Akins Martin P. Form 4 December 21, 2018

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Akins Martin P. Issuer Symbol Express Scripts Holding Co. [ESRX] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title C/O EXPRESS SCRIPTS 12/20/2018 below) HOLDING COMPANY, ONE Sr. VP & General Counsel **EXPRESS WAY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ST. LOUIS, MO 63121 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) (Instr. 8) Owned Ownership or Indirect Following (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount Price (D) Common 46,219.16 D 12/20/2018 D \$0 0 D (1) Stock

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

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SEC 1474

(9-02)

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

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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 of or 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 Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Non-Qualified Stock Option (Right to Buy)	\$ 53.05	12/20/2018		D	1,964	<u>(2)</u>	02/27/2019	Express Scripts Holding Company Common Stock	1
Non-Qualified Stock Option (Right to Buy)	\$ 53.54	12/20/2018		D	1,547	<u>(2)</u>	05/15/2019	Express Scripts Holding Company Common Stock	1
Non-Qualified Stock Option (Right to Buy)	\$ 58.17	12/20/2018		D	4,280	<u>(2)</u>	03/06/2020	Express Scripts Holding Company Common Stock	4
Non-Qualified Stock Option (Right to Buy)	\$ 77.15	12/20/2018		D	5,946	<u>(2)</u>	03/05/2021	Express Scripts Holding Company Common Stock	47
Non-Qualified Stock Option (Right to Buy)	\$ 84.83	12/20/2018		D	5,626	<u>(2)</u>	03/04/2025	Express Scripts Holding Company Common Stock	5
Non-Qualified Stock Option (Right to Buy)	\$ 86.82	12/20/2018		D	34,909	<u>(2)</u>	12/01/2025	Express Scripts Holding Company Common Stock	3.
Non-Qualified Stock Option	\$ 69.57	12/20/2018		D	48,735	(2)	03/09/2026	Express Scripts	4

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(Right to Buy)							Holding Company Common Stock	
Non-Qualified Stock Option (Right to Buy)	\$ 67.62	12/20/2018	D	47,254	<u>(2)</u>	03/08/2027	Express Scripts Holding Company Common Stock	4
Phantom Stock Units (4)	\$ 0 <u>(5)</u>	12/20/2018	D <u>(6)</u>	460.815	<u>(7)</u>	<u>(7)</u>	Express Scripts Holding Company Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Akins Martin P. C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121			Sr. VP & General Counsel			
A ! .						

Signatures

/s/ Nick H. Varsam, as Attorney-in-Fact for Martin P.
Akins
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 unit with respect to common stock of Halfmoon Parent, Inc. in accordance with the exchange 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.
- (3) 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.
- (4) Phantom Stock Unit credited under the Company's Executive Deferred Compensation Plan.
- (5) Upon distribution, each phantom stock unit would have converted into one share of the Issuer's common stock.
- Pursuant to the Merger Agreement, upon closing of the Merger, each phantom stock unit was converted into a stock unit relating to the common stock of Halfmoon Parent, Inc. in accordance with the exchange ratio set forth in the Merger Agreement.

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(7) Basic Company Credit by the Issuer to Reporting Person's Account in the Executive Deferred Compensation Plan; shares vest 3 (three) years after the plan year to which such credit relates.

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