

MAC MAHON THOMAS P  
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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MAC MAHON THOMAS P

(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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Stock                       | 12/20/2018                              |   | D                                       | (A)<br>or<br>(D)<br>Amount<br>59,628<br>(1)                                | Price<br>(1)   | 0  | 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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|---|---|---|---|--|--------------------|--|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |
| Non-Qualified<br>Stock Option<br>(Right to Buy)     | \$ 52.53  | 12/20/2018                              |   | D                                       | 6,870   | <u>(2)</u>   | 05/30/2019         | Express<br>Scripts<br>Holding<br>Company<br>Common<br>Stock      | 6,870                                  |
| Non-Qualified<br>Stock Option<br>(Right to Buy)     | \$ 61.58  | 12/20/2018                              |   | D                                       | 5,872   | <u>(2)</u>   | 05/09/2020         | Express<br>Scripts<br>Holding<br>Company<br>Common<br>Stock      | 5,872                                  |
| Non-Qualified<br>Stock Option<br>(Right to Buy)     | \$ 67.05  | 12/20/2018                              |   | D                                       | 6,402   | <u>(2)</u>   | 05/07/2021         | Express<br>Scripts<br>Holding<br>Company<br>Common<br>Stock      | 6,402                                  |
| Non-Qualified<br>Stock Option<br>(Right to Buy)     | \$ 84.08  | 12/20/2018                              |   | D                                       | 5,604   | <u>(2)</u>   | 05/06/2025         | Express<br>Scripts<br>Holding<br>Company<br>Common<br>Stock      | 5,604                                  |
| Non-Qualified<br>Stock Option<br>(Right to Buy)     | \$ 72.74  | 12/20/2018                              |   | D                                       | 7,032   | <u>(2)</u>   | 05/04/2026         | Express<br>Scripts<br>Holding<br>Company<br>Common<br>Stock      | 7,032                                  |
| Non-Qualified<br>Stock Option<br>(Right to Buy)     | \$ 60.66  | 12/20/2018                              |   | D                                       | 8,006   | <u>(2)</u>   | 05/11/2027         | Express<br>Scripts<br>Holding<br>Company<br>Common<br>Stock      | 8,006                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MAC MAHON THOMAS P<br>C/O EXPRESS SCRIPTS HOLDING COMPANY<br>ONE EXPRESS WAY<br>ST. LOUIS, MO 63121 |               |           | X       |       |

## Signatures

/s/ Nick H. Varsam, as Attorney-in-Fact for Thomas P. Mac Mahon

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).

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

- (1) 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 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.

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