

Breen Maura C
 Form 4
 December 21, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
 Breen Maura C

(Last) (First) (Middle)

C/O EXPRESS SCRIPTS HOLDING COMPANY, ONE EXPRESS WAY

(Street)

ST. LOUIS, MO 63121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Express Scripts Holding Co. [ESRX]

3. Date of Earliest Transaction (Month/Day/Year)

12/20/2018

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) Price | | |
| Common Stock | 12/20/2018 | | D | | 27,305 (1) | D | |

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. Transaction Code (Instr. 8) | 5. Number of 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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Stock Option (Right to Buy) | \$ 52.53 | 12/20/2018 | | D | 6,870 | <u>(2)</u> | 05/30/2019 | Express Scripts Holding Company Common Stock | 6,870 |
| 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 | 5,872 |
| Non-Qualified Stock Option (Right to Buy) | \$ 67.05 | 12/20/2018 | | D | 6,402 | <u>(2)</u> | 05/07/2021 | Express Scripts Holding Company Common Stock | 6,402 |
| 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 | 5,604 |
| 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 | 7,032 |
| Non-Qualified Stock Option (Right to Buy) | \$ 60.66 | 12/20/2018 | | D | 8,006 | <u>(2)</u> | 05/11/2027 | Express Scripts Holding Company Common Stock | 8,006 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Breen Maura C C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121 | X | | | |

Signatures

| | |
|---|------------|
| /s/ Nick H. Varsam, as Attorney-in-Fact for Maura C. Breen | 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).
- (1) 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. ("Merger"), upon closing of the Merger, each common share of the Issuer was converted into 0.2434 shares of Halfmoon Parent, Inc. common stock and \$48.75 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.
 - (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.

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.