

Express Scripts Holding Co.
Form 8-K
January 09, 2013

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): January 9, 2013 (January 9, 2013)

Express Scripts Holding Company

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-35490
(Commission

File Number)

45-2884094
(I.R.S. Employer

Identification No.)

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One Express Way, St. Louis, MO
(Address of principal executive offices)

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

63121
(Zip Code)

Not Applicable

Former name or former 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:

- .. 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 8.01 Other Events.

On January 9, 2013, Express Scripts Holding Company issued a press release announcing that its previously announced exchange offer for (i) \$900,000,000 of its 2.750% Senior Notes due 2014, (ii) \$1,000,000,000 of its 2.100% Senior Notes due 2015, (iii) \$1,250,000,000 of its 3.500% Senior Notes due 2016, (iv) \$1,500,000,000 of its 2.650% Senior Notes due 2017, (v) \$1,250,000,000 of its 4.750% Senior Notes due 2021, (vi) \$1,000,000,000 of its 3.900% Senior Notes due 2022, and (vii) \$700,000,000 of its 6.125% Senior Notes due 2041 has been extended to January 11, 2013 at 5:00 p.m., New York City time, unless further extended.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit No. | Description |
|-------------|--------------------------------------------------------------------------------------|
| 99.1 | Press release, dated January 9, 2013, announcing an extension of the exchange offer. |

SIGNATURES

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, hereunto duly authorized.

Express Scripts Holding Company

(Registrant)

By: /s/ Martin Akins

Name: Martin Akins

Title: Vice President and Deputy General Counsel

Dated: January 9, 2013

EXHIBIT INDEX

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