

EXPRESS SCRIPTS INC  
Form 8-K  
February 22, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): February 22, 2011 (February 18, 2011)**

**EXPRESS SCRIPTS, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**DELAWARE**  
**(State or Other Jurisdiction of  
Incorporation or Organization)**

**0-20199**  
**(Commission File Number)**

**43-1420563**  
**(I.R.S. Employer  
Identification No.)**

**One Express Way, St. Louis, MO**  
**(Address of Principal Executive Offices)**

**63121**  
**(Zip Code)**

Registrant's telephone number including area code: 314-996-0900

No change since last report

(Former Name or Address, if Changed Since Last Report)

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 (*see* General Instruction A.2. below):

- 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))
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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.**

On February 18, 2011, Barrett Toan, a member of the Board of Directors of Express Scripts, Inc. (the Company), informed the Company that he intended to retire from the Board of Directors when his term expires at the Company's upcoming Annual Meeting of Stockholders in May of 2011. In addition, pursuant to the retirement age set out in the Company's Corporate Governance Guidelines, Frank Borelli will also be retiring from the Board in May. As such, neither Mr. Toan nor Mr. Borelli will be included in the slate of nominees for election to the Board at the Annual Meeting.

**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 thereunto duly authorized.

Express Scripts, Inc.

By: /s/ Martin P. Akins

Name: Martin P. Akins

Title: Vice President and Deputy General  
Counsel

Dated: February 22, 2011