

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 12)

MCKESSON CORPORATION
(NAME OF SUBJECT COMPANY)

ECO ACQUISITION CORPORATION
A WHOLLY OWNED SUBSIDIARY OF
ELI LILLY AND COMPANY
(BIDDERS)

COMMON STOCK, \$2.00 PAR VALUE PER SHARE 581556 10 7
(INCLUDING THE ASSOCIATED RIGHTS) (CUSIP NUMBER OF CLASS OF SECURITIES)
(TITLE OF CLASS OF SECURITIES)

J.B. KING, ESQ.
VICE PRESIDENT AND GENERAL COUNSEL
ELI LILLY AND COMPANY
LILLY CORPORATE CENTER
INDIANAPOLIS, INDIANA 46285
(317) 276-2000

(NAMES, ADDRESSES AND TELEPHONE NUMBERS OF PERSONS AUTHORIZED
TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDER)

WITH A COPY TO:

BERNARD E. KURY, ESQ.
DEWEY BALLANTINE
1301 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019
(212) 259-7400

This Amendment No. 12 to the Schedule 14D-1 relates to a tender offer by ECO Acquisition Corporation (the "Purchaser"), a Delaware corporation and a wholly owned subsidiary of Eli Lilly and Company, an Indiana corporation ("Parent"), to purchase all outstanding shares of common stock, par value \$2.00 per share and the associated Rights (as defined in the Offer to Purchase) (collectively, the "Shares"), of McKesson Corporation (the "Company"), a Delaware corporation, at a purchase price of \$76.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 15, 1994 (the "Offer to Purchase"), and the related Letter of Transmittal (which together constitute the "Offer"), copies of which were attached as Exhibits (a)(1) and (a)(2), respectively, to the Schedule 14D-1 filed with the Securities and Exchange Commission on July 15, 1994 as amended by Amendment Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11 thereto dated July 27, 1994, August 10, 1994, September 7, 1994, September 21, 1994, October 11, 1994, October 13, 1994, October 14, 1994, October 24, 1994, October 26, 1994, November 4, 1994 and November 7, 1994, respectively (collectively, the "Schedule 14D-1"). The purpose of this Amendment No. 12 is to amend and supplement Items 10 and 11 of the Schedule 14D-1 as described below.

ITEM 10. ADDITIONAL INFORMATION TO BE FURNISHED.

Reference is made to the press release issued by Parent on November 10, 1994, the form of which is filed as Exhibit (a)(39) to the Schedule 14D-1 and is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

- (a) (39) Form of press release issued by Parent on November 10, 1994.

SIGNATURE

AFTER DUE INQUIRY AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, EACH OF THE UNDERSIGNED CERTIFIES THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

Eli Lilly and Company

/s/ James M. Cornelius

By: _____
Name: James M. Cornelius
Title: Vice President, Finance
and
Chief Financial Officer

ECO Acquisition Corporation

/s/ Charles E. Schalliol

By: _____
Name: Charles E. Schalliol
Title: President

Dated: November 10, 1994

November 10, 1994
For Release Immediately
Refer to (317) 276-3655

LILLY EXTENDS MCKESSON TENDER OFFER
AND SETS PROPOSED CLOSING DATE

Eli Lilly and Company (NYSE:LLY) announced today that it is extending its offer to purchase all outstanding shares of common stock of McKesson Corporation for \$76.00 per share in cash until 5:00 p.m., New York City time, on Monday, November 21, 1994. The terms of the extended offer are identical to the terms of the original offer announced on July 11, 1994.

Lilly also noted that McKesson Corporation has announced that McKesson has set November 19, 1994 as the record date for the distribution of shares of a newly formed McKesson corporation. As previously announced, immediately prior to the consummation of Lilly's tender offer, one share of common stock of the new corporation is to be distributed for each share held in McKesson.

Lilly currently expects that its tender offer will not be extended beyond November 21, 1994, although it is possible that such an extension could occur if all of the conditions of the offer are not then met. If the offer expires on November 21, Lilly also expects that Citibank N.A., the Depositary for the offer, will begin making payment on Tuesday, November 22, 1994, for all McKesson shares that have been validly tendered and not properly withdrawn prior to the expiration of its offer.

As of the close of business on November 9, 1994, approximately 16,909,000 shares of McKesson common stock had been validly tendered and not properly withdrawn.