Our qualitative evaluation considers the weight of evidence and significance of all identified events and circumstances and most relevant drivers of fair value, both positive and negative, in determining whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount.

**Medical Unit Goodwill Qualitative Assessment**

During the fourth quarter of fiscal 2018, we recorded a $1.4 billion goodwill impairment within our Medical segment. Although we believe the assumptions used to arrive at the estimate of fair value during the fourth quarter of fiscal 2018 continue to be reasonable and appropriate, changes in key assumptions during the remainder of fiscal 2019, including a failure to meet expected earnings or other financial plans, or other unanticipated events and circumstances, such as a rise in interest rates or a significant change in industry or economic trends, may affect future estimates. Adverse changes in key assumptions may result in a further decline in fair value below the carrying value in the future and an additional impairment in our Medical segment in future periods, which could adversely affect our results of operations.

# Explanation and Reconciliation of Non-GAAP Financial Measures

The "Overview of Consolidated Results" section within MD&A in this Form 10-Q contains financial measures that are not calculated in accordance with GAAP.

In addition to analyzing our business based on financial information prepared in accordance with GAAP, we use these non-GAAP financial measures internally to evaluate our performance, engage in financial and operational planning, and determine incentive compensation because we believe that these measures provide additional perspective on and, in some circumstances are more closely correlated to, the performance of our underlying, ongoing business. We provide these non-GAAP financial measures to investors as supplemental metrics to assist readers in assessing the effects of items and events on our financial and operating results on a year-over-year basis and in comparing our performance to that of our competitors. However, the non-GAAP financial measures that we use may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies. The non-GAAP financial measures disclosed by us should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and the financial results calculated in accordance with GAAP and reconciliations to those financial statements set forth below should be carefully evaluated.

## Exclusions from Non-GAAP Financial Measures

Management believes it is useful to exclude the following items from the non-GAAP measures presented in this report for its own and for investors' assessment of the business for the reasons identified below:

- LIFO charges and credits are excluded because the factors that drive last-in first-out ("LIFO") inventory charges or credits, such as pharmaceutical manufacturer price appreciation or deflation and year-end inventory levels (which can be meaningfully influenced by customer buying behavior immediately preceding our fiscal year-end), are largely out of our control and cannot be accurately predicted. The exclusion of LIFO charges and credits from non-GAAP metrics facilitates comparison of our current financial results to our historical financial results and to our peer group companies' financial results.
- State opioid assessment related to prior fiscal years is the portion of the New York State assessment for prescription opioid medications that were sold or distributed in periods prior to fiscal 2019. This portion was excluded from non-GAAP financial measures because it related to sales in prior fiscal years and inclusion would have obscured analysis of the current fiscal year results of our underlying, ongoing business. Additionally, while the New York law would have required us to make payments on an ongoing basis, the portion of the assessment related to sales in periods prior to fiscal 2019 was contemplated to be a one-time, nonrecurring item. In December 2018, this assessment was declared unconstitutional. The charges we had previously recorded for the assessment related to periods prior to fiscal 2019 were reversed in the second quarter of our fiscal 2019 and also excluded from non-GAAP financial measures.
- Restructuring and employee severance costs are excluded because they are not part of the ongoing operations of our underlying business.
- Amortization and other acquisition-related costs, which include transaction costs, integration costs, and changes in the fair value of contingent consideration obligations, are excluded primarily for consistency with the presentation of the financial results of our peer group companies. Additionally, costs for amortization of acquisition-related intangible assets are non-cash amounts, which are variable in amount and frequency and are significantly impacted by the timing and size of acquisitions, so their exclusion facilitates comparison of historical, current and forecasted financial results. We also exclude other acquisition-related costs, which are directly related to an acquisition but do not meet the criteria to be recognized on the acquired entity's initial balance sheet as part of the purchase price allocation. These costs are also significantly impacted by the timing, complexity and size of acquisitions.
- Impairments and gain or loss on disposal of assets are excluded because they do not occur in or reflect the ordinary course of our ongoing business operations and are inherently unpredictable in timing and amount, and in the case of impairments, are non-cash amounts, so their exclusion facilitates comparison of historical, current and forecasted financial results.
- Litigation recoveries or charges, net are excluded because they often relate to events that may have occurred in prior or multiple periods, do not occur in or reflect the ordinary course of our business and are inherently unpredictable in timing and amount.
- Loss on extinguishment of debt is excluded because it does not typically occur in the normal course of business and may obscure analysis of trends and financial performance. Additionally, the amount and frequency of this type of charge is not consistent and is significantly impacted by the timing and size of debt extinguishment transactions.

- Transitional tax benefit, net related to the Tax Cuts and Jobs Act is excluded because it results from the one-time impact of a very significant change in the U.S. federal corporate tax rate and, due to the significant size of the benefit, obscures analysis of trends and financial performance. The transitional tax benefit includes the initial estimate and subsequent adjustments for the re-measurement of deferred tax assets and liabilities due to the reduction of the U.S. federal corporate income tax rate and the repatriation tax on undistributed foreign earnings.

The tax effect for each of the items listed above, other than the transitional tax benefit item, is determined using the tax rate and other tax attributes applicable to the item and the jurisdiction(s) in which the item is recorded. The gross, tax and net impact of each item are presented with our GAAP to non-GAAP reconciliations.

# Definitions

**Growth rate calculation:** growth rates in this Form 10-Q are determined by dividing the difference between current-period results and prior-period results by prior-period results.

**Non-GAAP distribution, selling, general and administrative expenses or Non-GAAP SG&A:** distribution, selling, general and administrative expenses, excluding state opioid assessment related to prior fiscal years.

**Non-GAAP operating earnings**: operating earnings excluding (1) LIFO charges/(credits), (2) state opioid assessment related to prior fiscal years, (3) restructuring and employee severance, (4) amortization and other acquisition-related costs, (5) impairments and (gain)/loss on disposal of assets, and (6) litigation (recoveries)/charges, net.

**Non-GAAP earnings before income taxes**: earnings before income taxes excluding (1) LIFO charges/(credits), (2) state opioid assessment related to prior fiscal years, (3) restructuring and employee severance, (4) amortization and other acquisition-related costs, (5) impairments and (gain)/loss on disposal of assets, (6) litigation (recoveries)/charges, net, and (7) loss on extinguishment of debt.

**Non-GAAP net earnings attributable to Cardinal Health, Inc.**: net earnings attributable to Cardinal Health, Inc. excluding (1) LIFO charges/(credits), (2) state opioid assessment related to prior fiscal years, (3) restructuring and employee severance, (4) amortization and other acquisition-related costs, (5) impairments and (gain)/loss on disposal of assets, (6) litigation (recoveries)/charges, net, (7) loss on extinguishment of debt, each net of tax, and (8) transitional tax benefit, net.

**Non-GAAP effective tax rate**: (provision for income taxes adjusted for (1) LIFO charges/(credits), (2) state opioid assessment related to prior fiscal years, (3) restructuring and employee severance, (4) amortization and other acquisition-related costs, (5) impairments and (gain)/loss on disposal of assets, (6) litigation (recoveries)/charges, net, (7) loss on extinguishment of debt, and (8) transitional tax benefit, (net) divided by (earnings before income taxes adjusted for the first seven items).

**Non-GAAP diluted EPS attributable to Cardinal Health, Inc.**: non-GAAP net earnings attributable to Cardinal Health, Inc. divided by diluted weighted-average shares outstanding.

# GAAP to Non-GAAP Reconciliations

| (in millions, except per common share amounts) | SG&A[1] | SG&A[1] Growth Rate | Operating Earnings | Operating Earnings Growth Rate | Earnings Before Income Taxes | Provision for Income Taxes | Net Earnings[2] | Net Earnings[2] Growth Rate | Diluted EPS[2] | Diluted EPS[2] Growth Rate |
|---|---|---|---|---|---|---|---|---|---|---|
| | Three Months Ended December 31, 2018 | | | | | | | | | |
| **GAAP** | **$ 1,064** | **(6)%** | **$ 504** | **26 %** | **$ 407** | **$ 126** | **$ 280** | **(73)%** | **$ 0.93** | **(72)%** |
| State opioid assessment related to prior fiscal years | 29 | | (29) | | (29) | (8) | (21) | | (0.07) | |
| Restructuring and employee severance | — | | 12 | | 12 | 3 | 9 | | 0.03 | |
| Amortization and other acquisition-related costs | — | | 157 | | 157 | 39 | 119 | | 0.40 | |
| Impairments and (gain)/loss on disposal of assets, net | — | | 8 | | 8 | 1 | 7 | | 0.02 | |
| Litigation (recoveries)/charges, net | — | | (15) | | (15) | (4) | (11) | | (0.04) | |
| Transitional tax benefit, net[3] | — | | — | | — | (3) | 3 | | 0.01 | |
| **Non-GAAP** | **$ 1,093** | **(3)%** | **$ 637** | **(13)%** | **$ 540** | **$ 154** | **$ 385** | **(19)%** | **$ 1.29** | **(15)%** |
| | Three Months Ended December 31, 2017 | | | | | | | | | |
| GAAP | $ 1,131 | 24 % | $ 399 | (26)% | $ 317 | $ (736) | $ 1,053 | 225 % | $ 3.33 | 226 % |
| Restructuring and employee severance | — | | 21 | | 21 | (2) | 23 | | 0.07 | |
| Amortization and other acquisition-related costs | — | | 184 | | 184 | 41 | 143 | | 0.46 | |
| Impairments and (gain)/loss on disposal of assets, net | — | | 68 | | 68 | (43) | 111 | | 0.35 | |
| Litigation (recoveries)/charges, net | — | | 58 | | 58 | 17 | 41 | | 0.13 | |
| Transitional tax benefit, net[3] | — | | — | | — | 894 | (894) | | (2.83) | |
| Non-GAAP | $ 1,131 | 24 % | $ 730 | 4 % | $ 648 | $ 171 | $ 478 | 12 % | $ 1.51 | 13 % |
| | Six Months Ended December 31, 2018 | | | | | | | | | |
| **GAAP** | **$ 2,219** | **1 %** | **$ 1,320** | **100 %** | **$ 1,143** | **$ 269** | **$ 873** | **(25)%** | **$ 2.88** | **(22)%** |
| Restructuring and employee severance | — | | 44 | | 44 | 11 | 33 | | 0.11 | |
| Amortization and other acquisition-related costs | — | | 314 | | 314 | 74 | 240 | | 0.79 | |
| Impairments and (gain)/loss on disposal of assets, net | — | | (503) | | (503) | (133) | (370) | | (1.22) | |
| Litigation (recoveries)/charges, net | — | | 3 | | 3 | — | 3 | | 0.01 | |
| Transitional tax benefit, net[3] | — | | — | | — | (3) | 3 | | 0.01 | |
| **Non-GAAP** | **$ 2,219** | **1 %** | **$ 1,178** | **(12)%** | **$ 1,001** | **$ 218** | **$ 782** | **(5)%** | **$ 2.58** | **(1)%** |
| | Six Months Ended December 31, 2017 | | | | | | | | | |
| GAAP | $ 2,193 | 20 % | $ 661 | (39)% | $ 495 | $ (675) | $ 1,168 | 85 % | $ 3.68 | 87 % |
| Restructuring and employee severance | — | | 153 | | 153 | 45 | 108 | | 0.34 | |
| Amortization and other acquisition-related costs | — | | 368 | | 368 | 98 | 270 | | 0.85 | |
| Impairments and (gain)/loss on disposal of assets, net | — | | 68 | | 68 | (43) | 111 | | 0.35 | |
| Litigation (recoveries)/charges, net | — | | 90 | | 90 | 30 | 60 | | 0.19 | |
| Loss on extinguishment of debt | — | | — | | 2 | 1 | 1 | | — | |
| Transitional tax benefit, net[3] | — | | — | | — | 894 | (894) | | (2.82) | |
| Non-GAAP | $ 2,193 | 20 % | $ 1,340 | (2)% | $ 1,175 | $ 350 | $ 823 | — % | $ 2.60 | 1 % |

1 Distribution, selling, general and administrative expenses.

2 attributable to Cardinal Health, Inc.

3 Reflects the estimated net transitional benefit from the remeasurement of our deferred tax assets and liabilities partially offset by the repatriation tax on cash and earnings of foreign subsidiaries. See Note 8 of the "Notes to Condensed Consolidated Financial Statements" for more information on the Tax Act.

The sum of the components may not equal the total due to rounding.

We generally apply varying tax rates depending on the item's nature and tax jurisdiction where it is incurred.

# Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in the quantitative and qualitative market risk disclosures included in our 2018 Form 10-K since the end of fiscal 2018 through December 31, 2018.

# Controls and Procedures

## Evaluation of Disclosure Controls and Procedures

We evaluated, with the participation of our principal executive officer and principal financial officer, the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of December 31, 2018. Based on this evaluation, our principal executive officer and principal financial officer have concluded that as of December 31, 2018, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms and that such information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

## Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

# Legal Proceedings

The legal proceedings described in Note 9 of the "Notes to Condensed Consolidated Financial Statements" are incorporated in this "Legal Proceedings" section by reference.

# Risk Factors

You should carefully consider the information in this Form 10-Q and the risk factors discussed in "Risk Factors" and other risks discussed in our 2018 Form 10-K and our filings with the SEC since June 30, 2018. These risks could materially and adversely affect our results of operations, financial condition, liquidity, and cash flows. Our business also could be affected by risks that we are not presently aware of or that we currently consider immaterial to our operations.

# Unregistered Sales of Equity Securities and Use of Proceeds

## Issuer Purchases of Equity Securities

| Period | Total Number of Shares Purchased (1) | Average Price Paid per Share (2) | Total Number of Shares Purchased as Part of Publicly Announced Programs (2, 3) | Approximate Dollar Value of Shares That May Yet be Purchased Under the Program (3) (in millions) |
|---|---|---|---|---|
| October 2018 | 1,954,662 | $ 61.40 | 1,954,392 | $ 293 |
| November 2018 | 271 | 53.00 | — | 1,293 |
| December 2018 | 407 | 49.62 | — | 1,293 |
| **Total** | **1,955,340** | **$ 61.40** | **1,954,392** | **$ 1,293** |

(1) Reflects 270, 271 and 407 common shares purchased in October, November and December 2018, respectively, through a rabbi trust as investments of participants in our Deferred Compensation Plan.

(2) On August 16, 2018 we entered into an ASR program to purchase common shares for an aggregate purchase price of $600 million. The program completed on October 25, 2018 at a weighted average price per common share of $52.32. See Note 12 of the "Notes to Condensed Consolidated Financial Statements" for additional information.

(3) On February 7, 2018, our Board of Directors approved a new $1.0 billion share repurchase program that expires on December 31, 2020. On November 7, 2018, our Board of Directors approved a new $1.0 billion share repurchase program that expires on December 31, 2021.

# Condensed Consolidated Statements of Earnings

**(Unaudited)**

| (in millions, except per common share amounts) | Three Months Ended December 31, 2018 | Three Months Ended December 31, 2017 | Six Months Ended December 31, 2018 | Six Months Ended December 31, 2017 |
|---|---|---|---|---|
| Revenue | **$ 37,740** | $ 35,186 | **$ 72,953** | $ 67,827 |
| Cost of products sold | **36,010** | 33,325 | **69,556** | 64,294 |
| Gross margin | **1,730** | 1,861 | **3,397** | 3,533 |
| **Operating expenses:** | | | | |
| Distribution, selling, general and administrative expenses | **1,064** | 1,131 | **2,219** | 2,193 |
| Restructuring and employee severance | **12** | 21 | **44** | 153 |
| Amortization and other acquisition-related costs | **157** | 184 | **314** | 368 |
| Impairments and (gain)/loss on disposal of assets, net | **8** | 68 | **(503)** | 68 |
| Litigation (recoveries)/charges, net | **(15)** | 58 | **3** | 90 |
| Operating earnings | **504** | 399 | **1,320** | 661 |
| Other (income)/expense, net | **21** | (5) | **25** | (4) |
| Interest expense, net | **76** | 87 | **152** | 168 |
| Loss on extinguishment of debt | **—** | — | **—** | 2 |
| Earnings before income taxes | **407** | 317 | **1,143** | 495 |
| Provision for/(benefit from) income taxes | **126** | (736) | **269** | (675) |
| Net earnings | **281** | 1,053 | **874** | 1,170 |
| Less: Net earnings attributable to noncontrolling interests | **(1)** | — | **(1)** | (2) |
| **Net earnings attributable to Cardinal Health, Inc.** | **$ 280** | $ 1,053 | **$ 873** | $ 1,168 |
| **Earnings per common share attributable to Cardinal Health, Inc.:** | | | | |
| Basic | **$ 0.94** | $ 3.35 | **$ 2.90** | $ 3.70 |
| Diluted | **0.93** | 3.33 | **2.88** | 3.68 |
| **Weighted-average number of common shares outstanding:** | | | | |
| Basic | **299** | 315 | **302** | 315 |
| Diluted | **300** | 316 | **303** | 317 |
| Cash dividends declared per common share | **$ 0.4763** | $ 0.4624 | **$ 0.9526** | $ 0.9248 |

See notes to condensed consolidated financial statements.

# Condensed Consolidated Statements of Comprehensive Income

**(Unaudited)**

| (in millions) | Three Months Ended December 31, 2018 | Three Months Ended December 31, 2017 | Six Months Ended December 31, 2018 | Six Months Ended December 31, 2017 |
|---|---|---|---|---|
| Net earnings | **$ 281** | $ 1,053 | **$ 874** | $ 1,170 |
| **Other comprehensive income/(loss):** | | | | |
| Foreign currency translation adjustments and other | **(26)** | (9) | **(29)** | 31 |
| Net unrealized gain/(loss) on derivative instruments, net of tax | **(1)** | — | **(2)** | (1) |
| Total other comprehensive income/(loss), net of tax | **(27)** | (9) | **(31)** | 30 |
| Total comprehensive income | **254** | 1,044 | **843** | 1,200 |
| Less: comprehensive income attributable to noncontrolling interests | **(1)** | — | **(1)** | (2) |
| **Total comprehensive income attributable to Cardinal Health, Inc.** | **$ 253** | $ 1,044 | **$ 842** | $ 1,198 |

See notes to condensed consolidated financial statements.

# Condensed Consolidated Balance Sheets

**(Unaudited)**

| (in millions) | December 31, 2018 | June 30, 2018 |
|---|---|---|
| **Assets** | | |
| **Current assets:** | | |
| Cash and equivalents | **$ 2,182** | $ 1,763 |
| Trade receivables, net | **7,932** | 7,800 |
| Inventories, net | **13,037** | 12,308 |
| Prepaid expenses and other | **1,940** | 1,926 |
| Assets held for sale | **—** | 756 |
| Total current assets | **25,091** | 24,553 |
| Property and equipment, net | **2,376** | 2,487 |
| Goodwill and other intangibles, net | **11,973** | 12,229 |
| Other assets | **1,022** | 682 |
| **Total assets** | **$ 40,462** | $ 39,951 |
| **Liabilities, Redeemable Noncontrolling Interests and Shareholders' Equity** | | |
| **Current liabilities:** | | |
| Accounts payable | **$ 20,610** | $ 19,677 |
| Current portion of long-term obligations and other short-term borrowings | **1,450** | 1,001 |
| Other accrued liabilities | **1,764** | 2,002 |
| Liabilities related to assets held for sale | **—** | 213 |
| Total current liabilities | **23,824** | 22,893 |
| Long-term obligations, less current portion | **7,599** | 8,012 |
| Deferred income taxes and other liabilities | **2,996** | 2,975 |
| Redeemable noncontrolling interests | **—** | 12 |
| **Shareholders' equity:** | | |
| Preferred shares, without par value: | | |
| Authorized—**500 thousand** shares, Issued—**none** | **—** | — |
| Common shares, without par value: | | |
| Authorized—**755 million** shares, Issued—**327 million** shares at **December 31, 2018** and June 30, 2018, respectively | **2,728** | 2,730 |
| Retained earnings | **5,233** | 4,645 |
| Common shares in treasury, at cost: **29 million** shares and 18 million shares at **December 31, 2018** and June 30, 2018, respectively | **(1,795)** | (1,224) |
| Accumulated other comprehensive loss | **(123)** | (92) |
| **Total shareholders' equity** | **6,043** | 6,059 |
| **Total liabilities, redeemable noncontrolling interests and shareholders' equity** | **$ 40,462** | $ 39,951 |

See notes to condensed consolidated financial statements.

# Condensed Consolidated Statements of Cash Flows

**(Unaudited)**

| (in millions) | Six Months Ended December 31, 2018 | 2017 |
|---|---|---|
| **Cash flows from operating activities:** | | |
| Net earnings | **$ 874** | $ 1,170 |
| | | |
| Adjustments to reconcile net earnings to net cash provided by operating activities: | | |
| Depreciation and amortization | **498** | 520 |
| Impairments and (gain)/loss on sale of other investments | **2** | 6 |
| Impairments and (gain)/loss on disposal of assets, net | **(503)** | 68 |
| Share-based compensation | **41** | 40 |
| Provision for bad debts | **40** | 31 |
| Change in operating assets and liabilities, net of effects from acquisitions and divestitures: | | |
| Increase in trade receivables | **(191)** | (617) |
| Increase in inventories | **(753)** | (995) |
| Increase in accounts payable | **941** | 2,107 |
| Other accrued liabilities and operating items, net | **(213)** | (870) |
| Net cash provided by operating activities | **736** | 1,460 |
| | | |
| **Cash flows from investing activities:** | | |
| Acquisition of subsidiaries, net of cash acquired | **(21)** | (6,141) |
| Additions to property and equipment | **(116)** | (168) |
| Purchase of available-for-sale securities and other investments | **(10)** | (6) |
| Proceeds from sale of available-for-sale securities and other investments | **1** | 65 |
| Proceeds from maturities of available-for-sale securities | **1** | — |
| Proceeds from divestitures, net of cash sold, and disposal of property and equipment | **740** | 1 |
| Net cash provided by/(used in) investing activities | **595** | (6,249) |
| | | |
| **Cash flows from financing activities:** | | |
| Payment of contingent consideration obligation | **—** | (17) |
| Net change in short-term borrowings | **—** | 155 |
| Purchase of noncontrolling interests | **—** | (106) |
| Proceeds from long-term obligations, net of issuance costs | **—** | 3 |
| Reduction of long-term obligations | **(2)** | (403) |
| Net tax proceeds/(withholdings) from share-based compensation | **(13)** | (16) |
| Dividends on common shares | **(293)** | (296) |
| Purchase of treasury shares | **(600)** | (150) |
| Net cash used in financing activities | **(908)** | (830) |
| | | |
| Effect of exchange rates changes on cash and equivalents | **(4)** | 7 |
| Cash reclassified to assets held for sale | **—** | (18) |
| | | |
| Net increase/(decrease) in cash and equivalents | **419** | (5,630) |
| Cash and equivalents at beginning of period | **1,763** | 6,879 |
| **Cash and equivalents at end of period** | **$ 2,182** | $ 1,249 |

See notes to condensed consolidated financial statements.

# Notes to Condensed Consolidated Financial Statements

## 1. Basis of Presentation and Summary of Significant Accounting Policies

### Basis of Presentation

Our condensed consolidated financial statements include the accounts of all majority-owned or controlled subsidiaries, and all significant intercompany transactions and amounts have been eliminated. References to "we," "our," and similar pronouns in these condensed consolidated financial statements refer to Cardinal Health, Inc. and its majority-owned or controlled subsidiaries unless the context requires otherwise.

Our fiscal year ends on June 30. References to fiscal 2019 and 2018 in these condensed consolidated financial statements are to the fiscal years ending or ended June 30, 2019 and June 30, 2018, respectively.

Our condensed consolidated financial statements have been prepared in accordance with the U.S. Securities and Exchange Commission ("SEC") instructions to Quarterly Reports on Form 10-Q and include the information and disclosures required by accounting principles generally accepted in the United States ("GAAP") for interim financial reporting. The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect amounts reported in the condensed consolidated financial statements and accompanying notes. Actual amounts may differ from these estimated amounts. In our opinion, all adjustments necessary for a fair presentation of the condensed consolidated financial statements have been included. Except as disclosed elsewhere in this Form 10-Q, all such adjustments are of a normal and recurring nature. To conform to the current year presentation, certain prior year amounts have been reclassified. In addition, financial results presented for this fiscal 2019 interim period are not necessarily indicative of the results that may be expected for the full fiscal year ending June 30, 2019. These condensed consolidated financial statements are unaudited and, accordingly, should be read in conjunction with the audited consolidated financial statements and related notes contained in our Annual Report on Form 10-K for the fiscal year ended June 30, 2018 (the "2018 Form 10-K").

### Recent Financial Accounting Standards

In October 2018, the Financial Accounting Standards Board ("FASB") issued amended accounting guidance related to derivatives and hedging which permits the use of the Secured Overnight Financing Rate ("SOFR") Overnight Index Swap ("OIS") as a Benchmark Interest Rate for Hedge Accounting Purposes. This guidance will be effective for us in the first quarter of fiscal 2020 and must be applied on a prospective basis. We are currently evaluating the impact of adoption on our condensed consolidated financial statements.

In March 2018, the FASB issued amended accounting guidance to codify SEC staff accounting bulletin 118 ("SAB 118"), which was issued in connection with the Tax Cuts and Jobs Act (the "Tax Act") of December 2017. The guidance allows companies to use provisional estimates to record the effects of the Tax Act and also provides a measurement period (not to exceed one year from the date of enactment) to complete the accounting for the impacts of the Tax Act. We adopted this guidance in the second quarter of fiscal 2018 when it was initially issued as SAB 118. We completed our accounting for the impacts from enactment of the Tax Act during the three months ended December 31, 2018. Future adjustments to the financial statements may be necessary due to final Section 965 repatriation tax regulations, which were issued January 15, 2019, and any additional pending regulatory changes, the impact of which is being currently assessed, or will be assessed, as final regulations are issued. See Note 8 for additional information regarding income taxes.

In June 2016, the FASB issued amended accounting guidance that will require entities to measure credit losses on trade and other receivables, held-to-maturity debt securities, loans and other instruments using an "expected credit loss" model that considers historical experience, current conditions and reasonable supportable forecasts. This guidance also requires that credit losses on available-for-sale debt securities with unrealized losses be recognized as allowances rather than as deductions in the amortized cost of the securities. This guidance will be effective for us in the first quarter of fiscal 2021. We are currently evaluating the impact of adoption on our condensed consolidated financial statements.

In February 2016, the FASB issued amended accounting guidance that requires lessees to recognize most leases on the balance sheet as a lease liability and corresponding right-of-use asset. The guidance also requires disclosures that meet the objective of enabling financial statement users to assess the amount, timing and uncertainty of cash flows arising from leases. We will adopt this guidance when it is effective for us in the first quarter of fiscal 2020 and we expect to elect the practical expedient which will allow us to not apply the amended lease accounting guidance to comparative periods that will be presented. The majority of our lease spend relates to certain real estate with the remaining lease spend primarily related to equipment. We anticipate that the adoption of the amended lease guidance will result in an increase to the assets and liabilities on our condensed consolidated balance sheet, but we are continuing to evaluate the impact of this standard on our condensed consolidated financial statements and the methods of adoption.

In May 2014, the FASB issued amended accounting guidance related to revenue recognition which we adopted in the first quarter of fiscal 2019 using the modified retrospective method and that we applied to customer contracts that were not completed as of June 30, 2018.

The adoption of the amended accounting guidance did not have a material impact on our condensed consolidated financial statements. We did not record any material contract assets, contract liabilities, or deferred contract costs in our condensed consolidated balance sheets upon adopting the amended accounting guidance. As a result of adoption, assets recorded for the right to recover products from

customers and the associated refund liabilities for return allowances were not material.

Revenue in both segments is primarily related to the distribution of pharmaceutical and medical products, which we recognize at a point in time when title transfers to customers and we have no further obligation to provide services related to such merchandise. Service revenues are recognized over the period that services are provided to the customer. Revenues derived from services are not material for either segment for all periods presented.

We are generally the principal in a transaction, therefore our revenue is primarily recorded on a gross basis. When we are a principal in a transaction, we have determined that we control the ability to direct the use of the product or service prior to transfer to a customer, are primarily responsible for fulfilling the promise to provide the product or service to our customer, have discretion in establishing prices, and ultimately control the transfer of the product or services provided to the customer.

Revenue is recorded net of sales returns and allowances. Revenues are measured based on the amount of consideration that we expect to receive, reduced by estimates for return allowances, discounts, rebates and other variable consideration. Sales returns are recorded based on estimates using historical data. Shipping and handling costs are primarily included in distribution, selling, general and administrative ("SG&A") expenses in our condensed consolidated statements of earnings and include all delivery expenses as well as all costs to prepare the product for shipment to the end customer. Shipping and handling costs incurred after control has transferred to the customer are treated as fulfillment costs.

We elected the practical expedient to expense costs to obtain a contract when incurred when the amortization period would have been one year or less. Additionally, we elected the practical expedients to not disclose the value of unsatisfied performance obligations for contracts with an original expected length of one year or less, contracts for which we recognize revenue at the amount to which we have the right to invoice for services performed and for contracts for which the variable consideration is allocated entirely to a wholly unsatisfied performance obligation or to a wholly unsatisfied promise to transfer a distinct good or service that forms part of a single performance obligation. See Note 14 for additional information regarding our disaggregation of revenue.

In the first quarter of fiscal 2019, we adopted the following Accounting Standards Updates ("ASU"). ASU 2016-01 Financial Instruments: Recognition and Measurement of Financial Assets and Financial Liabilities; ASU 2018-03 Technical Corrections and Improvements to Financial Instruments; ASU 2016-15 Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments; ASU 2016-16 Income Taxes: Intra-Entity Transfers of Assets Other Than Inventory; and ASU 2017-12 Derivatives and Hedging: Targeted Improvements to Accounting for Hedging Activities. The adoption of these ASUs did not have a material impact on our condensed consolidated financial statements.

## 2. Acquisitions

### Patient Recovery Business

On July 29, 2017, we acquired the Patient Care, Deep Vein Thrombosis, and Nutritional Insufficiency businesses (the "Patient Recovery Business") from Medtronic plc for $6.1 billion in cash. The acquisition further expands our Medical segment's portfolio of self-manufactured products.

Transaction and integration costs associated with the acquisition of the Patient Recovery business were $22 million and $24 million for the three months ended December 31, 2018 and 2017, respectively, and $44 million and $61 million for the six months ended December 31, 2018 and 2017, respectively. These costs are included in amortization and other acquisition-related costs in the condensed consolidated statements of earnings.

**Fair Value of Assets Acquired and Liabilities Assumed**

The allocation of the fair value of assets acquired and liabilities assumed for the acquisition of the Patient Recovery Business was finalized during the three months ended September 30, 2018, resulting in goodwill of $3.3 billion. There were no significant adjustments to the allocation of the fair value of assets acquired and liabilities assumed for the Patient Recovery Business acquisition from those disclosed in our fiscal 2018 Form 10-K.

## 3. Restructuring and Employee Severance

The following table summarizes restructuring and employee severance costs:

| | Three Months Ended December 31, | |
|---|---|---|
| (in millions) | 2018 | 2017 |
| Employee-related costs (1) | $ 12 | $ 15 |
| Facility exit and other costs (2) | — | 6 |
| **Total restructuring and employee severance** | **$ 12** | $ 21 |

| | Six Months Ended December 31, | |
|---|---|---|
| (in millions) | 2018 | 2017 |
| Employee-related costs (1) | $ 41 | $ 19 |
| Facility exit and other costs (2) | 3 | 134 |
| **Total restructuring and employee severance** | **$ 44** | $ 153 |

(1) Employee-related costs primarily consist of termination benefits provided to employees who have been involuntarily terminated, duplicate payroll costs and retention bonuses incurred during transition periods.

(2) Facility exit and other costs primarily consist of product distribution and lease contract termination costs, lease costs associated with vacant facilities, accelerated depreciation, equipment relocation costs, project consulting fees, costs associated with restructuring our delivery of information technology infrastructure services and certain other divestiture-related costs.

In early fiscal 2019, we began implementing certain enterprise-wide cost-saving measures, which we expect to reduce our future operating expenses. As a result of these measures, we incurred pre-tax employee-related severance costs of $8 million and $34 million,

during the three and six months ended December 31, 2018, respectively, which are reflected in restructuring and employee severance in the condensed consolidated statements of earnings.

In fiscal 2018, we entered into an agreement to transition the distribution of our Medical segment's surgeon gloves in certain international markets from a third-party distribution arrangement to a direct distribution model. The costs associated with this restructuring included $125 million, on a pre-tax basis, in contract termination costs that were paid during fiscal 2018. These costs are reflected in restructuring and employee severance in the condensed consolidated statements of earnings during the six months ended December 31, 2017.

The following table summarizes activity related to liabilities associated with restructuring and employee severance:

| (in millions) | Employee-Related Costs | Facility Exit and Other Costs | Total |
|---|---|---|---|
| Balance at June 30, 2018 | $ 24 | $ 4 | **$ 28** |
| Additions | 34 | 7 | **41** |
| Payments and other adjustments | (19) | — | **(19)** |
| **Balance at December 31, 2018** | **$ 39** | **$ 11** | **$ 50** |

## 4. Divestitures

In August 2018, we sold our 98 percent ownership interest in naviHealth Holdings, LLC ("naviHealth") to investor entities controlled by Clayton, Dubilier & Rice in exchange for cash proceeds of $737 million (after adjusting for certain fees and expenses) and a 44 percent equity interest in a partnership that owns 100 percent of the equity interest of naviHealth. We also have certain call rights to reacquire naviHealth. Refer to Note 6 for further discussion regarding this investment.

During the six months ended December 31, 2018, we recognized a pre-tax gain of $508 million related to this divestiture in impairments and (gain)/loss on disposal of assets in our condensed consolidated statement of earnings. This gain includes our initial recognition of an equity method investment for $358 million and the derecognition of redeemable noncontrolling interests of $12 million. The fiscal 2019 tax expense as a result of this transaction will be approximately $130 million. We determined that the sale of the naviHealth business does not meet the criteria to be classified as discontinued operations. The naviHealth business operated within our Medical segment.

## 5. Goodwill and Other Intangible Assets

### Goodwill

The following table summarizes the changes in the carrying amount of goodwill by segment and in total:

| (in millions) | Pharmaceutical | Medical | Total |
|---|---|---|---|
| Balance at June 30, 2018 | $ 2,621 | $ 5,695 | **$ 8,316** |
| Goodwill acquired, net of purchase price adjustments | 8 | 7 | **15** |
| Foreign currency translation adjustments and other | (1) | (13) | **(14)** |
| **Balance at December 31, 2018** | **$ 2,628** | **$ 5,689** | **$ 8,317** |

### Other Intangible Assets

The following tables summarize other intangible assets by class at:

| | December 31, 2018 | | | |
|---|---|---|---|---|
| (in millions) | Gross Intangible | Accumulated Amortization | Net Intangible | Weighted-Average Remaining Amortization Period (Years) |
| **Indefinite-life intangibles:** | | | | |
| IPR&D, trademarks and other | **$ 59** | **$ —** | **$ 59** | **N/A** |
| Total indefinite-life intangibles | **59** | **—** | **59** | **N/A** |
| **Definite-life intangibles:** | | | | |
| Customer relationships | **3,523** | **1,353** | **2,170** | **14** |
| Trademarks, trade names and patents | **668** | **270** | **398** | **14** |
| Developed technology and other | **1,560** | **531** | **1,029** | **11** |
| Total definite-life intangibles | **5,751** | **2,154** | **3,597** | **13** |
| **Total other intangible assets** | **$ 5,810** | **$ 2,154** | **$ 3,656** | **N/A** |

| (in millions) | June 30, 2018 Gross Intangible | Accumulated Amortization | Net Intangible |
|---|---|---|---|
| **Indefinite-life intangibles:** | | | |
| IPR&D, trademarks and other | $ 62 | $ — | $ 62 |
| Total indefinite-life intangibles | 62 | — | 62 |
| **Definite-life intangibles:** | | | |
| Customer relationships | 3,513 | 1,191 | 2,322 |
| Trademarks, trade names and patents | 667 | 246 | 421 |
| Developed technology and other | 1,562 | 454 | 1,108 |
| Total definite-life intangibles | 5,742 | 1,891 | 3,851 |
| **Total other intangible assets** | $ 5,804 | $ 1,891 | $ 3,913 |

Total amortization of intangible assets was $133 million and $152 million for the three months ended December 31, 2018 and 2017, respectively, and $266 million and $287 million for the six months ended December 31, 2018 and 2017, respectively. For acquisitions closed on or before December 31, 2018, estimated annual amortization of intangible assets for the remainder of fiscal 2019 through 2023 is as follows: $264 million, $503 million, $435 million, $400 million and $351 million.

## 6. Investments

Investments in non-marketable equity securities are accounted for under the fair value, equity or net asset value method of accounting and are included in other assets in the condensed consolidated balance sheets. For equity securities without a readily determinable fair value, we use the fair value measurement alternative and measure the securities at cost less impairment, if any, including adjustments for observable price changes in orderly transactions for an identical or similar investment of the same issuer. For investments in which we can exercise significant influence but do not control, we use the equity method of accounting. Our share of the earnings and losses are recorded in other income, net in the condensed consolidated statements of earnings. We closely monitor our investments for other-than-temporary impairment by considering factors such as the operating performance of the investment and current economic and market conditions.

In connection with the naviHealth divestiture discussed in Note 4, we obtained a 44 percent equity interest in a partnership that owns 100 percent of the equity interest of naviHealth. We accounted for this investment initially at its fair value using Level 3 unobservable inputs based on expected sales proceeds following a competitive bidding process. Accordingly, we initially recognized a $358 million equity method investment.

We are accounting for our equity interest in naviHealth using the equity method of accounting on a one-month reporting lag. The impact of our proportionate share of naviHealth's results was not material to our condensed consolidated statements of earnings for the six months ended December 31, 2018. Upon the divestiture closing, we received a non-cash distribution of $14 million in the form of the partnership's payment for certain of our divestiture transaction costs directly to the applicable third-party. At December 31, 2018 the carrying value of this investment was $343 million.

## 7. Long-Term Obligations and Other Short-Term Borrowings

### Long-Term Debt

At both December 31, 2018 and June 30, 2018, we had total long term obligations, including the current portion and other short-term borrowings, of $9.0 billion. All the borrowings represent unsecured obligations of Cardinal Health, Inc. and rank equally in right of payment with all of our existing and future unsecured and unsubordinated indebtedness. Interest is paid pursuant to the terms of the obligations. These obligations are effectively subordinated to the liabilities of our subsidiaries, including trade payables of $20.6 billion.

### Other Financing Arrangements

In addition to cash and equivalents and operating cash flow, other sources of liquidity include a $2.0 billion commercial paper program backed by a $2.0 billion revolving credit facility. We also have a $1.0 billion committed receivables sales facility.

On November 6, 2018, we increased the maximum consolidated leverage ratio permitted under our revolving credit and committed receivables facilities to provide that, as of the end of any calendar quarter, our maximum consolidated leverage ratio may be no more than 4.25-to-1. The maximum ratio will reduce to 4.00-to-1 in September 2019, to 3.75-to-1 in March 2020 and to 3.25-to-1 in September 2020. As of December 31, 2018, we were in compliance with our financial covenants.

In November 2016, we renewed our committed receivables sales facility program through Cardinal Health Funding, LLC ("CHF") through November 1, 2019. CHF was organized for the sole purpose of buying receivables and selling undivided interests in those receivables to third-party purchasers. Although consolidated with Cardinal Health, Inc. in accordance with GAAP, CHF is a separate legal entity from Cardinal Health, Inc. and from our subsidiary that sells receivables to CHF. CHF is designed to be a special purpose, bankruptcy-remote entity whose assets are available solely to satisfy the claims of its creditors.

## 8. Income Taxes

Fluctuations in our provision for/(benefit from) income taxes as a percentage of pretax earnings ("effective tax rate") are generally due to changes in international and U.S. state effective tax rates resulting from our business mix and discrete items.

**U.S. Tax Cuts and Jobs Act**

On December 22, 2017, the United States enacted the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act made broad and complex changes to the U.S. tax code that affected fiscal 2018 and will incrementally affect our fiscal year 2019 financial results in several ways. First, the U.S. statutory tax rate in fiscal 2019 is reduced to 21 percent. Second, the Tax Act established new tax provisions that

affected us beginning July 1, 2018 including, (1) eliminating the U.S. manufacturing deduction; (2) establishing new limitations on deductible interest expense and certain executive compensation; (3) eliminating the corporate alternative minimum tax; (4) creating the base erosion anti-abuse tax; (5) creating a new provision designed to tax global intangible low-tax income ("GILTI") and allow for a deduction related to foreign derived intangible income ("FDII"); (6) generally eliminating U.S. federal income taxes on dividends from foreign subsidiaries; and (7) changing rules related to uses and limitations of net operating loss carryforwards created in tax years beginning after December 31, 2017.

Regarding the new GILTI tax rules, we elected to treat taxes due on future GILTI inclusions in U.S. taxable income as a current period expense when incurred.

In accordance with SAB 118, we finalized our provisional estimates related to transitional tax benefits (i.e., remeasurement of deferred tax assets and liabilities and the repatriation tax on undistributed foreign earnings) which did not have a significant impact on tax expense during the three and six months ended December 31, 2018. Future adjustments to the financial statements may be necessary due to final Section 965 repatriation tax regulations which were issued January 15, 2019 and any additional pending regulatory changes, the impact of which is being currently assessed or will be assessed as final regulations are issued.

**Effective Tax Rate**

During the three months ended December 31, 2018 and 2017, the effective tax rate was 31.0 percent and (231.9) percent, respectively. The change in the effective tax rate from fiscal 2018 to fiscal 2019 is primarily due to transitional tax benefits from the enactment of the Tax Act in fiscal 2018.

During the six months ended December 31, 2018 and 2017, the effective tax rate was 23.5 percent and (136.6) percent, respectively. The change in the effective tax rate from fiscal 2018 to fiscal 2019 is primarily due to transitional tax benefits from the enactment of the Tax Act in fiscal 2018. The six months ended December 31, 2018 also included net discrete benefits of $38 million primarily related to international legal entity changes.

The transitional tax benefits from the Tax Act during the three and six months ended December 31, 2017 included a provisional net tax benefit of $935 million related to the remeasurement of our deferred tax assets and liabilities to the new federal statutory rate and a provisional tax expense of $41 million for the one-time repatriation tax applied to our undistributed foreign earnings. Our effective tax rates for the three and six months ended December 31, 2017 also included $57 million of tax expense recognized in connection with the sale of our China distribution business.

**Unrecognized Tax Benefits**

At December 31, 2018 and June 30, 2018, we had $496 million and $423 million of unrecognized tax benefits, respectively. The December 31, 2018 and June 30, 2018 balances include $333 million and $262 million of unrecognized tax benefits, respectively, that if recognized, would have an impact on the effective tax rate.

At December 31, 2018 and June 30, 2018, we had $116 million and $110 million, respectively, accrued for the payment of interest and penalties related to unrecognized tax benefits, which we recognize in the provision for/(benefit from) income taxes in the condensed consolidated statements of earnings. These balances are gross amounts before any tax benefits and are included in deferred income taxes and other liabilities in the condensed consolidated balance sheets.

It is reasonably possible that there could be a change in the amount of unrecognized tax benefits within the next 12 months due to activities of the U.S. Internal Revenue Service ("IRS") or other taxing authorities, possible settlement of audit issues, reassessment of existing unrecognized tax benefits or the expiration of statutes of limitations. We estimate that the range of the possible change in unrecognized tax benefits within the next 12 months is between zero and a net decrease of $35 million, exclusive of penalties and interest.

**Other Tax Matters**

We file income tax returns in the U.S. federal jurisdiction, various U.S. state jurisdictions and various foreign jurisdictions. With few exceptions, we are subject to audit by taxing authorities for fiscal years 2008 through the current fiscal year.

We are a party to a tax matters agreement with CareFusion Corporation ("CareFusion"), which has been acquired by Becton, Dickinson and Company. Under the tax matters agreement, CareFusion is obligated to indemnify us for certain tax exposures and transaction taxes prior to our fiscal 2010 spin-off of CareFusion. The indemnification receivable was $156 million and $151 million at December 31, 2018 and June 30, 2018, respectively, and is included in other assets in the condensed consolidated balance sheets.

As a result of the acquisition of the Patient Recovery Business, Medtronic plc is obligated to indemnify us for certain tax exposures and transaction taxes related to periods prior to the acquisition under the purchase agreement. The indemnification receivable was $23 million and $21 million at December 31, 2018 and June 30, 2018, respectively, and is included in other assets in the condensed consolidated balance sheet.

## 9. Commitments, Contingent Liabilities and Litigation

### Commitments

**Generic Sourcing Venture with CVS Health Corporation ("CVS Health")**

Red Oak Sourcing, LLC ("Red Oak Sourcing") is a U.S.-based generic pharmaceutical sourcing venture with CVS Health for an initial term through June 2024. Red Oak Sourcing negotiates generic pharmaceutical supply contracts on behalf of its participants. Due to the achievement of predetermined milestones, we are required to make quarterly payments of $45.6 million to CVS Health for the initial term.

**New York Opioid Stewardship Act**

In April 2018, the State of New York passed a budget which included the Opioid Stewardship Act (the "OSA"). The OSA created an aggregate $100 million annual assessment on all manufacturers and distributors licensed to sell or distribute opioids in New York. Under the OSA, each licensed manufacturer and distributor would be required to pay a portion of the assessment based on its ratable share, as determined by the state, of the total morphine milligram equivalents sold or distributed in New York during the applicable calendar year, beginning in 2017.

In October, we received notices from the New York Department of Health of our estimated payment amount for calendar year 2017. At September 30, 2018, we recorded an aggregate accrual of $34 million for calendar year 2017 and the first three quarters of calendar 2018 based on the estimated payment amount, which reflected our best estimate of the OSA payments owed through September 30, 2018. In December 2018, the U.S. District Court for the Southern District of New York ruled that the OSA is unconstitutional and enjoined its enforcement (the "Ruling"). In January 2019, the State filed notice of its intent to appeal the Ruling. We accrue for contingencies if it is probable that a liability has been incurred and the amount can be estimated. As a result of the Ruling, in the three-months ended December 31, 2018, we reversed this accrual because we no longer believe it is probable that a liability has been incurred.

## Legal Proceedings

We become involved from time to time in disputes, litigation and regulatory matters.

We may be named from time to time in *qui tam* actions initiated by private third parties. In such actions, the private parties purport to act on behalf of federal or state governments, allege that false claims have been submitted for payment by the government and may receive an award if their claims are successful. After a private party has filed a *qui tam* action, the government must investigate the private party's claim and determine whether to intervene in and take control over the litigation. These actions may remain under seal while the government makes this determination. If the government declines to intervene, the private party may nonetheless continue to pursue the litigation on his or her own purporting to act on behalf of the government.

From time to time, we become aware through employees, internal audits or other parties of possible compliance matters, such as complaints or concerns relating to accounting, internal accounting controls, financial reporting, auditing, or other ethical matters or relating to compliance with laws such as healthcare fraud and abuse, anti-corruption or anti-bribery laws. When we become aware of such possible compliance matters, we investigate internally and take appropriate corrective action. In addition, from time to time, we receive subpoenas or requests for information from various federal or state agencies relating to our business or to the business of a customer, supplier or other industry participants. Internal investigations, subpoenas or requests for information could lead to the assertion of claims or the commencement of legal proceedings against us or result in sanctions.

From time to time, we may determine that products we manufacture or market do not meet our specifications, regulatory requirements, or published standards. When we or a regulatory agency identify a potential quality or regulatory issue, we investigate and take appropriate corrective action. Such actions can lead to product recalls, costs to repair or replace affected products, temporary interruptions in product sales, action by regulators and product liability claims and lawsuits, including class actions. Even absent an identified regulatory or quality issue or product recall, we can become subject to product liability claims and lawsuits.

We accrue for contingencies related to disputes, litigation and regulatory matters if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Because these matters are inherently unpredictable and unfavorable developments or resolutions can occur, assessing contingencies is highly subjective and requires judgments about future events. We regularly review contingencies to determine whether our accruals and related disclosures are adequate. The amount of ultimate loss may differ from these estimates.

We recognize income from the favorable outcome of litigation when we receive the associated cash or assets.

We recognize estimated loss contingencies for certain litigation and regulatory matters and income from favorable resolution of litigation in litigation (recoveries)/charges in our condensed consolidated statements of earnings.

**Opioid Lawsuits**

Pharmaceutical wholesale distributors, including us, have been named as defendants in over 1,500 lawsuits relating to the distribution of prescription opioid pain medications. These lawsuits have been filed in various federal, state, and other courts by a variety of plaintiffs, primarily counties, municipalities and other political subdivisions. Plaintiffs also include 10 state attorneys general, unions and other health and welfare funds, hospital systems and other healthcare providers, as well as individuals. Of these lawsuits, 56 are purported class actions. The lawsuits seek equitable relief and monetary damages based on a variety of legal theories including various common law claims, such as negligence, public nuisance and unjust enrichment as well as violations of controlled substance laws, the Racketeer Influenced and Corrupt Organizations Act and various other statutes. Many also name pharmaceutical manufacturers, retail pharmacy chains and other entities as defendants.

The vast majority of these lawsuits were filed in U.S. federal court and have been transferred for consolidated pre-trial proceedings in a Multi-District Litigation proceeding in the U.S. District Court for the Northern District of Ohio. The court, among other things, ordered that three lawsuits be set for trial in October 2019. In December 2018, the court denied distributor defendants' motions to dismiss the complaints associated with those lawsuits. In connection with these proceedings, distributors have continued to engage in preliminary discussions with various parties, including state attorneys general, regarding possible resolution structures.

In addition, 39 state attorneys general have formed a multi-state task force to investigate the manufacturing, distribution, dispensing and prescribing practices of opioid medications. We have received requests related to this multi-state investigation, as well as separate civil investigative demands, subpoenas or requests for information from these and other state attorneys general offices. We are cooperating with the offices conducting these investigations.

We are vigorously defending ourselves in all of these opioid-related matters. Given the uncertainty surrounding these lawsuits and investigations, we are unable to predict their outcome or estimate a range of reasonably possible losses.

**Product Liability Lawsuits**

As of January 31, 2019, we are named as a defendant in 212 product liability lawsuits coordinated in Alameda County Superior Court in California involving claims by approximately 2,394 plaintiffs that allege personal injuries associated with the use of Cordis OptEase and TrapEase inferior vena cava (IVC) filter products. Another 22 similar lawsuits involving claims by approximately 24 plaintiffs are pending in other jurisdictions. These lawsuits seek a variety of remedies, including unspecified monetary damages. We are vigorously defending ourselves in these lawsuits.

At December 31, 2018, we had a total of $302 million, net of estimated insurance recoveries, accrued for losses and legal defense costs related to the Cordis IVC filter lawsuits which are presented on a gross basis in the condensed consolidated balance sheets. We believe there is a range of estimated losses with respect to these matters. Because no amount within the range is a better estimate than any other amount within the range, we have accrued the minimum amount in the range. We estimate the high end of the range to be approximately $519 million, net of estimated insurance recoveries.

**Antitrust Litigation Proceeds**

We received and recognized income resulting from settlements of class action lawsuits in which we were a class member of $47 million in the three-months ended December 31, 2018.

## 10. Fair Value Measurements

**Assets and (liabilities) measured on a recurring basis**

The following tables present the fair values for assets and (liabilities) measured on a recurring basis at:

| | December 31, 2018 | | | |
|---|---|---|---|---|
| (in millions) | Level 1 | Level 2 | Level 3 | Total |
| **Assets:** | | | | |
| Other investments (1) | **$ 106** | **$ —** | **$ —** | **$ 106** |
| **Liabilities:** | | | | |
| Forward contracts (2) | **—** | **(30)** | **—** | **(30)** |

| | June 30, 2018 | | | |
|---|---|---|---|---|
| (in millions) | Level 1 | Level 2 | Level 3 | Total |
| **Assets:** | | | | |
| Cash equivalents | $ 200 | $ — | $ — | $ 200 |
| Other investments (1) | 117 | — | — | 117 |
| **Liabilities:** | | | | |
| Forward contracts (2) | — | (76) | — | (76) |

(1) The other investments balance includes investments in mutual funds, which are used to offset fluctuations in deferred compensation liabilities. These mutual funds invest in the equity securities of companies with both large and small market capitalization and high quality fixed income debt securities. The fair value of these investments is determined using quoted market prices.

(2) The fair value of interest rate swaps, foreign currency contracts and commodity contracts is determined based on the present value of expected future cash flows considering the risks involved, including non-performance risk, and using discount rates appropriate for the respective maturities. Observable Level 2 inputs are used to determine the present value of expected future cash flows. The fair value of these derivative contracts, which are subject to master netting arrangements under certain circumstances, is presented on a gross basis in the condensed consolidated balance sheets.

## 11. Financial Instruments

We utilize derivative financial instruments to manage exposure to certain risks related to our ongoing operations. The primary risks managed through the use of derivative instruments include interest rate risk, currency exchange risk, and commodity price risk. We do not use derivative instruments for trading or speculative purposes. While the majority of our derivative instruments are designated as hedging instruments, we also enter into derivative instruments that are designed to hedge a risk, but are not designated as hedging instruments. These derivative instruments are adjusted to fair value through earnings at the end of each period. We are exposed to counterparty credit risk on all of our derivative instruments. Accordingly, we have established and maintain strict counterparty credit guidelines and only enter into derivative instruments with major financial institutions that are rated investment grade or better. We do not have significant exposure to any one counterparty and we believe the risk of loss is remote. Additionally, we do not require collateral under these agreements.

## Interest Rate Risk Management

We are exposed to the impact of interest rate changes. Our objective is to manage the impact of interest rate changes on cash flows and the market value of our borrowings. We utilize a mix of debt maturities along with both fixed-rate and variable-rate debt to manage changes in interest rates. In addition, we enter into interest rate swaps to further manage our exposure to interest rate variations related to our borrowings and to lower our overall borrowing costs.

## Currency Exchange Risk Management

We conduct business in several major international currencies and are subject to risks associated with changing foreign exchange rates. Our objective is to reduce volatility in earnings, cash flow and net investments in certain subsidiaries to allow management to focus its attention on business operations. Accordingly, we enter into various contracts that change in value as foreign exchange rates change to protect the value of existing foreign currency assets and liabilities, commitments and anticipated foreign currency revenue and expenses.

## Commodity Price Risk Management

We are exposed to changes in the price of certain commodities. Our objective is to reduce earnings and cash flow volatility associated with forecasted purchases of these commodities to allow management to focus its attention on business operations. Accordingly, we enter into derivative contracts when possible to manage the price risk associated with certain forecasted purchases.

## Fair Value Hedges

We enter into pay-floating interest rate swaps to hedge the changes in the fair value of fixed-rate debt resulting from fluctuations in interest rates. These contracts are designated and qualify as fair value hedges. Accordingly, the gain or loss recorded on the pay-floating interest rate swaps is directly offset by the change in fair value of the underlying debt. Both the derivative instrument and the underlying debt are adjusted to market value at the end of each period with any resulting gain or loss recorded in interest expense in the condensed consolidated statements of earnings. For the three months ended December 31, 2018 and 2017, there was no gain or loss recorded to interest expense as changes in the market value of our derivative instruments offset changes in the market value of the underlying debt.

During the six months ended December 31, 2018, no new pay-floating interest rate swaps were executed. During the six months ended December 31, 2017, we entered into pay-floating interest rate swaps with a total notional amount of $350 million. These swaps have been designated as fair value hedges of our fixed rate debt and are included in other assets in the condensed consolidated balance sheet.

## Cash Flow Hedges

We enter into derivative instruments to hedge our exposure to changes in cash flows attributable to interest rate, foreign currency and commodity price fluctuations associated with certain forecasted transactions.

These derivative instruments are designated and qualify as cash flow hedges. Accordingly, the gain or loss on the derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same line item associated with the forecasted transaction and in the same period during which the hedged transaction affects earnings. Gains and losses recognized in accumulated other comprehensive loss and reclassified into earnings were immaterial for the three and six months ended December 31, 2018 and 2017.

All gains and losses currently included within accumulated other comprehensive loss associated with our foreign exchange forward contracts that are expected to be reclassified into net earnings within the next 12 months are immaterial.

## Net Investment Hedges

We hedge the foreign currency risk associated with certain net investment positions in European subsidiaries. To accomplish this, we enter into cross-currency swaps that are designated as hedges of net investments.

In September 2018 we entered into a €200 million cross-currency swap maturing in 2023.

Cross-currency swaps designated as net investment hedges are marked-to-market using the current spot exchange rate as of the end of the period, with gains and losses included in the foreign currency translation component of accumulated other comprehensive loss until the sale or substantial liquidation of the underlying net investments. To the extent the cross-currency swaps designated as net investment hedges are not highly effective, changes in carrying value attributable to the change in spot rates are recorded in earnings. During the quarter ended December 31, 2018, there were no gains or losses from net investment hedges recorded in other comprehensive income. There was no ineffectiveness in our net investment hedges during the six months ended December 31, 2018.

## Economic (Non-Designated) Hedges

We enter into foreign currency contracts to manage our foreign exchange exposure related to sales transactions, intercompany financing transactions and other balance sheet items subject to revaluation that do not meet the requirements for hedge accounting treatment. Accordingly, these derivative instruments are adjusted to current market value at the end of each period through earnings. The gain or loss recorded on these instruments is substantially offset by the remeasurement adjustment on the foreign currency denominated asset or liability. The settlement of the derivative instrument and the remeasurement adjustment on the foreign currency denominated asset or liability are both recorded in other income, net. We recorded an $8 million expense and $1 million income in the six months ended December 31, 2018 and 2017, respectively. The principal currencies managed through foreign currency contracts are the Euro, Canadian dollar, British pound, Japanese yen, and Chinese renminbi.

### Fair Value of Financial Instruments

The carrying amounts of cash and equivalents, trade receivables, accounts payable and other accrued liabilities at December 31, 2018 and June 30, 2018 approximate fair value due to their short-term maturities.

The following table summarizes the estimated fair value of our long-term obligations and other short-term borrowings compared to the respective carrying amounts at:

| (in millions) | December 31, 2018 | June 30, 2018 |
|---|---|---|
| Estimated fair value | **$ 8,717** | $ 8,852 |
| Carrying amount | **9,049** | 9,013 |

The fair value of our long-term obligations and other short-term borrowings is estimated based on either the quoted market prices for the same or similar issues or other inputs derived from available market information, which represents a Level 2 measurement.

## 12. Shareholders' Equity

During the six months ended December 31, 2018, we repurchased 11.5 million common shares having an aggregate cost of $600 million. The average price paid per common share was $52.32. These repurchases were purchased under an accelerated share repurchase ("ASR") program, which began on August 16, 2018 and was completed on October 25, 2018.

During the six months ended December 31, 2017, we repurchased 2.2 million common shares having an aggregate cost of $150 million. The average price paid per common share was $67.92.

We funded the repurchases with available cash and short-term borrowings. The common shares repurchased are held in treasury to be used for general corporate purposes.

### Accumulated Other Comprehensive Loss

The following table summarizes the changes in the balance of accumulated other comprehensive loss by component and in total:

| (in millions) | Foreign Currency Translation Adjustments | Unrealized Gain/(Loss) on Derivatives, net of tax | Accumulated Other Comprehensive Loss |
|---|---|---|---|
| Balance at June 30, 2018 | $ (113) | $ 21 | **$ (92)** |
| Other comprehensive income/(loss), before reclassifications | (29) | — | **(29)** |
| Amounts reclassified to earnings | — | (2) | **(2)** |
| Other comprehensive income/(loss), net of tax | (29) | (2) | **(31)** |
| **Balance at December 31, 2018** | **$ (142)** | **$ 19** | **$ (123)** |

## 13. Earnings Per Share Attributable to Cardinal Health, Inc.

The following table reconciles the number of common shares used to compute basic and diluted earnings per share attributable to Cardinal Health, Inc.:

| | Three Months Ended December 31, | |
|---|---|---|
| (in millions) | **2018** | 2017 |
| Weighted-average common shares–basic | **299** | 315 |
| **Effect of dilutive securities:** | | |
| Employee stock options, restricted share units and performance share units | **1** | 1 |
| **Weighted-average common shares–diluted** | **300** | 316 |

| | Six Months Ended December 31, | |
|---|---|---|
| (in millions) | **2018** | 2017 |
| Weighted-average common shares–basic | **302** | 315 |
| **Effect of dilutive securities:** | | |
| Employee stock options, restricted share units and performance share units | **1** | 2 |
| **Weighted-average common shares–diluted** | **303** | 317 |

The potentially dilutive employee stock options, restricted share units and performance share units that were antidilutive were 5 million and 7 million for the three months ended December 31, 2018 and 2017, respectively, and 5 million and 6 million for the six months ended December 31, 2018 and 2017, respectively.

## 14. Segment Information

Our operations are principally managed on a products and services basis and are comprised of two operating segments, which are the same as our reportable segments: Pharmaceutical and Medical. The factors for determining the reportable segments include the manner in which management evaluates performance for purposes of allocating resources and assessing performance combined with the nature of the individual business activities.

**Revenue**

Our Pharmaceutical segment distributes branded and generic pharmaceutical, specialty pharmaceutical and over-the-counter healthcare and consumer products in the United States. This segment also provides services to pharmaceutical manufacturers and healthcare providers to support the development, marketing and distribution of specialty pharmaceutical products; operates nuclear pharmacies and radiopharmaceutical manufacturing facilities; provides pharmacy management services to hospitals as well as medication therapy management and patient outcomes services to hospitals, other healthcare providers and payers; and repackages generic pharmaceuticals and over-the-counter healthcare products.

Our Medical segment manufactures, sources and distributes Cardinal Health branded medical, surgical and laboratory products,

which are sold in the United States, Canada, Europe, Asia and other markets. In addition to distributing Cardinal Health branded products, this segment also distributes a broad range of national brand products and provides supply chain services and solutions to hospitals, ambulatory surgery centers, clinical laboratories and other healthcare providers in the United States and Canada.

The following table presents revenue for each reportable segment and Corporate:

| | Three Months Ended December 31, | |
|---|---|---|
| (in millions) | 2018 | 2017 |
| Pharmaceutical | $ 33,740 | $ 31,146 |
| Medical | 4,006 | 4,044 |
| Total segment revenue | 37,746 | 35,190 |
| Corporate (1) | (6) | (4) |
| **Total revenue** | $ 37,740 | $ 35,186 |

| | Six Months Ended December 31, | |
|---|---|---|
| (in millions) | 2018 | 2017 |
| Pharmaceutical | $ 65,155 | $ 60,066 |
| Medical | 7,807 | 7,768 |
| Total segment revenue | 72,962 | 67,834 |
| Corporate (1) | (9) | (7) |
| **Total revenue** | $ 72,953 | $ 67,827 |

(1) Corporate revenue consists of the elimination of inter-segment revenue and other revenue not allocated to the segments.

The following table presents disaggregated revenue within our two reportable segments:

| (in millions) | Three months ended December 31, 2018 | Six months ended December 31, 2018 |
|---|---|---|
| Pharmaceutical distribution and specialty | $ 33,534 | $ 64,742 |
| Nuclear and Precision Health Solutions (1) | 206 | 413 |
| Pharmaceutical segment revenue | 33,740 | 65,155 |
| Medical distribution and products (2) | 3,527 | 6,907 |
| Cardinal Health At Home | 479 | 900 |
| Medical segment revenue | 4,006 | 7,807 |
| Total segment revenue | 37,746 | 72,962 |
| Corporate (3) | (6) | (9) |
| **Total revenue** | $ 37,740 | $ 72,953 |

(1) Our Nuclear and Precision Health Solutions division was formerly referred to as our Nuclear Pharmacy Services division.

(2) Comprised of all Medical segment businesses except for Cardinal Health At Home division.

(3) Corporate revenue consists of the elimination of inter-segment revenue and other revenue not allocated to the segments.

The following table presents revenue by geographic area:

| (in millions) | Three months ended December 31, 2018 | Six months ended December 31, 2018 |
|---|---|---|
| United States | $ 36,716 | $ 70,960 |
| International | 1,030 | 2,002 |
| Total segment revenue | 37,746 | 72,962 |
| Corporate (1) | (6) | (9) |
| **Total revenue** | $ 37,740 | $ 72,953 |

(1) Corporate revenue consists of the elimination of inter-segment revenue and other revenue not allocated to the segments.

### Segment Profit

We evaluate segment performance based on segment profit, among other measures. Segment profit is segment revenue, less segment cost of products sold, less segment SG&A expenses. Segment SG&A expenses include share-based compensation expense as well as allocated corporate expenses for shared functions, including corporate management, corporate finance, financial and customer care shared services, human resources, information technology, legal and compliance. Corporate expenses are allocated to the segments based on headcount, level of benefit provided and other ratable allocation methodologies. The results attributable to noncontrolling interests are recorded within segment profit.

We do not allocate the following items to our segments: last-in first-out, or ("LIFO"), inventory charges/(credits); restructuring and employee severance; amortization and other acquisition-related costs; impairments and (gain)/loss on disposal of assets; litigation (recoveries)/charges, net; state opioid assessment related to prior fiscal years; other (income)/expense, net; interest expense, net; loss on extinguishment of debt; and provision for/(benefit from) income taxes.

In addition, certain investment spending, certain portions of enterprise-wide incentive compensation and other spending are not allocated to the segments. Investment spending generally includes the first-year spend for certain projects that require incremental investments in the form of additional operating expenses. Because approval for these projects is dependent on executive management, we retain these expenses at Corporate. Investment spending within Corporate was $12 million and $6 million for the three months ended December 31, 2018 and 2017, respectively, and $19 million and $11 million for the six months ended December 31, 2018 and 2017, respectively.

In connection with the naviHealth divestiture discussed in Note 4, we recognized a pre-tax gain of $508 million during the six months ended December 31, 2018, which was retained at Corporate.

The following table presents segment profit by reportable segment and Corporate:

| (in millions) | Three Months Ended December 31, 2018 | 2017 |
|---|---|---|
| Pharmaceutical | $ 443 | $ 514 |
| Medical | 188 | 220 |
| Total segment profit | 631 | 734 |
| Corporate | (127) | (335) |
| **Total operating earnings** | **$ 504** | $ 399 |

| (in millions) | Six Months Ended December 31, 2018 | 2017 |
|---|---|---|
| Pharmaceutical | $ 851 | $ 981 |
| Medical | 323 | 348 |
| Total segment profit | 1,174 | 1,329 |
| Corporate | 146 | (668) |
| **Total operating earnings** | **$ 1,320** | $ 661 |

The following table presents total assets for each reportable segment and Corporate at:

| (in millions) | December 31, 2018 | June 30, 2018 |
|---|---|---|
| Pharmaceutical | $ 22,101 | $ 21,421 |
| Medical | 15,697 | 16,066 |
| Corporate | 2,664 | 2,464 |
| **Total assets** | **$ 40,462** | $ 39,951 |

## 15. Share-Based Compensation

We maintain stock incentive plans (collectively, the "Plans") for the benefit of certain of our officers, directors and employees.

The following table provides total share-based compensation expense by type of award:

| (in millions) | Three Months Ended December 31, 2018 | 2017 |
|---|---|---|
| Restricted share unit expense | $ 16 | $ 16 |
| Employee stock option expense | 2 | 5 |
| Performance share unit expense | 4 | 2 |
| **Total share-based compensation** | **$ 22** | $ 23 |

| (in millions) | Six Months Ended December 31, 2018 | 2017 |
|---|---|---|
| Restricted share unit expense | $ 30 | $ 34 |
| Employee stock option expense | 6 | 10 |
| Performance share unit expense | 5 | (4) |
| **Total share-based compensation** | **$ 41** | $ 40 |

The total tax benefit related to share-based compensation was $4 million and $5 million for the three months ended December 31, 2018 and 2017, respectively, and $8 million and $11 million for the six months ended December 31, 2018 and 2017, respectively.

### Restricted Share Units

Restricted share units granted under the Plans generally vest in equal annual installments over three years. Restricted share units accrue cash dividend equivalents that are payable upon vesting of the awards.

The following table summarizes all transactions related to restricted share units under the Plans:

| (in millions, except per share amounts) | Restricted Share Units | Weighted-Average Grant Date Fair Value per Share |
|---|---|---|
| Nonvested at June 30, 2018 | 2 | $ 71.58 |
| Granted | 2 | 50.46 |
| Vested | (1) | 75.19 |
| Canceled and forfeited | — | — |
| **Nonvested at December 31, 2018** | **3** | **$ 52.23** |

At December 31, 2018, the total pre-tax compensation cost, net of estimated forfeitures, related to nonvested restricted share units not yet recognized was $106 million, which is expected to be recognized over a weighted-average period of two years.

### Stock Options

Employee stock options granted under the Plans generally vest in equal annual installments over three years and are exercisable for ten years from the grant date. All stock options are exercisable at a price equal to the market value of the common shares underlying the option on the grant date.

The following table summarizes all stock option transactions under the Plans:

| (in millions, except per share amounts) | Stock Options | Weighted-Average Exercise Price per Common Share |
|---|---|---|
| Outstanding at June 30, 2018 | 7 | $ 64.50 |
| Granted | — | — |
| Exercised | — | — |
| Canceled and forfeited | — | — |
| **Outstanding at December 31, 2018** | **7** | **$ 64.05** |
| **Exercisable at December 31, 2018** | **6** | **$ 62.92** |

At December 31, 2018, the total pre-tax compensation cost, net of estimated forfeitures, related to nonvested stock options not yet recognized was $9 million, which is expected to be recognized over a weighted-average period of one year. The following tables provide additional detail related to stock options:

| (in millions) | December 31, 2018 | June 30, 2018 |
|---|---|---|
| Aggregate intrinsic value of outstanding options at period end | $ 6 | $ 13 |
| Aggregate intrinsic value of exercisable options at period end | 6 | 13 |

| (in years) | December 31, 2018 | June 30, 2018 |
|---|---|---|
| Weighted-average remaining contractual life of outstanding options | 6 | 7 |
| Weighted-average remaining contractual life of exercisable options | 6 | 5 |

## Performance Share Units

Performance share units vest over a three-year performance period based on achievement of specific performance goals. Based on the extent to which the targets are achieved, vested shares may range from zero to 200 percent of the target award amount. Performance share units accrue cash dividend equivalents that are payable upon vesting of the awards.

The following table summarizes all transactions related to performance share units under the Plans (based on target award amounts):

| (in millions, except per share amounts) | Performance Share Units | Weighted-Average Grant Date Fair Value per Share |
|---|---|---|
| Nonvested at June 30, 2018 | 0.4 | $ 66.13 |
| Granted | 0.4 | 50.90 |
| Vested (1) | (0.1) | 84.27 |
| Canceled and forfeited | — | — |
| **Nonvested at December 31, 2018** | **0.6** | **$ 51.09** |

The sum of the components may not equal the total due to rounding.

(1) No payout was made because the threshold performance goal was not met.

At December 31, 2018, the total pre-tax compensation cost, net of estimated forfeitures, related to nonvested performance share units not yet recognized was $22 million, which is expected to be recognized over a weighted-average period of two years if targets are achieved.

# Exhibits

| Exhibit Number | Exhibit Description |
|---|---|
| 3.1 | Amended and Restated Articles of Incorporation of Cardinal Health, Inc., as amended (incorporated by reference to Exhibit 3.1 to Cardinal Health's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, File No. 1-11373) |
| 3.2 | Cardinal Health, Inc. Restated Code of Regulations (incorporated by reference to Exhibit 3.2 to Cardinal Health's Current Report on Form 8-K filed on June 30, 2016, File No. 1-11373) |
| 10.1 | Amendment No. 3 to Amended and Restated Five-Year Credit Agreement, dated as of November 6, 2018, by and between Cardinal Health, Inc. and JPMorgan Chase Bank, N.A., individually and as administrative agent (incorporated by reference to Exhibit 10.3 to Cardinal Health's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, File No. 1-11373) |
| 10.2 | Amendment No. 2 to Seventh Amended and Restated Performance Guaranty, dated as of November 6, 2018, among Cardinal Health, Inc., Cardinal Health Funding, LLC, and MUFG Bank (incorporated by reference to Exhibit 10.4 to Cardinal Health's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, File No. 1-11373) |
| 10.3 | Third Amendment, effective as of April 1, 2018, to the Cardinal Health Deferred Compensation Plan, as amended and restated effective as of January 1, 2016 |
| 10.4 | Form of Directors' Restricted Share Units Agreement under the Amended Cardinal Health, Inc. 2011 Long-Term Incentive Plan |
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 99.1 | Statement Regarding Forward-Looking Information |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Definition Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

## Cardinal Health Website

Cardinal Health uses its website as a channel of distribution for material company information. Important information, including news releases, financial information, earnings and analyst presentations and information about upcoming presentations and events is routinely posted and accessible at ir.cardinalhealth.com. In addition, the website allows investors and other interested persons to sign up automatically to receive e-mail alerts when the company posts news releases, SEC filings and certain other information on its website.

# Form 10-Q Cross Reference Index



**N/A** Not applicable

# Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Cardinal Health, Inc.

Date: February 7, 2019

/s/ MICHAEL C. KAUFMANN

**Michael C. Kaufmann**

**Chief Executive Officer**

/s/ JORGE M. GOMEZ

**Jorge M. Gomez**

**Chief Financial Officer**

**THIRD AMENDMENT**
**TO THE**
**CARDINAL HEALTH DEFERRED COMPENSATION PLAN**
(As Amended and Restated January 1, 2016)

## Background Information

A. Cardinal Health, Inc. ("Cardinal Health") previously adopted and currently maintains the Cardinal Health Deferred Compensation Plan (the "Plan") for the benefit of a select group of management and highly compensated employees of Cardinal Health and its subsidiaries and affiliates.

B. Section 7.1 of the Plan provides that the Plan may be amended at any time through a written resolution adopted or approved by the Financial Benefit Plans Committee ("FBPC") with respect to any amendment that, when aggregated with any other amendment or amendments approved on the same date, is reasonably expected to have an annual financial impact on Cardinal Health of $5 million or less.

C. The FBPC has concluded that the amendment set forth below, when aggregated with any other amendments set to be approved on the same date, is reasonably expected to have an annual financial impact on Cardinal Health of less than $5 million.

D. The FBPC desires to amend the Plan to: (1) update and clarify the Plan's claims and appeals procedures; and (2) clarify authority to amend the Plan.

## Amendment of the Cardinal Health Deferred Compensation Plan

The Plan is hereby amended as set forth below, effective as of April 1, 2018.

1. Section 6.4 of the Plan is hereby amended in its entirety to read as follows:

"6.4 Filing Claims. Any Participant, Beneficiary or other individual (hereinafter the "claimant") entitled to benefits under the Plan, or otherwise eligible to participate herein, shall be required to make a claim with the Administrative Committee (or its designee) requesting payment or distribution of such Plan benefits (or written confirmation of Plan eligibility, as the case may be), on such form or in such manner as the Administrative Committee shall prescribe. Unless and until a claimant makes proper application for benefits in accordance with the rules and procedures established by the Administrative Committee, such claimant shall have no right to receive any distribution from or under the Plan. If a claimant's application is wholly or partially denied, the procedures set forth in Appendix A shall apply."

2. Section 6.5 of the Plan is hereby amended in its entirety to read as follows:

"6.5 [Reserved.]"

3. Section 6.6 of the Plan is hereby amended in its entirety to read as follows:

"6.6 [Reserved.]"

4. Section 7.1(B) of the Plan is amended by replacing the word "and" at the end thereof with the word "or."

5. A new Appendix A is hereby added to the Plan to read as follows:

"**Appendix A - Claims and Appeals**

A Participant or Beneficiary (hereinafter, the "claimant") or his or her authorized representative may file (or may be deemed to have filed) a claim under the Plan pursuant to rules and procedures established by the Administrative Committee. The claims fiduciary designated by the Administrative Committee shall determine initial claims.

A. DENIAL OF CLAIM. If any claim under the Plan (other than a claim based on Total Disability) is wholly or partially denied by the claims fiduciary, the claimant shall be given notice of the denial. This notice shall be furnished in writing or electronically, within a reasonable period of time after receipt of the claim by the claims fiduciary. This period shall not exceed 90 days after receipt of the claim, except that if special circumstances require an extension of time, written notice of the extension (which shall not exceed an additional 90 days) shall be furnished to the claimant. The notice of denial shall be written in a manner calculated to be understood by the claimant and shall set forth the following information:

(i) the specific reasons for the denial;

(ii) specific references to the Plan provisions on which the denial is based;

(iii) a description of any additional material or information necessary for the claimant to perfect the claim and an explanation of why this material or information is necessary;

(iv) an explanation that a full and fair review of the denial by the claims fiduciary may be requested by the claimant or his or her authorized representative by filing with the Administrative Committee a written request for review within 60 days of the notice of denial;

(v) an explanation that if a review is requested, the claimant or his or her authorized representative may review pertinent documents and submit issues and comments in writing within the same 60-day period referenced in subsection (iv) above;

(vi) a statement of the claimant's right to bring a civil action under section 502 of ERISA; and

(vii) such other information as may be required to be included in the notice of denial under ERISA.

B. APPEAL OF DENIED CLAIM. If a claimant requests a review of a claim that was wholly or partially denied by the claims fiduciary, such review shall be conducted by the Administrative Committee. The Administrative Committee's decision upon review shall be made no later than 60 days following receipt of the written request for review, unless special circumstances require an extension of time for processing, in which case the claimant shall be notified of the need for such extension of time prior to the expiration of such 60-day period. In no event shall the Administrative Committee's decision upon review be made later than 120 days following receipt of the written request for review. If a claim is wholly or partially denied upon review, the claimant shall be given written or electronic notice of the decision promptly. The notice shall be written in a manner calculated to be understood by the claimant and shall set forth the following information:

(i) the specific reasons for the denial;

(ii) specific references to the Plan provisions on which the denial is based;

(iii) a statement that the claimant is entitled to receive documents and information relevant to the claim;

(iv) a statement that the claimant may bring a civil action under section 502 of ERISA; and

(v) such other information as may be required under ERISA.

C. DENIAL OF CLAIM BASED ON TOTAL DISABILITY. If any claim under the Plan based on Total Disability is wholly or partially denied by the claims fiduciary, the claimant shall be given notice of the denial. This notice shall be furnished in writing or electronically, within a reasonable period of time after receipt of the claim by the claims fiduciary. This period shall not exceed 45 days after receipt of the claim, except that such 45-day period may be extended by 30 days if an extension is necessary to process the claim due to matters beyond the control of the claims fiduciary. A written notice of the extension, and when the claims fiduciary expects to decide the claim, will be furnished to the claimant within the initial 45-day period. This period may be extended for an additional 30 days beyond the original extension. If an additional 30-day extension is needed, a written notice of the additional extension, including the reason for the additional extension and when the claims fiduciary expects to decide the claim, will be furnished to the claimant before the end of the first 30-day extension period. However, if a period of time is extended due to a claimant's failure to submit information necessary to decide a claim, the period for making a determination by the claims fiduciary will be tolled from the date on which the notification of the extension is sent to the claimant until the date on which the claimant responds to the request for additional information.

The notice of denial shall be written in a culturally and linguistically appropriate manner pursuant to the rules set forth at 29 C.F.R. § 2560.503-1(o), and in a manner calculated to be understood by the claimant, and shall set forth the following information:

(i) the specific reasons for the denial;

(ii) specific references to the Plan provisions on which the denial is based;

(iii) a description of any additional material or information necessary for the claimant to perfect the claim and an explanation of why this material or information is necessary;

(iv) a description of the Plan's appeals procedures and applicable time limits, including a statement that a full and fair review of the denial by the claims fiduciary may be requested by the claimant or his or her authorized representative by filing with the Administrative Committee a written request for review within 60 days of the notice of denial and, to the extent applicable, a statement of the right to bring a civil action under section 502(a) of ERISA following an adverse determination on review;

(v) a discussion of the decision, including an explanation of the basis for disagreeing with, or not following: (i) the views presented by the claimant to the claims fiduciary of healthcare professionals treating the claimant and vocational professionals who evaluated the claimant; (ii) the views of medical or vocational experts whose advice was obtained on behalf of the claims

fiduciary in connection with a claimant's adverse determination, without regard to whether the advice was relied upon in making the determination; and (iii) a disability determination regarding the claimant presented by the claimant to the claims fiduciary made by the Social Security Administration;

(vi) if the determination is based on medical necessity or experimental treatment or similar exclusion or limit, either an explanation of the scientific or clinical judgment for the determination, applying the terms of the Plan to the relevant medical circumstances, or a statement that such explanation will be provided free of charge upon request;

(vii) either the specific internal rules, guidelines, protocols, standards or other similar criteria of the Plan relied upon in making the adverse determination, or a statement that such rules, guidelines, protocols, standards, or other similar criteria of the Plan do not exist;

(viii) a statement that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to his or her claim;

(ix) an explanation that if a review is requested, the claimant or his or her authorized representative may review pertinent documents and submit issues and comments in writing within the same 60-day period referenced in subsection (iv) above;

(x) a statement of the claimant's right to bring a civil action under section 502 of ERISA; and

(xi) such other information as may be required to be included in the notice of denial under ERISA.

D. APPEAL OF DENIED CLAIM BASED ON TOTAL DISABILITY. If a claim based on Total Disability is denied, a claimant, or his or her representative, may appeal the denied claim in writing within 180 days of receipt of the written notice of denial. The claimant may submit any written comments, documents, records, and any other information relating to the claim. Upon request, the claimant will also have access to, and the right to obtain copies of, all documents, records and information relevant to his or her claim free of charge.

A full review of the information in the claim file and any new information submitted to support the appeal will be conducted. The claim decision on review will be made by the Administrative Committee. The Administrative Committee will consist of individuals who were not involved in the initial claim determination, and who are not subordinate to any person involved in the initial claim determination. This review will not afford any deference to the initial claim determination.

If the initial adverse decision was based in whole or in part on a medical judgment, the Administrative Committee will consult with a healthcare professional who has appropriate training and experience in the field of medicine involved in the medical judgment, was not consulted in the initial adverse determination and is not a subordinate of the healthcare professional who was consulted in the initial adverse determination.

Before an adverse determination on review is issued, the Administrative Committee will provide the claimant, free of charge, with any new or additional evidence considered, relied upon, or generated by (or at the direction of) the Administrative Committee in connection with the review of the claim. Such evidence will be provided as soon as possible and sufficiently in advance of the date on which the notice of adverse benefit determination on review is required to be provided to give the claimant a reasonable opportunity to respond prior to that date.

Before the Administrative Committee issues an adverse determination on review based on a new or additional rationale, the Administrative Committee will provide the claimant, free of charge, with the rationale. The rationale will be provided as soon as possible and sufficiently in advance of the date on which the notice of adverse benefit determination on review is required to be provided to give the claimant a reasonable opportunity to respond prior to that date.

The Administrative Committee will make a determination on an appealed claim within 45 days of the receipt of an appeal request. This period may be extended for an additional 45 days if the Administrative Committee determines that special circumstances require an extension of time. A written notice of the extension, the reason for the extension and the date that the Administrative Committee expects to render a decision will be furnished to the claimant within the initial 45-day period. However, if the period of time is extended due to a claimant's failure to submit information necessary to decide the appeal, the period for making the benefit determination will be tolled from the date on which the notification of the extension is sent until the date on which the claimant responds to the request for additional information.

If the claim on appeal is denied in whole or in part, a claimant will receive a written notification of the denial. The notice will follow the rules of 29 C.F.R. § 2560.503-1(o) for culturally and linguistically appropriate notices and will be written in a manner calculated to be understood by the claimant. The notice will include:

(i) the specific reason(s) for the adverse determination;

(ii) references to the specific Plan provisions on which the determination was based;

(iii) a statement regarding the right to receive upon request and free of charge reasonable access to, and copies of, all records, documents and other information relevant to the claim;

(iv) a statement of the right to bring a civil action under section 502(a) of ERISA following an adverse benefit determination on review;

(v) a discussion of the decision, including an explanation of the basis for disagreeing with or not following: (i) the views presented by the claimant to the Administrative Committee of healthcare professionals treating the claimant and vocational professionals who evaluated the claimant; (ii) the views of medical or vocational experts whose advice was obtained by or on behalf of the Administrative Committee in connection with a claimant's adverse determination, without regard to whether the advice was relied upon in making the determination; and (iii) a disability determination regarding the claimant presented by the claimant to the Administrative Committee made by the Social Security Administration;

(vi) if the determination is based on medical necessity or experimental treatment or similar exclusion or limit, either an explanation of the scientific or clinical judgment for the determination, applying the terms of the Plan to the relevant medical circumstances, or a statement that such explanation will be provided free of charge upon request; and

(vii) either the specific internal rules, guidelines, protocols, standards or other similar criteria of the Plan relied upon in making the adverse benefit determination, or a statement that such rules, guidelines, protocols, standards, or other similar criteria of the Plan do not exist.

A claimant has the right to request a written explanation of any violation of these claims procedures. The Administrative Committee will provide an explanation within 10 days of any such request.

E. EXHAUSTION OF CLAIMS PROCEDURES AND STATUTE OF LIMITATIONS FOR CIVIL ACTIONS. Any Participant, Beneficiary, or other person made subject to these claims procedures must follow and exhaust such claims procedures before taking action in any other forum regarding a claim for benefits under the Plan or alleging a violation of or seeking any remedy under any provision of ERISA or other applicable law. No suit or legal action may be commenced after the earlier of (1) one year after the date of the notice of the final decision on appeal, or (2) one year after the date that a timely notice of final decision on appeal would have been required to be issued if a timely appeal had been filed."

6. All other provisions of the Plan shall remain in full force and effect.

**CARDINAL HEALTH, INC.**
**FINANCIAL BENEFIT PLANS COMMITTEE**

By: /s/ Kendell Sherrer
Its: VP, Global Benefits
Date: 12/19/2018

**CARDINAL HEALTH, INC.**
**DIRECTORS' RESTRICTED SHARE UNITS AGREEMENT**

This Restricted Share Units Agreement (this "Agreement") is entered into in Franklin County, Ohio. On [date of grant] (the "Grant Date"), Cardinal Health, Inc., an Ohio corporation (the "Company"), has awarded to [Director name] ("Awardee"), [# of Shares] Stock Units (the "Restricted Share Units" or "Award"), representing an unfunded unsecured promise of the Company to deliver common shares, without par value, of the Company (the "Shares") to Awardee as set forth in this Agreement. The Restricted Share Units have been granted pursuant to the Amended Cardinal Health, Inc. 2011 Long-Term Incentive Plan (the "Plan"), and are subject to all provisions of the Plan, which are incorporated in this Agreement by reference, and are subject to the provisions of this Agreement. Capitalized terms used in this Agreement which are not specifically defined have the meanings ascribed to such terms in the Plan.

1. Vesting of Restricted Share Units. The Restricted Share Units vest on [vesting date(s)] (the "Vesting Date"), subject to the provisions of this Agreement, including those relating to Awardee's continued service on the Board. In the event of a Change of Control, the Restricted Share Units (to the extent not previously vested or forfeited) vest in full, except to the extent that (a) Awardee is asked to continue to serve on the Board or to serve as a member of the board of directors (or similar governing body) of the Company's successor in the Change of Control or another entity that is affiliated with the Company or its successor following the Change of Control; and (b) a Replacement Award is offered to Awardee in accordance with Section 16(b) of the Plan.

2. Transferability. The Restricted Share Units are not transferable.

3. Termination of Service on the Board. If Awardee ceases to be a member of the Board prior to the vesting of the Restricted Share Units for any reason other than Awardee's death, all of the then unvested Restricted Share Units shall be forfeited by Awardee immediately after Awardee ceases to be a member of the Board. If Awardee ceases to be a member of the Board prior to the vesting or forfeiture of the Restricted Share Units by reason of Awardee's death, then such Restricted Share Units vest in full and are not forfeited.

4. Special Forfeiture and Repayment Rules. This Agreement contains special forfeiture and repayment rules intended to encourage conduct that protects the legitimate business assets of the Company and its Affiliates (collectively, the "Cardinal Group") and discourage conduct that threatens or harms those assets. The Company does not intend to have the benefits of this Agreement reward or subsidize conduct detrimental to the Company, and therefore will require the forfeiture of the benefits offered under this Agreement and the repayment of gains obtained from this Agreement, according to the rules specified below. Activities that trigger the forfeiture and repayment rules are divided into two categories: Misconduct and Competitor Conduct.

(a) Misconduct. During service on the Board and for three years after Awardee's termination of service on the Board for any reason, Awardee agrees not to engage in Misconduct. If Awardee engages in Misconduct during service on the Board or within three years after Awardee's termination of service on the Board for any reason, then

(i) Awardee immediately forfeits the Restricted Share Units that have not yet vested or that vested at any time within three years prior to the date the Misconduct first occurred and have not yet been paid pursuant to Paragraph 5, and those forfeited Restricted Share Units automatically terminate, and

(ii) Awardee shall, within 30 days following written notice from the Company, pay to the Company in cash an amount equal to (A) the gross gain to Awardee resulting from the payment of Restricted Share Units pursuant to Paragraph 5 that had vested at any time within three years prior to the date the Misconduct first occurred less (B) $1.00. The gross gain is the Fair Market Value of the Shares represented by the Restricted Share Units on the date of receipt.

As used in this Agreement, "**Misconduct**" means

(A) disclosing or using any of the Cardinal Group's confidential information (as defined by the applicable Cardinal Group policies and agreements) without proper authorization from the Cardinal Group or in any capacity other than as necessary for the performance of Awardee's duties as a Director of the Company;

(B) violation of the Standards of Business Conduct or any successor code of conduct or other applicable Cardinal Group policies, including but not limited to conduct which would constitute a breach of any representation or certificate of compliance signed by Awardee;

(C) fraud, gross negligence or willful misconduct by Awardee, including but not limited to fraud, gross negligence or willful misconduct causing or contributing to a material error resulting in a restatement of the financial statements of any member of the Cardinal Group;

(D) directly or indirectly soliciting or recruiting for employment or contract work on behalf of a person or entity other than a member of the Cardinal Group, any person who is an employee, representative, officer or director in the Cardinal Group or who held one or more of those positions at any time within the 12 months prior to Awardee's termination of service on the Board;

(E) directly or indirectly inducing, encouraging or causing an employee of the Cardinal Group to terminate his/her employment or a contract worker to terminate his/her contract with a member of the Cardinal Group;

(F) any action by Awardee and/or his or her representatives that either does or could reasonably be expected to undermine, diminish or otherwise damage the relationship between the Cardinal Group and any of its customers, prospective customers, vendors, suppliers or employees known to Awardee; or

(G) breaching any provision of any agreement with a member of the Cardinal Group.

Nothing in this Agreement will prevent Awardee from testifying truthfully as required by law, prohibit or prevent Awardee from filing a charge with or participating, testifying or assisting in any investigation, hearing, whistleblower proceeding or other proceeding before any federal, state or local government agency (e.g., Equal Employment Opportunity Commission, National Labor Relations Board, Securities and Exchange Commission, etc.), or prevent Awardee from disclosing Cardinal Group's confidential information in confidence to a federal, state or local government official for the purpose of reporting or investigating a suspected violation of law.

(b) Competitor Conduct. If Awardee engages in Competitor Conduct during service on the Board or within one year after Awardee's termination of service on the Board for any reason, then

(i) Awardee immediately forfeits the Restricted Share Units that have not yet vested or that vested at any time within one year prior to the date the Competitor Conduct first occurred and have not yet been paid pursuant to Paragraph 5, and those forfeited Restricted Share Units automatically terminate, and

(ii) Awardee shall, within 30 days following written notice from the Company, pay to the Company in cash an amount equal to (A) the gross gain to Awardee resulting from the payment of Restricted Share Units pursuant to Paragraph 5 that had vested at any time since the earlier of one year prior to the date the Competitor Conduct first occurred or one year prior to Awardee's termination of service on the Board, if applicable, less (B) $1.00. The gross gain is the Fair Market Value of the Shares represented by the Restricted Share Units on the date of receipt.

As used in this Agreement, "**Competitor Conduct**" means accepting employment with, or directly or indirectly providing services to, a Competitor in the United States. A "Competitor" means any person or business that

competes with the products or services provided by a member of the Cardinal Group or about which Awardee obtained confidential information (as defined by the applicable Cardinal Group policies or agreements). For purposes of this Agreement, the nature and extent of Awardee's activities, if any, disclosed to and reviewed by the Audit or Nominating and Governance Committees of the Board (each, a "Specified Committee") prior to the date of Awardee's termination of service on the Board will not be deemed to be Competitor Conduct unless specified to the contrary by the Specified Committee in a written notice given to Awardee within 90 days after the Specified Committee is notified in writing of such activities.

(c) General.

(i) Nothing in this Paragraph 4 constitutes or is to be construed as a "noncompete" covenant or other restraint on employment or trade. The execution of this Agreement is voluntary. Awardee is free to choose to comply with the terms of this Agreement and receive the benefits offered or else reject this Agreement with no adverse consequences to Awardee's service on the Board.

(ii) Awardee agrees to provide the Company with at least 10 days written notice prior to accepting employment with or providing services to a Competitor within one year after Awardee's termination of service on the Board.

(iii) Awardee acknowledges receiving sufficient consideration for the requirements of this Paragraph 4, including Awardee's receipt of the Restricted Share Units. Awardee further acknowledges that the Company would not provide the Restricted Share Units to Awardee without Awardee's promise to abide by the terms of this Paragraph 4. The parties also acknowledge that the provisions contained in this Paragraph 4 are ancillary to, or part of, an otherwise enforceable agreement at the time this Agreement is made.

(iv) Awardee may be released from the obligations of this Paragraph 4 if and only if the Administrator determines, in writing and in the Administrator's sole discretion, that a release is in the best interests of the Company.

5. Payment.

(a) General. Subject to the provisions of Paragraph 4 and Paragraphs 5(b), (c) and (d) below, Awardee is entitled to receive from the Company (without any payment by or on behalf of Awardee) the Shares represented by the vested Restricted Share Units on the Vesting Date.

(b) Death. To the extent that Restricted Share Units are vested on the date of Awardee's death, Awardee is entitled to receive the corresponding Shares from the Company on the date of death.

(c) Change of Control. To the extent that Restricted Share Units are vested on the date of a Change of Control, Awardee is entitled to receive the corresponding Shares from the Company on the date of the Change of Control; provided, however, that if such Change of Control would not qualify as a permissible date of distribution under Section 409A(a)(2)(A)(v) of the Code and the regulations thereunder, and where Section 409A of the Code applies to such distribution as a deferral of compensation, Awardee is entitled to receive the corresponding Shares from the Company on the date that would have otherwise applied pursuant to Paragraphs 5(a) or (b).

(d) Elections to Defer Receipt. Elections to defer receipt of the Shares beyond the date of payment provided in this Agreement may be permitted in the discretion of the Administrator pursuant to procedures established by the Administrator in compliance with the requirements of Section 409A of the Code.

6. Dividend Equivalents. Awardee is not entitled to receive cash dividends on the Restricted Share Units, but will receive a dividend equivalent payment from the Company in an amount equal to the dividends that would have been paid on each Share underlying the Restricted Share Units if it had been outstanding between the

Grant Date and the payment date of any such Share (i.e., based on the record date for cash dividends). Subject to an election to defer receipt as permitted under Paragraph 5(d), the Company shall pay dividend equivalent payments in cash as soon as reasonably practicable after the payment date of the Restricted Share Units to which such dividend equivalents relate.

7. Right of Set-Off. By accepting the Restricted Share Units, Awardee consents to a deduction from, and set-off against, any amounts owed to Awardee that are not treated as "non-qualified deferred compensation" under Section 409A of the Code by any member of the Cardinal Group from time to time (including, but not limited to, amounts owed to Awardee as Director annual retainer fees, meeting fees or other fringe benefits) to the extent of the amounts owed to the Company by Awardee under this Agreement.

8. No Shareholder Rights. Awardee has no rights of a shareholder with respect to the Restricted Share Units, including no right to vote the Shares represented by the Restricted Share Units until such Shares vest and are paid to Awardee.

9. Governing Law/Venue for Dispute Resolution/Costs and Legal Fees. This Agreement is governed by the laws of the State of Ohio, without regard to principles of conflicts of law, except to the extent superseded by the laws of the United States of America. **The parties agree and acknowledge that the laws of the State of Ohio bear a substantial relationship to the parties and/or this Agreement and that the Restricted Share Units and benefits granted in this Agreement would not be granted without the governance of this Agreement by the laws of the State of Ohio. In addition, all legal actions or proceedings relating to this Agreement must be brought exclusively in state or federal courts located in Franklin County, Ohio and the parties executing this Agreement hereby consent to the personal jurisdiction of such courts.** Awardee acknowledges that the covenants contained in Paragraph 4 are reasonable in nature, are fundamental for the protection of the Company's legitimate business and proprietary interests, and do not adversely affect Awardee's ability to earn a living. In the event that it becomes necessary for the Company to institute legal proceedings under this Agreement, Awardee is responsible to the Company for all costs and reasonable legal fees incurred by the Company in connection with the proceedings. Any provision of this Agreement which is determined by a court of competent jurisdiction to be invalid or unenforceable or to disqualify the Award under any Applicable Law should be construed or limited in a manner that is valid and enforceable and that comes closest to the business objectives intended by the provision, without invalidating or rendering unenforceable the remaining provisions of this Agreement.

10. Defend Trade Secrets Act Notice. Under the federal Defend Trade Secrets Act of 2016, Awardee will not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that: (a) is made (i) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (b) is made to Awardee's attorney in relation to a lawsuit for retaliation against Awardee for reporting a suspected violation of law; or (c) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

11. Action by the Administrator. The parties agree that the interpretation of this Agreement rests exclusively and completely within the sole discretion of the Administrator. The parties agree to be bound by the decisions of the Administrator with regard to the interpretation of this Agreement and with regard to any and all matters set forth in this Agreement. In fulfilling its responsibilities hereunder, the Administrator may rely upon documents, written statements of the parties, financial reports or other material as the Administrator deems appropriate. The parties agree that there is no right to be heard or to appear before the Administrator and that any decision of the Administrator relating to this Agreement, including whether particular conduct constitutes Misconduct or Competitor Conduct, is final and binding.

12. Electronic Delivery and Consent to Electronic Participation. The Company may, in its sole discretion, decide to deliver any documents related to the Restricted Share Unit grant under and participation in the Plan or future Restricted Share Units that may be granted under the Plan by electronic means or to request Awardee's consent to participate in the Plan by electronic means. Awardee hereby consents to receive such

documents by electronic delivery and to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company, including the acceptance of restricted share unit grants and the execution of restricted share unit agreements through electronic signature.

13. Notices. All notices, requests, consents and other communications required or provided under this Agreement to be delivered by Awardee to the Company will be in writing and will be deemed sufficient if delivered by hand, nationally recognized overnight courier, or certified or registered mail, return receipt requested, postage prepaid, and will be effective upon delivery to the Company at the address set forth below:

Cardinal Health, Inc.
7000 Cardinal Place
Dublin, Ohio 43017
Attention: Deputy General Counsel

All notices, requests, consents and other communications required or provided under this Agreement to be delivered by the Company to Awardee may be delivered by e-mail or in writing and will be deemed sufficient if delivered by e-mail, hand, facsimile, nationally recognized overnight courier, or certified or registered mail, return receipt requested, postage prepaid, and will be effective upon delivery to Awardee.

14. Amendment. Any amendment to the Plan is deemed to be an amendment to this Agreement to the extent that the amendment is applicable hereto; provided, however, that no amendment may impair the rights of Awardee with respect to an outstanding Restricted Share Unit unless agreed to by Awardee and the Company, which agreement must be in writing and signed by Awardee and the Company. Other than following a Change of Control, no such agreement is required if the Administrator determines in its sole discretion that such amendment either (a) is required or advisable in order for the Company, the Plan or the Restricted Share Units to satisfy any Applicable Law or to meet the requirements of any accounting standard or (b) is not reasonably likely to significantly diminish the benefits provided under the Restricted Share Units, or that any such diminishment has been adequately compensated, including pursuant to Section 16(c) of the Plan.

15. Adjustments. The number of Shares issuable for each Restricted Share Unit and the other terms and conditions of the Award evidenced by this Agreement are subject to adjustment as provided in Section 16 of the Plan.

16. Compliance with Section 409A of the Code. To the extent applicable, it is intended that this Agreement comply with the provisions of Section 409A of the Code. This Agreement shall be administered in a manner consistent with this intent, and any provision that would cause this Agreement or the Plan to fail to satisfy Section 409A of the Code shall have no force or effect until amended to comply with Section 409A of the Code (which amendment may be retroactive to the extent permitted by Section 409A of the Code and may be made by the Company without the consent of Awardee).

17. No Right to Future Awards or Board Membership. The grant of the Restricted Share Units under this Agreement to Awardee is a voluntary, discretionary award being made on a one-time basis and it does not constitute a commitment to make any future awards. Nothing contained in this Agreement shall confer upon Awardee any right to continued service as a member of the Board.

18. Successors and Assigns. Without limiting Paragraph 2, the provisions of this Agreement shall inure to the benefit of, and be binding upon, the successors, administrators, heirs, legal representatives and assigns of Awardee, and the successors and assigns of the Company.

CARDINAL HEALTH, INC.

By: _____

Its: _____

ACCEPTANCE OF AGREEMENT

Awardee hereby: (a) acknowledges that he or she has received a copy of the Plan, a copy of the Company's most recent annual report to shareholders and other communications routinely distributed to the Company's shareholders, and a copy of the Plan Description pertaining to the Plan; (b) accepts this Agreement and the Restricted Share Units granted to him or her under this Agreement subject to all provisions of the Plan and this Agreement, including the provisions in the Agreement regarding "Special Forfeiture and Repayment Rules" set forth in Paragraph 4; (c) represents that he or she understands that the acceptance of this Agreement through an on-line or electronic system, if applicable, carries the same legal significance as if he or she manually signed the Agreement; and (d) agrees that no transfer of the Shares delivered in respect of the Restricted Share Units may be made unless the Shares have been duly registered under all applicable Federal and state securities laws pursuant to a then-effective registration which contemplates the proposed transfer or unless the Company has received a written opinion of, or satisfactory to, its legal counsel that the proposed transfer is exempt from such registration.

_____

Awardee's Signature

_____

Date

**Exhibit 31.1**

I, Michael C. Kaufmann, certify that:

1. I have reviewed this Form 10-Q of Cardinal Health, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 7, 2019

/s/ MICHAEL C. KAUFMANN

Michael C. Kaufmann

Chief Executive Officer

**Exhibit 31.2**

I, Jorge M. Gomez, certify that:

1. I have reviewed this Form 10-Q of Cardinal Health, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 7, 2019

/s/ JORGE M. GOMEZ

Jorge M. Gomez

Chief Financial Officer

**Exhibit 32.1**

**Certification of the Chief Executive Officer and the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted**
**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Each of Michael C. Kaufmann, Chief Executive Officer of Cardinal Health, Inc. (the "Company"), and Jorge M. Gomez, Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, that:

(1) the Annual Report on Form 10-Q for the quarter ended December 31, 2018 containing the financial statements of the Company (the "Periodic Report"), which this statement accompanies, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) the information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 7, 2019

/s/ MICHAEL C. KAUFMANN
Michael C. Kaufmann
Chief Executive Officer

/s/ JORGE M. GOMEZ
Jorge M. Gomez
Chief Financial Officer

## Statement Regarding Forward-Looking Information

As used in this exhibit, “we,” “our,” “us” and similar pronouns refer to Cardinal Health, Inc. and its subsidiaries, unless the context requires otherwise. Our filings with the Securities and Exchange Commission, including this Annual Report on Form 10-K for the fiscal year ended June 30, 2018 (the “2018 Form 10-K”), our quarterly reports on Form 10-Q and our current reports on Form 8-K (along with any exhibits and amendments to such reports), as well as our news releases or any other written or oral statements made by or on behalf of us, including materials posted on our website, may include, directly or by incorporation by reference, forward-looking statements that reflect our current view (as of the date the forward-looking statement is first made) about future events, prospects, projections or financial performance. The matters discussed in these forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected, anticipated or implied in or by such statements. These risks and uncertainties include:

- competitive pressures in the markets in which we operate, including pricing pressures;
- uncertainties relating to the pricing of generic pharmaceuticals;
- uncertainties relating to the timing, frequency and profitability of generic pharmaceutical launches;
- our ability to maintain the benefits of our generic pharmaceutical sourcing venture with CVS Health Corporation;
- with respect to our distribution services agreements with branded pharmaceutical manufacturers, changes in the amount of service fees we receive or, in cases where part of our compensation under these agreements is based on branded pharmaceutical price appreciation, changes in the frequency or magnitude of such price appreciation;
- changes in manufacturer approaches to pricing branded pharmaceutical products and risks related to our compensation under contractual arrangements with manufacturers being set as a percentage of the wholesale acquisition cost of branded pharmaceuticals;
- changes in the timing or frequency of the introduction of branded pharmaceuticals;
- our high sales concentration with certain key customers, including CVS Health Corporation and OptumRx;
- actions of regulatory bodies and other governmental authorities, including the U.S. Drug Enforcement Administration, certain agencies within the U.S. Department of Health and Human Services (including the U.S. Food and Drug Administration, Centers for Medicare and Medicaid Services, the Office of Inspector General and the Office for Civil Rights), the U.S. Nuclear Regulatory Commission, the U.S. Federal Trade Commission, the U.S. Customs and Border Protection, various state boards of pharmacy, state controlled substance authorities, state health departments, state insurance departments, state Medicaid departments or comparable regulatory bodies or governmental authorities or foreign equivalents that, in each case, could delay, limit or suspend product development, manufacturing, distribution, importation or sales or result in warning letters, recalls, seizures, injunctions or monetary sanctions;
- any compromise of our information systems or of those of a third-party service provider, including unauthorized access to or use or disclosure of company or customer information, disruption of access and ancillary risks associated with our ability to effectively manage any issues arising from any such compromise or disruption;
- possible losses that may arise or expenses that we may incur from the resolution and defense of the lawsuits and investigations in which we have been named relating to the distribution of prescription opioid pain medication;
- potential damage to our reputation, adverse operational impacts or other effects that may result from the national opioid epidemic and the allegations that have been made about our role in such epidemic;
- potential adverse impact to our financial results resulting from enacted and proposed state taxes or other assessments on the sale or distribution of opioid medications;
- risks and uncertainties relating to the acquisition of the Patient Care, Deep Vein Thrombosis and Nutritional Insufficiency businesses from Medtronic plc (the "Patient Recovery Business"), including the ability to retain the acquired business' customers and employees; the ability to successfully integrate the acquired business into our operations; the ability to achieve the expected synergies and accretion in earnings; unforeseen internal control, regulatory or compliance issues; and additional risks relating to regulatory matters, legal proceedings, tax laws or positions or foreign exchange rate volatility;
- uncertainties related to our ability to manage inventory and cost challenges within the Cordis business and to stop the decline in Cordis' performance;
- risks associated with the realignment of our Medical segment's supply chain and other businesses;
- difficulties or delays in the development, production, manufacturing, sourcing and marketing of new or existing products and services, including difficulties or delays associated with obtaining requisite regulatory consents or approvals associated with those activities;
- manufacturing disruptions, whether due to regulatory action, production quality deviations, safety issues or raw material shortages or defects, or because a key product is manufactured at a single manufacturing facility with limited alternate facilities;
- risks arising from possible violations of healthcare fraud and abuse laws;
- costs or claims resulting from potential errors or defects in our manufacturing of medical devices or other products or in our compounding, repackaging, information systems or pharmacy management services that may injure persons or damage property or operations, including costs from remediation efforts or recalls and related product liability claims and lawsuits, including class action lawsuits;

- risks arising from possible violations of the U.S. Foreign Corrupt Practices Act and other similar anti-corruption laws in other jurisdictions and U.S. and foreign export control, trade embargo and customs laws;
- risks arising from our collecting, handling and maintaining patient-identifiable health information and other sensitive personal and financial information, which are subject to federal, state and foreign laws that regulate the use and disclosure of such information;
- risks arising from certain of our businesses being Medicare-certified suppliers or participating in other federal and state healthcare programs, such as state Medicaid programs and the federal 340B drug pricing program, which businesses are subject to accreditation and quality standards and other rules and regulations, including applicable reporting, billing, payment and record-keeping requirements;
- risks arising from certain of our businesses manufacturing pharmaceutical and medical products or repackaging pharmaceuticals that are purchased or reimbursed through, or are otherwise governed by, federal or state healthcare programs, which businesses are subject to federal and state laws that establish eligibility for reimbursement by such programs and other applicable standards and regulations;
- changes in laws or changes in the interpretation or application of laws or regulations, as well as possible failures to comply with applicable laws or regulations, including as a result of possible misinterpretations or misapplications;
- material reductions in purchases, pricing changes, non-renewal, early termination, or delinquencies or defaults under contracts with key customers;
- unfavorable changes to the terms of key customer or supplier relationships, or changes in customer mix;
- risks arising from changes in U.S. or foreign tax laws, including our ability to effectively implement and account for the recently enacted Tax Cuts and Jobs Act and unfavorable challenges to our tax positions and payments to settle these challenges;
- uncertainties due to government healthcare reform, including possible repeal or replacement of major parts of the Patient Protection and Affordable Care Act;
- reductions or limitations on governmental funding at the state or federal level or efforts by healthcare insurance companies to limit payments for products and services;
- changes in manufacturers' pricing, selling, inventory, distribution or supply policies or practices;
- changes in legislation or regulations governing prescription drug pricing, healthcare services or mandated benefits;
- changes in hospital buying groups or hospital buying practices;
- changes in distribution or sourcing models for pharmaceutical and medical and surgical products, including an increase in direct and limited distribution;
- the risks of counterfeit products in the supply chain;
- changes to the prescription drug reimbursement formula and related reporting requirements for generic pharmaceuticals under Medicaid;
- increasing consolidation in the healthcare industry, which could give the resulting enterprises greater bargaining power and may increase pressure on prices for our products and services or result in the loss of customers;
- disruption, damage or lack of access to, or failure of, our or our third-party service providers' information systems, our critical facilities, including our national logistics center, or our distribution networks;
- risks to our business and information and controls systems in the event that business process improvements, infrastructure modernizations or initiatives to use third-party service providers for key systems and processes are not effectively implemented;
- the results, costs, effects or timing of any commercial disputes, government contract compliance matters, patent infringement claims, *qui tam* actions, government investigations or other legal proceedings;
- possible losses relating to product liability lawsuits and claims regarding products for which we cannot obtain product liability insurance or for which such insurance may not be adequate to cover our losses, including the product liability lawsuits we are currently defending relating to alleged personal injuries associated with the use of Cordis inferior vena cava filter products;
- our ability to maintain adequate intellectual property protections;
- the costs, difficulties and uncertainties related to the integration of acquired businesses, including liabilities relating to the operations or activities of such businesses prior to their acquisition, and uncertainties relating to our ability to achieve the anticipated results from acquisitions;
- our ability to manage and complete divestitures or other strategic business combination transactions, including our ability to find buyers or other strategic exit opportunities and risks associated with the possibility that we could experience greater dis-synergies than anticipated or otherwise fail to achieve our strategic objectives;
- increased costs for commodities and other materials used in the Medical segment manufacturing, including various components, compounds, raw materials or energy such as oil-based resins, pulp, cotton, latex and other commodities;
- shortages in commodities, components, compounds, raw materials or energy used by our businesses, including supply disruptions of radioisotopes;
- the loss of, or default by, one or more key suppliers for which alternative suppliers may not be readily available;
- bankruptcy, insolvency or other credit failure of a customer or supplier that owes us a substantial amount;

- risks associated with global operations, including the effect of local economic environments, inflation, recession, currency volatility and global competition, in addition to risks associated with compliance with U.S. and international laws relating to global operations including currently proposed tariffs;
- risks associated with our use of and reliance on the global capital and credit markets, including our ability to access credit and our cost of credit, which may adversely affect our ability to efficiently fund our operations or undertake certain expenditures;
- our ability to introduce and market new products and our ability to keep pace with advances in technology;
- the costs, effects, timing or success of restructuring programs or plans;
- significant charges to earnings if goodwill or intangible assets become impaired;
- uncertainties relating to general political, business, industry, regulatory and market conditions; and
- other factors described in the “Risk Factors” section of the 2018 Form 10-K.

The words “expect,” “anticipate,” “intend,” “plan,” “believe,” “will,” “should,” “could,” “would,” “project,” “continue,” “likely,” and similar expressions generally identify “forward-looking statements,” which speak only as of the date the statements were made, and also include statements reflecting future results or guidance, statements of outlook and expense accruals. We undertake no obligation to update or revise any forward-looking statements, except to the extent required by applicable law.