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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 20, 2026

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**Cencora, Inc.**

(Exact name of registrant as specified in its charter)

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Commission File Number: **1-16671**

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**23-3079390**  
(I.R.S. Employer  
Identification No.)

**1 West First Avenue**  
**Conshohocken, PA**  
(Address of principal executive offices)

**19428-1800**  
(Zip Code)

**(610) 727-7000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report.)

**Securities registered pursuant to Section 12(b) of the Act:**

| <u>Title of each class</u>   | <u>Trading Symbol(s)</u> | <u>Name of exchange on which registered</u> |
|------------------------------|--------------------------|---|
| Common Stock                 | COR                      | New York Stock Exchange (NYSE)              |
| 2.875% Senior Notes due 2028 | COR28                    | New York Stock Exchange (NYSE)              |
| 3.625% Senior Notes due 2032 | COR32                    | New York Stock Exchange (NYSE)              |

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Director Appointment***

On January 20, 2026, the Board of Directors (the “Board”) of Cencora, Inc. (the “Company”) appointed Ellen G. Cooper to serve on the Board (the “Appointment”), effective immediately. In connection with the Appointment, the Board increased from ten to eleven members in accordance with the Company’s Amended and Restated Bylaws.

Ms. Cooper will receive the same benefits and compensation as the other non-employee directors on the Board pursuant to the Company’s Compensation Policy for Non-Employee Directors, as described on pages 40 to 41 of the Definitive Proxy Statement on Schedule 14A filed by the Company with the Securities and Exchange Commission on January 23, 2025. All such compensation, including the non-employee director annual equity award, will be pro-rated for the period beginning on the effective date of the Appointment and ending on the date of the Company’s 2026 Annual Meeting of Stockholders.

There are no arrangements or understandings between Ms. Cooper and any other persons pursuant to which Ms. Cooper was appointed as a director. There are no family relationships between Ms. Cooper and any director or executive officer of the Company, and the Company has not entered into any transactions with Ms. Cooper that would require disclosure under Item 404(a) of Regulation S-K. At this time, Ms. Cooper has not been named to serve on any committees of the Board.

**Item 7.01. Regulation FD Disclosure.**

On January 22, 2026, the Company issued a news release announcing the Appointment. A copy of the news release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information provided herein shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| <a href="#">99.1</a>  | <a href="#">Press Release dated January 22, 2026.</a>       |
| 104                   | Cover Page Interactive Data File (formatted as inline XBRL) |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cencora, Inc.

January 22, 2026

By: /s/ James F. Cleary

Name: James F. Cleary

Title: Executive Vice President and Chief Financial Officer

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## Press Release

**CENCORA ELECTS ELLEN COOPER TO ITS BOARD OF DIRECTORS**

CONSHOHOCKEN, PA, January 22, 2026 — Cencora, Inc. (NYSE: COR) today announced that its Board of Directors has elected Ellen Cooper as a new independent director, effective January 20, 2026.

Ms. Cooper is the Chairman, President and Chief Executive Officer of Lincoln Financial. Prior to assuming the role of CEO in May 2022, she served as Executive Vice President, Chief Investment Officer, Head of Enterprise Risk and Annuity Solutions. Prior to joining Lincoln, Ms. Cooper was with Goldman Sachs Asset Management, where she served as Managing Director and Global Head of Insurance Strategy. Earlier in her career, she was the Chief Risk Officer for AEGON Americas and a Principal at Ernst & Young LLP.

“Ellen’s expertise in risk management and experience as a leader in a regulated and complex industry will build upon the Board’s ability to continue to support Cencora’s long-term sustainable growth. Her appointment underscores the Board’s ongoing focus on enhancing its breadth and depth to guide the company into the future,” said Mark Durcan, Chair of Cencora’s Board of Directors.

“Ms. Cooper is a recognized leader in the insurance industry with strong strategic acumen and financial experience. She brings valuable perspective as Cencora enhances our position as a leading healthcare company and delivers on our purpose of being united in our responsibility to create healthier futures,” said Robert P. Mauch, President and Chief Executive Officer of Cencora.

Ms. Cooper holds a Bachelor of Business Administration from Temple University. She is a Fellow of the Society of Actuaries and a Chartered Enterprise Risk Analyst, as well as a Chartered Financial Analyst charter holder. She currently serves on the Executive Committee of the American Council of Life Insurers and the Board of Trustees of Temple University.

**About Cencora**

Cencora is a leading global pharmaceutical solutions organization centered on improving the lives of people and animals around the world. We partner with pharmaceutical innovators across the value chain to facilitate and optimize market access to therapies. Care providers depend on us for the secure, reliable delivery of pharmaceuticals, healthcare products, and solutions. Our 51,000+ worldwide team members contribute to positive health outcomes through the power of our purpose: We are united in our responsibility to create healthier futures. Cencora is ranked #10 on the Fortune 500 and #18 on the Global Fortune 500 with more than \$300 billion in annual revenue. Learn more at [investor.cencora.com](https://investor.cencora.com)

**Contact:**

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