

Express Scripts Holding Co.  
Form 8-K  
May 20, 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): May 20, 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.)**

**One Express Way, St. Louis, MO**

**63121**

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(Address of Principal Executive Offices)

(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))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 20, 2016, Express Scripts Holding Company (the Company ) entered into new Executive Employment Agreements with its executive officers, other than Timothy C. Wentworth who entered into an executive employment agreement with the Company on May 4, 2016, as previously disclosed in the Company's Current Report on Form 8-K filed May 4, 2016 (the Prior Form 8-K ). Each of these new agreements is effective as of May 20, 2016 and supersedes any of the executives' previously existing employment agreements.

All of the agreements are substantially identical to the form approved by the Board of Directors of the Company on May 4, 2016 for executives other than Mr. Wentworth, as described in the Prior Form 8-K under the heading "Executive Employment Agreements" under Item 5.02, which description is incorporated by reference herein.

The base salaries and bonus targets of the Company's named executive officers under the Company's 2016 proxy statement (Eric Slusser, Executive Vice President and Chief Financial Officer; Sara Wade, Senior Vice President and Chief Human Resources Officer; and Christine Houston, Senior Vice President, Operations) who entered into the new agreements are as follows:

|                   | <b>Minimum</b>            |                                |
|-------------------|---------------------------|--------------------------------|
| <b>Executive</b>  | <b>Annual Base Salary</b> | <b>Annual Bonus Target (1)</b> |
| Eric Slusser      | \$ 725,000                | 100%                           |
| Christine Houston | \$ 600,000                | 80%                            |
| Sara Wade         | \$ 583,000                | 80%                            |

(1) Expressed as a percentage of the executive's annual base salary.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the form of executive employment agreement, which is listed as Exhibit 10.1 hereto and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

| Exhibit      |  |
|--------------|--|
| No.          | Description  |
| Exhibit 10.1 | Form of Executive Employment Agreement, incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed May 4, 2016. |

**SIGNATURE**

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 thereunto duly authorized.

**EXPRESS SCRIPTS HOLDING COMPANY**

Date: May 20, 2016

By: /s/ Martin P. Akins  
Martin P. Akins  
Senior Vice President, General Counsel and  
Corporate Secretary

**EXHIBIT INDEX**

Exhibit

| No.          | Description  |
|--------------|--|
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