

CAREMARK RX INC  
Form 425  
December 18, 2006

**Table of Contents**

**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): December 18, 2006**

**EXPRESS SCRIPTS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**

(State or Other Jurisdiction of  
Incorporation)

**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:

- 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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**TABLE OF CONTENTS**

Item 8.01. Other Events

Item 9.01. Financial Statements and Exhibits

SIGNATURE

Exhibit Index

EX-99.1: PRESS RELEASE

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**Table of Contents**

**Item 8.01. Other Events.**

On December 18, 2006, Express Scripts, Inc. ( Express Scripts ), issued a press release announcing its proposal to acquire Caremark Rx, Inc. ( Caremark ). The proposal was communicated on December 18, 2006 in a letter from George Paz, Express Script s President, Chief Executive Officer and Chairman of the Board to Edwin M. Crawford, Chairman of the Board, President and Chief Executive Officer of Caremark. The press release announcing the proposal, including the full text of the proposal letter delivered to Mr. Crawford, is attached as Exhibit 99.1 to this Current Report and is incorporated herein by this reference.

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

99.1 Express Scripts, Inc. press release, dated December 18, 2006.

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**Table of Contents**

**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

By: /s/ Thomas M. Boudreau

Name: Thomas M. Boudreau

Title: Senior Vice President and  
General  
Counsel

Dated: December 18, 2006

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**Table of Contents**

**Exhibit Index**

Exhibit No.	Exhibit
99.1	Express Scripts, Inc. press release, dated December 18, 2006.