

EXPRESS SCRIPTS INC  
Form 8-K/A  
December 16, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 8-K/A**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): December 15, 2004

**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.)

**13900 Riverport Drive, Maryland Heights, MO**  
(Address of Principal Executive Offices)

**63043**  
(Zip Code)

**Registrant's telephone number including area code: 314-770-1666**

**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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The sole purpose of this amendment is to amend Item 5.02(d) to the registrant's Current Report on Form 8-K, dated August 31, 2004, to reflect the appointment of Maura Breen to a committee of the Company's Board of Directors. The remainder of the information contained in the original Form 8-K filing is not hereby amended.

**Item 5.02(d) Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

No change since last report (Former Name or Address, if Changed Since Last Report)

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On July 28, 2004, the Company elected Maura Breen as a new member of the Board of Directors. At that time, no determination had been made as to the committee(s) of the Board on which Ms. Breen would serve. On December 15, 2004, the Board of Directors approved the appointment of Ms. Breen to serve on the Board's Audit Committee.

SIGNATURE

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.

EXPRESS SCRIPTS, INC.

Date: December 16, 2004

By:     /s/ Barrett A. Toan      
Barrett A. Toan  
Chairman and Chief Executive Officer