

Priority Healthcare Corp West  
Form 424B5  
June 02, 2014  
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**The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED JUNE 2, 2014**

**PRELIMINARY PROSPECTUS SUPPLEMENT**

**(To Prospectus dated June 2, 2014)**

**EXPRESS SCRIPTS HOLDING COMPANY**

\$ % Senior Notes due 20  
\$ % Senior Notes due 20  
\$ % Senior Notes due 20

We are offering \$ aggregate principal amount of % Senior Notes due 20 (the notes ), \$ aggregate principal amount of % Senior Notes due 20 (the notes ) and \$ aggregate principal amount of % Senior Notes due 20 (the notes and, together with the notes and the notes, the notes ). We will pay interest on the notes on and of each year, beginning on , 2014.

We may redeem some or all of the notes at our option at any time and from time to time at the make-whole redemption prices described in this prospectus supplement under Description of the Notes Optional Redemption. We must offer to repurchase the notes upon the occurrence of a change of control triggering event at the price described in the accompanying prospectus under Description of Debt Securities Purchase of Debt Securities Upon a Change of Control Triggering Event.

The notes will be jointly and severally and fully and unconditionally guaranteed on a senior basis by certain of our current and future 100% owned domestic subsidiaries. See Description of the Notes Guarantees. The notes and guarantees will be our and our subsidiary guarantors general unsecured obligations and will rank equally in right of payment with our and the guarantors other senior indebtedness from time to time outstanding. The notes will be effectively subordinated to our and our subsidiary guarantors secured indebtedness to the extent of the value of the

collateral securing such indebtedness. The notes will be structurally subordinated to the obligations (including trade payables) of our subsidiaries that are not guarantors. The notes will not be listed on any securities exchange.

**Investing in the notes involves risks. See Risk Factors beginning on page S-10 of this prospectus supplement to read about important factors you should consider before buying the notes.**

		Price to Public <sup>(1)</sup>	Underwriting Discounts and Commissions	Proceeds to Express Scripts Holdings Company <sup>(1)</sup>
Per	note	%	%	%
	note total	\$	\$	\$
Per	note	%	%	%
	note total	\$	\$	\$
Per	note	%	%	%
	note total	\$	\$	\$

(1) Plus accrued interest, if any, from \_\_\_\_\_, 2014 if settlement occurs after that date.

Delivery of the notes to investors in registered book-entry form only through the facilities of The Depository Trust Company ( DTC ) will be made on or about \_\_\_\_\_, 2014. Beneficial interests in the notes will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its direct and indirect participants, including Clearstream Banking, société anonyme, and Euroclear Bank S.A./N.V., as operator of the Euroclear System.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

*Joint Book-Running Managers*

**Citigroup**

**Credit Suisse**

**Deutsche Bank Securities**

**RBS**

**The date of this prospectus supplement is June \_\_\_\_\_, 2014.**

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part consists of this prospectus supplement, which describes the specific terms of this offering. The second part consists of the accompanying prospectus, which gives more general information, some of which may not be applicable to this offering.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and in any related free writing prospectus we file with the Securities and Exchange Commission (the "SEC").

We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

In this prospectus supplement, unless otherwise specified or the context requires otherwise, we use the terms "Express Scripts," "the Company," "we," "us" and "our" to refer to Express Scripts Holding Company and its subsidiaries.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Information we have included or incorporated by reference in this prospectus supplement and the accompanying prospectus contains or may contain forward-looking statements. These forward-looking statements include, among others, statements of our plans, objectives, expectations (financial or otherwise) or intentions.

Our forward-looking statements involve risks and uncertainties. Our actual results may differ significantly from those projected or suggested in any forward-looking statements. We do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Factors that might cause such a difference to occur include, but are not limited to:

our ability to remain profitable in a very competitive marketplace depends upon our continued ability to attract and retain clients while maintaining our margins, to differentiate our products and services from those of our competitors, and to develop and cross-sell new products and services to our existing clients;

our failure to anticipate and appropriately adapt to changes or trends within the rapidly changing healthcare industry;

changes in applicable laws, rules or regulations, or their interpretation or enforcement, or the enactment of new laws, rules or regulations, which apply to our business practices (past, present or future) or require us to spend significant resources in order to comply or to make significant changes to our business operations;

changes to the healthcare industry designed to manage healthcare costs or alter healthcare financing practices or changes to government policies in general;

uncertainties regarding the implementation of health reform laws;

general economic conditions;

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a failure in the security or stability of our technology infrastructure, or the infrastructure of one or more of our key vendors, or a significant failure or disruption in service within our operations or the operations of such vendors;

our failure to execute on, or other issues arising under, certain key client contracts;

significant changes within the pharmacy provider marketplace, including the loss of or adverse change in our relationship with one or more key pharmacy providers;

changes relating to our participation in Medicare Part D, the loss of Medicare Part D eligible members, or our failure to otherwise execute on our strategies related to Medicare Part D;

our failure to effectively execute on strategic transactions or successfully integrate the business operations or achieve the anticipated benefits from any acquired businesses;

a failure to adequately protect confidential health information received and used in our business operations;

uncertainty around realization of the anticipated benefits of the transaction with Medco (as defined below), including the expected amount and timing of cost savings and operating synergies or difficulty in integrating the businesses of Express Scripts, Inc. ( ESI ) and Medco Health Solutions, Inc. ( Medco ) or in retaining clients of the respective companies;

the impact of our debt service obligations on the availability of funds for other business purposes, and the terms of and our required compliance with covenants relating to our indebtedness;

the delay, reduction, suspension or cancellation of government spending or appropriations relating to our business;

the termination, loss, or an unfavorable modification, of our relationship with one or more key pharmaceutical manufacturers, or the significant reduction in payments made or discounts provided by pharmaceutical manufacturers;

changes in industry pricing benchmarks;

results in pending and future litigation or other proceedings which could subject us to significant monetary damages or penalties and/or require us to change our business practices, or the costs incurred in connection with such proceedings;

our failure to attract and retain talented employees, or to manage succession and retention for our Chief Executive Officer or other key executives; and

other risks described from time to time in our filings with the SEC.

These and other relevant factors, including those risk factors identified in our Annual Report on Form 10-K and our other filings under the Securities Exchange Act of 1934, as amended ( Exchange Act ), parts of which are incorporated by reference in this prospectus supplement, should be carefully considered when reviewing any forward-looking statement. See Where You Can Find More Information.

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**SUMMARY**

*This summary highlights selected information about us and this offering. This summary is not complete and does not contain all of the information that may be important to you. You should read carefully this entire prospectus supplement and the accompanying prospectus, including the Risk Factors section, and the other documents that we refer to and incorporate by reference herein for a more complete understanding of us and this offering. In particular, we incorporate by reference important business and financial information into this prospectus supplement and the accompanying prospectus.*

**Our Business**

We are the largest pharmacy benefit management ( PBM ) company in the United States, offering a full range of services to our clients, which include managed care organizations, health insurers, third-party administrators, employers, union-sponsored benefit plans, workers' compensation plans and government health programs. We help health benefit providers address access and affordability concerns resulting from rising drug costs while helping to improve healthcare outcomes. We manage the cost of the drug benefit by performing the following functions:

evaluating drugs for price, value and efficacy in order to assist clients in selecting a cost-effective formulary;

leveraging purchasing volume to deliver discounts to health benefit providers;

promoting the use of generics and low-cost brands; and

offering cost-effective home delivery pharmacy and specialty services that result in drug cost savings for plan sponsors and co-payment savings for members.

We work with clients, manufacturers, pharmacists and physicians to increase efficiency in the drug distribution chain, to manage costs in the pharmacy benefit chain and to improve members' health outcomes and satisfaction.

Plan sponsors who are more aggressive in taking advantage of our effective tools and comprehensive array of solutions to manage drug spend have seen reductions in their prescription drug trend while preserving healthcare outcomes. Greater use of generic drugs and lower-cost brand drugs has resulted in significant reductions in spending for commercially insured consumers and their employers.

We have organized our operations into two business segments based on products and services offered: PBM and Other Business Operations.

Our PBM segment primarily consists of the following products and services:

retail network pharmacy administration;



home delivery pharmacy services;

benefit design consultation;

drug utilization review;

drug formulary management;

clinical solutions to improve health outcomes, such as adherence, case coordination and personalized medicine;

a flexible array of Medicare Part D, Medicaid and Health Insurance Marketplace offerings to support clients benefits;

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specialty pharmacy, including the distribution of fertility pharmaceuticals requiring special handling or packaging;

administration of a group purchasing organization; and

consumer health and drug information.

The Other Business Operations segment primarily consists of the following products and services:

distribution of pharmaceuticals and medical supplies to providers and clinics; and

scientific evidence to guide the safe, effective and affordable use of medicines.

Our revenues are generated primarily from the delivery of prescription drugs through our contracted network of retail pharmacies, home delivery of prescription drugs and specialty pharmacy services and Other Business Operations services. Revenues from the delivery of prescription drugs to our members represented 98.8% of revenues in 2013, 99.0% in 2012 and 99.4% in 2011. Revenues from services, such as the fees associated with the administration of retail pharmacy networks contracted by certain clients, medication counseling services and certain specialty distribution services, comprised the remainder of our revenues.

Prescription drugs are dispensed to members of the health plans we serve primarily through networks of retail pharmacies that are under non-exclusive contracts with us and through home delivery fulfillment pharmacies, specialty drug pharmacies and fertility pharmacies that we operate. More than 68,000 retail pharmacies, which represent over 95% of all U.S. retail pharmacies, participated in one or more of our networks at December 31, 2013. The top ten retail pharmacy chains represent approximately 60% of the total number of stores in our largest network.

**Corporate Information**

Express Scripts, Inc. was incorporated in Missouri in September 1986, and was reincorporated in Delaware in March 1992. Express Scripts Holding Company was incorporated in Delaware on July 15, 2011.

Our principal executive offices are located at One Express Way, Saint Louis, Missouri, 63121. Our telephone number is (314) 996-0900 and our website is [www.express-scripts.com](http://www.express-scripts.com). The information on, or accessible through, our website is not part of this prospectus supplement and should not be relied upon in connection with making any investment decision with respect to the securities offered by this prospectus supplement.

**Table of Contents****The Offering**

*The following is a brief summary of some of the terms of this offering. For a more complete description of the terms of the notes, please refer to "Description of the Notes" in this prospectus supplement and "Description of Debt Securities" in the accompanying prospectus. You should read carefully this entire prospectus supplement and the accompanying prospectus for a more complete understanding of us and this offering.*

Issuer	Express Scripts Holding Company
Notes offered	<p>\$      aggregate principal amount of      notes.</p> <p>\$      aggregate principal amount of      notes.</p> <p>\$      aggregate principal amount of      notes.</p>
Maturity	The      notes will mature on      , the      notes will mature on      and the      notes will mature on      .
Interest payment dates	and      of each year, beginning on      , 2014.
Interest rates	<p>The      notes will bear interest at      % per year.</p> <p>The      notes will bear interest at      % per year.</p> <p>The      notes will bear interest at      % per year.</p>
Guarantees	All payments with respect to the notes, including principal and interest, will be jointly and severally and fully and unconditionally guaranteed on a senior unsecured basis by certain of our 100% owned domestic subsidiaries, each of which is a guarantor of our obligations under our existing revolving credit facility, our existing term facility and our existing senior notes. We expect the notes will also be guaranteed in the future by certain subsidiaries under the circumstances described in the accompanying prospectus under "Description of Debt Securities" Covenants Additional Guarantors.

Ranking

The notes and the note guarantees:

will be our and our subsidiary guarantors' general unsecured obligations;

will rank equally in right of payment with our and our subsidiary guarantors' other senior indebtedness from time to time outstanding;

will be effectively subordinated to our and our subsidiary guarantors' secured indebtedness to the extent of the value of the collateral securing such indebtedness; and

will be structurally subordinated in right of payment to all indebtedness and other liabilities of our non-guarantor subsidiaries.

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Other than capital leases, we and our subsidiary guarantors do not currently have any secured indebtedness.

Optional redemption

The notes will be redeemable, at our option, in whole or in part at any time and from time to time, at the make-whole redemption prices described in Description of the Debt Securities Optional Redemption. At any time on or after (90 days prior to the maturity date of the notes), the notes will be redeemable, in whole or in part, at our option at any time and from time to time at a redemption price equal to 100% of the principal amount of such notes to be redeemed plus accrued and unpaid interest on the principal amount being redeemed to the date of redemption.

Offer to repurchase upon change of control triggering event

Upon the occurrence of a change of control triggering event (which include certain ratings downgrades) in respect of a series of notes as provided in the indenture, we will be required to offer to repurchase the notes of such series for cash at a price of 101% of the aggregate principal amount of the notes repurchased, plus accrued and unpaid interest.

Covenants

The indenture governing the notes will contain covenants that, among other matters, limit:

our ability to consolidate with or merge with or into, or convey, transfer or lease all or substantially all of our properties and assets to, another person;

our and certain of our subsidiaries ability to create or assume liens; and

our and certain of our subsidiaries ability to engage in sale and leaseback transactions.

These covenants are subject to important exceptions and qualifications, which are described under the heading Description of the Notes Covenants in this prospectus supplement and Description of Debt Securities Covenants in the accompanying prospectus.

Use of proceeds

We estimate the net proceeds from this offering will be approximately \$ million after deducting underwriting discounts and commissions and before deducting other estimated offering expenses payable by us. We intend to use the net proceeds from this offering (i) to pay in full our

outstanding 2.750% Senior Notes due 2014 at their maturity on November 15, 2014, (ii) to redeem all of our outstanding 3.500% Senior Notes due 2016 and (iii) for general corporate purposes, which may include repurchases of our common stock under our share repurchase program pursuant to open market transactions, block trades, privately negotiated transactions or other means or a combination of the aforementioned. Pending such uses, the proceeds of this offering will be held in the form of U.S. Treasury securities and other highly liquid instruments.

Absence of markets for the notes

The notes of each series are new issues of securities with no established trading markets. We currently do not intend to apply to

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list any series of notes on any securities exchange or to seek their admission to trading on any automated quotation system. Accordingly, we cannot provide any assurance as to the development or liquidity of any markets for the notes. See Underwriting.

Risk factors

You should carefully consider the information set forth in the Risk Factors section of this prospectus supplement as well as all other information included or incorporated by reference in this prospectus supplement before deciding whether to invest in the notes.

Governing law

The notes and the indenture will be governed by, and construed in accordance with, the laws of the State of New York.

**Table of Contents****Summary Historical Consolidated Financial Data**

We derived the summary historical consolidated statement of operations data, the statement of cash flows data and the other data for the years ended December 31, 2013, 2012 and 2011, and the summary historical consolidated balance sheet data as of December 31, 2013 and 2012, presented below from our audited consolidated financial statements incorporated by reference into this prospectus supplement. The summary historical consolidated statement of operations data, statement of cash flows data and the other data for the three months ended March 31, 2014 and 2013, and the summary historical consolidated balance sheet data as of March 31, 2014, have been derived from our unaudited condensed consolidated financial statements incorporated by reference into this prospectus supplement. In the opinion of management, the interim financial information provided herein reflects all adjustments (consisting of normal and recurring adjustments) necessary for a fair statement of the data for the periods presented. Interim results are not necessarily indicative of the results to be expected for the entire fiscal year.

You should read the summary historical consolidated financial data in conjunction with the information in our annual and quarterly management's discussion and analysis of financial condition and results of operations incorporated by reference into this prospectus supplement, as well as our consolidated financial statements and the related notes thereto incorporated by reference into this prospectus supplement. See [Where You Can Find More Information](#).

	Three Months Ended		Year Ended December 31,		
	March 31, 2014	2013	2013	2012 <sup>(1)</sup>	2011
	(in millions, except per claim data and ratios)				
<b>Statement of operations data:</b>					
Revenues <sup>(2)</sup>	\$ 23,685.0	\$ 26,019.9	\$ 104,098.8	\$ 93,714.3	\$ 46,128.3
Cost of revenues <sup>(2)</sup>	21,934.6	24,057.8	95,966.4	86,402.4	42,918.4
Gross profit	1,750.4	1,962.1	8,132.4	7,311.9	3,209.9
Selling, general and administrative	1,041.2	1,119.0	4,580.7	4,518.0	895.5
Operating income	709.2	843.1	3,551.7	2,793.9	2,314.4
<b>Other (expense) income:</b>					
Equity income from joint venture	1.7	9.8	32.8	14.9	
Interest income	9.4	1.6	41.9	10.6	12.4
Interest expense and other	(124.5)	(215.4)	(596.1)	(619.0)	(299.7)
	(113.4)	(204.0)	(521.4)	(593.5)	(287.3)
Income before income taxes	595.8	639.1	3,030.3	2,200.4	2,027.1
Provision for income taxes	261.3	259.1	1,104.0	838.0	748.6
Net income from continuing operations	334.5	380.0	1,926.3	1,362.4	1,278.5
Net loss from discontinued operations, net of tax		(1.9)	(53.6)	(32.3)	
Net income	334.5	378.1	1,872.7	1,330.1	1,278.5



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Less: Net income attributable to non-controlling interest	6.2	5.1	28.1	17.2	2.7
Net income attributable to Express Scripts	\$ 328.3	\$ 373.0	\$ 1,844.6	\$ 1,312.9	\$ 1,275.8

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	Three Months Ended		Year Ended December 31,		
	March 31, 2014	2013	2013	2012 <sup>(1)</sup>	2011
<b>(in millions, except per claim data and ratios)</b>					
<b>Cash flow data:</b>					
Net cash flows provided by operating activities continuing operations	\$ 454.0	\$ 964.0	\$ 4,768.9	\$ 4,751.1	\$ 2,193.1
Net cash used in investing activities continuing operations	(115.1)	(113.2)	(70.0)	(10,428.7)	(123.9)
Net cash (used in) provided by financing activities continuing operations	(477.4)	(1,652.1)	(5,494.8)	2,850.4	3,029.4
<b>Other data:</b>					
Total claims from continuing operations <sup>(3)</sup>	261.2	319.5	1,206.5	1,149.4	653.8
Total adjusted claims from continuing operations <sup>(3)(4)</sup>	320.0	389.9	1,478.0	1,395.3	751.5
EBITDA from continuing operations attributable to Express Scripts <sup>(5)</sup>	\$ 1,256.1	\$ 1,438.3	\$ 5,970.6	\$ 4,648.1	\$ 2,565.1
Adjusted EBITDA from continuing operations attributable to Express Scripts <sup>(5)</sup>	\$ 1,471.0	\$ 1,592.9	\$ 6,664.2	\$ 5,403.2	\$ 2,657.6
Adjusted EBITDA from continuing operations attributable to Express Scripts per adjusted claim <sup>(3)(4)(5)</sup>	4.60	4.09	4.51	3.87	3.54
Ratio of earnings to fixed charges <sup>(6)</sup>	5.5	5.0	6.4	4.3	7.5

	<b>As of</b>
<b>As of March 31,</b>	<b>December 31,</b>
<b>2014</b>	<b>2013</b>