

STERNBERG SEYMOUR  
Form 4  
December 21, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STERNBERG SEYMOUR

2. Issuer Name and Ticker or Trading Symbol  
Express Scripts Holding Co. [ESRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/20/2018

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

C/O EXPRESS SCRIPTS  
HOLDING COMPANY, ONE  
EXPRESS WAY

(Street)

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

ST. LOUIS, MO 63121

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount or Price			
Common Stock	03/12/2018		G	V	453	D \$ 0 24,160	D	
Common Stock	03/12/2018		G	V	453	A \$ 0 453	I	By Trust
Common Stock	11/30/2018		G	V	9,893	D \$ 0 14,267	D	
Common Stock	12/12/2018		G	V	9,892	D \$ 0 4,375	D	
Common Stock	12/20/2018		D		4,375 (1)	D 0	D	

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Common Stock	12/20/2018	D	2,758 <u>(1)</u>	D	<u>(1)</u>	0	I	By Spouse
Common Stock	12/20/2018	D	453 <u>(1)</u>	D	<u>(1)</u>	0	I	By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (Right to Buy)	\$ 61.58	12/20/2018		D	5,872	<u>(2)</u> 05/09/2020	Express Scripts Holding Company Common Stock	5,872
Non-Qualified Stock Option (Right to Buy)	\$ 67.05	12/20/2018		D	6,402	<u>(2)</u> 05/07/2021	Express Scripts Holding Company Common Stock	6,402
Non-Qualified Stock Option (Right to Buy)	\$ 84.08	12/20/2018		D	5,604	<u>(2)</u> 05/06/2025	Express Scripts Holding Company Common Stock	5,604
Non-Qualified Stock Option (Right to Buy)	\$ 72.74	12/20/2018		D	7,032	<u>(2)</u> 05/04/2026	Express Scripts Holding Company	7,032

Non-Qualified Stock Option (Right to Buy)	\$ 60.66	12/20/2018		D	8,006	(2)	05/11/2027	Common Stock	Express Scripts Holding Company	8,000 Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERNBERG SEYMOUR C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121	X			

## Signatures

/s/ Nick H. Varsam, as Attorney-in-Fact for Seymour Sternberg

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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