

Bertolini Mark T
 Form 4
 December 26, 2018

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

OMB APPROVAL

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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 *
 Bertolini Mark T

2. Issuer Name and Ticker or Trading Symbol
 CVS HEALTH Corp [CVS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE CVS DRIVE
 (Street)

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

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

WOONSOCKET, RI 02895

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. Code | 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) |
|---------------------------------|--------------------------------------|--|---------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/20/2018 | | J V | D | \$ 89,726 (1) 67.2635 | 0 | I By 2017 GRAT (2) |
| Common Stock | 12/20/2018 | | J V | A | \$ 89,726 (1) 67.2635 | 232,711 | D |
| Common Stock | 12/20/2018 | | J V | D | \$ 90,127 (3) 67.2635 | 0 | I By 2017 GRAT II (4) |
| Common Stock | 12/20/2018 | | J V | A | \$ 90,127 (3) 67.2635 | 322,838 | D |
| Common Stock | 12/20/2018 | | J V | D | \$ 217,802 (5) 67.2635 | 0 | I By 2018 GRAT (6) |

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| | | | | | | | | | |
|--------------|------------|---|---|----------------|---|------------|---------|---|--------------------|
| Common Stock | 12/20/2018 | J | V | 217,802 (5) | A | \$ 67.2635 | 540,640 | D | |
| Common Stock | 12/20/2018 | J | V | 112,808 (7) | D | \$ 67.2635 | 0 | I | By 2016 Trust (8) |
| Common Stock | 12/20/2018 | J | V | 112,808 (7) | A | \$ 67.2635 | 653,448 | D | |
| Common Stock | 12/20/2018 | J | V | 12,534 (9) | D | \$ 67.2635 | 0 | I | By 2018 Trust (10) |
| Common Stock | 12/20/2018 | J | V | 12,534 (9) | A | \$ 67.2635 | 665,982 | 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.

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(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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bertolini Mark T ONE CVS DRIVE WOONSOCKET, RI 02895 | X | | | |

Signatures

/s/ Mark T.
Bertolini

12/26/2018

__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) Shares that the Reporting Person previously reported as indirectly owned through a 2017 Grantor Retained Annuity Trust ("GRAT") were transferred to the Reporting Person's personal brokerage account on December 20, 2018.
- (2) Represents shares held by a 2017 GRAT for which the reporting person is the sole trustee.
- (3) Shares that the Reporting Person previously reported as indirectly owned through a 2017 GRAT II were transferred to the Reporting Person's personal brokerage account on December 20, 2018.
- (4) Represents shares held by a 2017 GRAT II for which the reporting person is the sole trustee.
- (5) Shares that the Reporting Person previously reported as indirectly owned through a 2018 GRAT were transferred to the Reporting Person's personal brokerage account on December 20, 2018.
- (6) Represents shares held by a 2018 GRAT for which the reporting person is the sole trustee.
- (7) Shares that the Reporting Person previously reported as indirectly owned through a 2016 Trust were transferred to the Reporting Person's personal brokerage account on December 20, 2018.
- (8) Represents shares held by a 2016 Trust for which the reporting person is the investment advisor.
- (9) Shares that the Reporting Person previously reported as indirectly owned through a 2018 Trust were transferred to the Reporting Person's personal brokerage account on December 20, 2018.
- (10) Represents shares held by a 2018 Trust for which the reporting person is the investment advisor.

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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