

Paz George

Form 4

December 21, 2018

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Paz George

(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)
06/01/2017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/01/2017		M		69,847	A	<u>(1)</u>	960,401	D	
Common Stock	06/01/2017		F		31,851 <u>(2)</u>	D	\$ 60.4	928,550	D	
Common Stock	11/28/2018		G	V	100,000	D	\$ 0	828,550	D	
Common Stock	12/20/2018		D		828,550 <u>(3)</u>	D	<u>(3)</u>	0	D	
Common Stock	12/20/2018		D		132,527 (3)	D	<u>(3)</u>	0	I	By Spouse Trust

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Common Stock	12/20/2018	D	132,850 (3)	D	(3)	0	I	By Reporting Person's Trust
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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)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Phantom Stock Units	<u>(1)</u>	06/01/2017		M		69,847		06/01/2017	06/01/2017	Express Scripts Holding Company Common Stock	
Non-Qualified Stock Option (Right to Buy)	\$ 53.5	12/20/2018		D		209,358		<u>(4)</u>	02/27/2019	Express Scripts Holding Company Common Stock	2
Non-Qualified Stock Units (Right to Buy)	\$ 58.17	12/20/2018		D		210,091		<u>(4)</u>	03/06/2020	Express Scripts Holding Company Common Stock	2
Non-Qualified Stock Option (Right to Buy)	\$ 77.15	12/20/2018		D		221,506		<u>(4)</u>	03/05/2021	Express Scripts Holding Company Common Stock	2
	\$ 84.83	12/20/2018		D		189,385		<u>(4)</u>	03/04/2025		1

Non-Qualified
Stock Option
(Right to Buy)

Express
Scripts
Holding
Company
Common
Stock

Non-Qualified
Stock Option
(Right to Buy)

\$ 69.57

12/20/2018

D

249,770

(4)

03/09/2026

Express
Scripts
Holding
Company
Common
Stock

Non-Qualified
Stock Option
(Right to Buy)

\$ 60.66

12/20/2018

D

8,006

(4)

05/11/2027

Express
Scripts
Holding
Company
Common
Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Paz George
C/O EXPRESS SCRIPTS HOLDING COMPANY
ONE EXPRESS WAY
ST. LOUIS, MO 63121

X

Signatures

/s/ Nick H. Varsam, as Attorney-in-Fact for
George Paz

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) Each share of phantom stock was the economic equivalent of one share of the Issuer's common stock. The Reporting Person settled his shares of phantom stock for shares of the Issuer's common stock.

(2) Represents shares tendered to Company to cover Reporting Person's tax liability due upon conversion of phantom stock previously awarded under deferred compensation plans.

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 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 granted to the Reporting Person in his capacity as a director of the Issuer was converted into a right to receive a cash payment in accordance with the payment ratio set forth in the Merger Agreement. Each restricted stock unit granted to the Reporting Person in his capacity as an executive officer of the Issuer 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.

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- (4) The options vest on varying dates pursuant to the terms of the plans and/or agreements under which they were granted.
- (5) 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.

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