

Sample Neal J.  
Form 4  
December 21, 2018

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Sample Neal J.

2. Issuer Name and Ticker or Trading Symbol  
Express Scripts Holding Co. [ESRX]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O EXPRESS SCRIPTS  
HOLDING COMPANY, ONE  
EXPRESS WAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/20/2018

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Executive VP & COO

(Street)  
ST. LOUIS, MO 63121

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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		43,122 <u>(1)</u>	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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



## Edgar Filing: Sample Neal J. - Form 4

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.
- (6) 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.
- (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.

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.