

Lebanon County Employees' Retirement Fund and Teamsters Local 443 Health Services Insurance Plan v. Steven H. Collis, Richard W. Gochnauer, Lon R. Greenberg, Jane E. Henney, M.D., Kathleen W. Hyle, Michael J. Long, Henry W. McGee, Ornella Barra, D. Mark Durcan and Chris Zimmerman -and- AmerisourceBergen Corporation

COURT: Delaware Court of Chancery
CASE NUMBER: 2021-1118-JTL
CASE LEADERS: Jeroen van Kwawegen, Gregory V. Varallo, Andrew Blumberg
CASE TEAM: Eric J. Riedel

On December 30, 2021, BLB&G filed a stockholder derivative complaint (the "Complaint") in the Delaware Court of Chancery on behalf of nominal defendant AmerisourceBergen Corporation ("ABC" or the "Company", k/n/a Cencora), and Plaintiffs Lebanon County Employees' Retirement Fund and Teamsters Local 443 Health Services & Insurance Plan (collectively, "Plaintiffs"), against (i) Steven H. Collis, Richard W. Gochnauer, Lon R. Greenberg, Jane E. Henney, M.D., Kathleen W. Hyle, Michael J. Long, Henry W. McGee, Ornella Barra, and D. Mark Durcan in their capacities as Company directors (collectively, the "Director Defendants"); and (ii) Stephen Collis and Chris Zimmerman in their capacities as Company officers (together, the "Officer Defendants" and, together with the Director Defendants, "Defendants"), for breaches of fiduciary duty. The Complaint can be found [here](#) or under **Case Documents** at right.

This stockholder derivative action arises out of the Company's alleged enabling and profiting from the opioid epidemic that poisoned communities across the country by using exceedingly high thresholds and metrics to avoid reporting suspicious orders to the Drug Enforcement Administration. The Complaint alleges that, in defiance of its obligations under the Controlled Substances Act ("CSA") to protect against the diversion of opioids for illicit use, ABC changed its criteria for identifying suspicious orders, resulting in the flagging of less than 0.1% of its orders as suspicious. As Congress and the New York Attorney General recognized, ABC's extreme unwillingness to identify suspicious orders stood out amongst its peers. Making matters worse, ABC targeted an independent pharmacy customer base, which ABC knew was more likely to operate rogue pharmacies (aka, "Pill Mills"). As a direct consequence of Defendants' conscious failure to implement an adequate CSA compliance program and respond to red flags of noncompliance, the Company suffered more than **\$7 billion** in financial harm without even accounting for reputational damage.

On December 22, 2022 Vice Chancellor Laster dismissed the Complaint under Rule 23.1. The Court of Chancery's decision dismissing the case can be found [here](#) or under **Case Documents** at right. Plaintiffs appealed to the

Delaware Supreme Court and, on December 18, 2023 the Supreme Court reversed and remanded the case for further proceedings. The Supreme Court's decision can be found [here](#) or under **Case Documents** at right.

In March 2024, the Court stayed this case to allow a special litigation committee to conduct an internal investigation on behalf of ABC.

The parties, including Plaintiffs' counsel, Defendants' counsel, counsel for ABC, as well as the special litigation committee's counsel, attended an all-day mediation in June 2025. That mediation led to a settlement of this case. Under the settlement, Defendants' insurers have paid \$111.25 million (plus interest, less Court-awarded attorneys' fees and expenses and applicable taxes) to the Company. The parties' Settlement Stipulation setting forth the terms of the settlement and the Settlement Notice can be found [here](#) and [here](#) or under **Case Documents** at right.

A hearing to consider the settlement and an award of attorneys' fees and litigation expenses to Plaintiffs' Counsel is scheduled for November 13, 2025, at 3:15 p.m.

Case Documents

- Notice of Pendency and Proposed Settlement of Stockholder Derivative Action, Settlement Hearing, and Right to Appear
- August 19, 2025 - Scheduling Order
- August 15, 2025 - Stipulation and Agreement of Settlement, Compromise, and Release
- December 18, 2023 - Supreme Court Decision
- December 22, 2022 - Court of Chancery Decision
- January 5, 2022 - Verified Stockholder Derivative Complaint