

Express Scripts Holding Co.  
Form 8-K  
June 05, 2012

**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): June 5, 2012 (May 30, 2012)**

**EXPRESS SCRIPTS HOLDING COMPANY**

**(Exact Name of Registrant as Specified in its Charter)**

**DELAWARE**  
**(State or Other Jurisdiction of**  
  
**Incorporation or Organization**

**001-35490**  
**(Commission**  
  
**File Number)**

**45-2884094**  
**(I.R.S. Employer**  
  
**Identification No.)**

Edgar Filing: Express Scripts Holding Co. - Form 8-K

**One Express Way, St. Louis, MO**  
(Address of Principal Executive Offices)

**63121**  
(Zip Code)

**Registrant's telephone number including area code: 314-996-0900**

**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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Express Scripts Holding Company (the Company) held its annual meeting of stockholders (the Annual Meeting) at the Company's principal executive offices on Wednesday, May 30, 2012. Of the 804,132,152 shares outstanding and entitled to vote, 677,673,782 shares were represented at the meeting, or an 84.27% quorum. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

**Proposal 1.** Election of Directors. All of management's nominees for director were elected to serve until the next Annual Meeting of Stockholders or until their respective successors are elected and qualified, by the votes set forth in the table below.

| NOMINEE                     | FOR         | AGAINST    | ABSTAIN   | BROKER<br>NON-VOTES |
|-----------------------------|-------------|------------|-----------|---------------------|
| Gary G. Benanav             | 589,421,631 | 5,011,097  | 1,476,638 | 81,764,416          |
| Maura C. Breen              | 592,589,066 | 1,890,528  | 1,429,772 | 81,764,416          |
| William J. DeLaney          | 593,222,147 | 1,212,370  | 1,474,849 | 81,764,416          |
| Nicholas J. LaHowchic       | 588,638,540 | 5,811,467  | 1,459,359 | 81,764,416          |
| Thomas P. Mac Mahon         | 589,484,551 | 4,971,064  | 1,453,751 | 81,764,416          |
| Frank Mergenthaler          | 593,450,051 | 981,302    | 1,478,013 | 81,764,416          |
| Woodrow A. Myers, Jr. M.D.  | 593,561,519 | 889,731    | 1,458,116 | 81,764,416          |
| John O. Parker, Jr.         | 588,595,288 | 5,847,024  | 1,467,054 | 81,764,416          |
| George Paz                  | 579,572,744 | 14,843,608 | 1,493,014 | 81,764,416          |
| Myrtle S. Potter            | 593,572,633 | 907,094    | 1,429,639 | 81,764,416          |
| William L. Roper, M.D., MPH | 593,593,861 | 864,586    | 1,450,919 | 81,764,416          |
| Samuel K. Skinner           | 557,684,000 | 36,492,444 | 1,732,922 | 81,764,416          |
| Seymour Sternberg           | 589,299,174 | 5,152,306  | 1,457,886 | 81,764,416          |

**Proposal 2.** The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for 2012 was ratified by the stockholders, by the votes set forth in the table below.

| FOR         | AGAINST   | ABSTAIN   |
|-------------|-----------|-----------|
| 669,355,027 | 6,816,787 | 1,501,968 |

**Proposal 3.** The stockholders approved, on a non-binding basis, executive compensation, by the votes set forth in the table below.

| FOR         | AGAINST   | ABSTAIN   | BROKER NON-VOTES |
|-------------|-----------|-----------|------------------|
| 584,010,975 | 9,761,101 | 2,137,290 | 81,764,416       |

**Proposal 4.** A stockholder proposal requesting a report on political contributions was rejected by the stockholders, by the votes set forth in the table below.

| FOR         | AGAINST     | ABSTAIN    | BROKER NON-VOTES |
|-------------|-------------|------------|------------------|
| 164,760,302 | 356,537,499 | 74,611,565 | 81,764,416       |

**Proposal 5.** The stockholders approved, on a non-binding basis a stockholder proposal regarding stockholder action by written consent, by the votes set forth in the table below.

| FOR         | AGAINST     | ABSTAIN   | BROKER NON-VOTES |
|-------------|-------------|-----------|------------------|
| 326,092,058 | 265,017,235 | 4,800,073 | 81,764,416       |

**Item 7.01 Regulation FD Disclosure**

On June 5, 2012, Ed Ignaczak, Executive Vice President, Sales and Marketing of Express Scripts Holding Company (the Company), adopted a prearranged trading plan under Rule 10b5-1 of the Securities and Exchange Act of 1934 for personal financial management purposes. Rule 10b5-1 plans permit insiders to sell fixed portions of their holdings over a designated period of time by establishing the prearranged written plans at a time when they are not aware of material non-public information. Such programs provide for regular selling of a predetermined, fixed number of shares in order to gradually diversify the individual's investment portfolio, minimize the market effect of share sales by spreading them out over an extended period of time and avoid concerns about initiating transactions while in possession of material non-public information.

Mr. Ignaczak's plan provides for (i) the potential exercise of previously granted stock options, and (ii) the potential sale of certain shares of the Company's common stock, including shares to be acquired upon the exercise of the stock options. Except as may be required by law, the Company does not undertake to report stock trading plans by other Company officers or directors, nor to report modifications or termination of any publicly-announced plan, including the plans described herein.

**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 thereunto duly authorized.

**EXPRESS SCRIPTS HOLDING COMPANY**

Date: June 5, 2012

By: /s/ Keith J. Ebling  
Keith J. Ebling  
Executive Vice President and General Counsel