Mergenthaler Frank Form 4 December 21, 2018

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Mergenthaler Frank

2. Issuer Name and Ticker or Trading Symbol

Express Scripts Holding Co. [ESRX]

5. Relationship of Reporting Person(s) to

Issuer

below)

X\_ Director

(Last) (First)

3. Date of Earliest Transaction

(Check all applicable)

C/O EXPRESS SCRIPTS HOLDING COMPANY, ONE

**EXPRESS WAY** 

(Street)

(State)

(Middle)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Officer (give title

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

12/20/2018

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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ST. LOUIS, MO 63121

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired 5. Amount of 3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

10% Owner

Other (specify

or Amount (D)

Code V Price

(A)

Common 12/20/2018 Stock

38,005 D D <u>(1)</u> (1)

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Transaction(s)

(Instr. 3 and 4)

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

# Edgar Filing: Mergenthaler Frank - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 52.53	12/20/2018		D	6,870	(2)	05/30/2019	Express Scripts Holding Company Common Stock	6,87
Non-Qualified Stock Option (Right to Buy)	\$ 61.58	12/20/2018		D	5,872	<u>(2)</u>	05/09/2020	Express Scripts Holding Company Common Stock	5,87
Non-Qualified Stock Option (Right to Buy)	\$ 67.05	12/20/2018		D	6,402	(2)	05/07/2021	Express Scripts Holding Company Common Stock	6,40
Non-Qualified Stock Option (Right to Buy)	\$ 84.08	12/20/2018		D	5,604	<u>(2)</u>	05/06/2025	Express Scripts Holding Company Common Stock	5,60
Non-Qualified Stock Option (Right to Buy)	\$ 72.74	12/20/2018		D	7,032	<u>(2)</u>	05/04/2026	Express Scripts Holding Company Common Stock	7,03
Non-Qualified Stock Option (Right to Buy)	\$ 60.66	12/20/2018		D	8,006	(2)	05/11/2027	Express Scripts Holding Company Common Stock	8,00

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Mergenthaler Frank

C/O EXPRESS SCRIPTS HOLDING COMPANY
ONE EXPRESS WAY

ST. LOUIS, MO 63121

## **Signatures**

/s/ Nick H. Varsam, as Attorney-in-Fact for Frank Mergenthaler

12/21/2018

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - Pursuant to the agreement and plan of merger ("Merger Agreement") between the Issuer and Cigna Corporation, Halfmoon Parent, Inc., Halfmoon I, Inc. and Halfmoon II, Inc., upon closing of the merger of Halfmoon II, Inc. with and into the Issuer (the "Merger"), each
- (1) common share of the Issuer was converted into the right to receive 0.2434 shares of Halfmoon Parent, Inc. common stock and \$48.75 in cash. Each restricted stock unit was converted into a right to receive a cash payment in accordance with the payment ratio set forth in the Merger Agreement.
- (2) The options vest on varying dates pursuant to the terms of the plans and/or agreements under which they were granted.
- Pursuant to the Merger Agreement, upon closing of the Merger, the option was converted into an option to purchase common shares of Halfmoon Parent, Inc. in accordance with the exchange ratio set forth in the Merger Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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