

Express Scripts Holding Co.  
Form 8-K  
July 29, 2016

**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): July 28, 2016**

**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.)**

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**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 8.01. Other Events**

On July 28, 2016, Express Scripts Holding Company (the Company ) announced the final tender results for its tender offers (collectively, the Tender Offers ) to purchase for cash up to an aggregate principal amount of the 7.125% senior notes due 2018 (the 2018 Notes ) issued by Medco Health Solutions, Inc., the 7.250% senior notes due 2019 (the 2019 Notes ) issued by Express Scripts, Inc. and the 6.125% senior notes due 2041 (together with the 2018 Notes and the 2019 Notes, the Notes ) issued by the Company that will not result in an aggregate amount that all holders of any such series of Notes are entitled to receive, excluding accrued and unpaid interest, for their Notes of such series that are validly tendered and accepted for purchase in the applicable tender offer exceeding the applicable aggregate maximum tender amount. The Tender Offers expired at 11:59 p.m., New York City time, on July 27, 2016.

Furnished as Exhibit 99.1 and incorporated herein by reference is a copy of the press release announcing the final tender results of the Tender Offers.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release, dated July 28, 2016

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EXPRESS SCRIPTS HOLDING COMPANY**

Date: July 28, 2016

By: /s/ Martin P. Akins

Name: Martin P. Akins

Title: Senior Vice President, General Counsel

and Secretary

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release, dated July 28, 2016