

Express Scripts Holding Co.  
Form 8-K/A  
April 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): April 13, 2012 (April 2, 2012)**

**Express Scripts Holding Company**

**(Exact name of registrant as specified in its charter)**

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(State or other jurisdiction

(Commission

(I.R.S. Employer

of incorporation)

File Number)

Identification No.)

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

**63121**  
(Zip Code)

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

**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))

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**Explanatory Note**

On April 2, 2012, Express Scripts Holding Company (the Company) filed a Current Report on Form 8-K (the Initial Filing) with the Securities and Exchange Commission to report the consummation of the transactions contemplated by the Agreement and Plan of Merger dated as of July 20, 2011, as amended on November 7, 2011 (the Merger Agreement), by and among the Company, Express Scripts, Inc. (Express Scripts), Medco Health Solutions, Inc. (Medco), Aristotle Merger Sub, Inc. and Plato Merger Sub, Inc., pursuant to which each of Express Scripts and Medco became wholly owned subsidiaries of the Company. Medco is an acquiree for purposes of the transactions contemplated by the Merger Agreement.

This Current Report on Form 8-K/A amends and supplements Item 9.01 of the Initial Filing to present certain financial statements of Medco and to present certain unaudited pro forma condensed combined financial statements of the Company in connection with the acquisition of Medco.

**Item 9.01 Financial Statements and Exhibits.**

**(a) Financial Statements of Business Acquired.**

The audited consolidated balance sheets of Medco as of December 31, 2011 and December 25, 2010 and the related audited consolidated statements of income, stockholders' equity and cash flows for each of the years ended December 31, 2011, December 25, 2010 and December 26, 2009, together with the notes thereto and the auditors' report thereon, are filed as Exhibit 99.2 hereto and are incorporated herein by reference.

**(b) Pro Forma Financial Information.**

The unaudited pro forma condensed combined financial statements of the Company as of and for the year ended December 31, 2011 are filed as Exhibit 99.3 hereto and are incorporated herein by reference.

**(d) Exhibits**

Exhibit Number	Description of Exhibit
23.1	Consent of PricewaterhouseCoopers LLP
99.2	Audited consolidated balance sheets of Medco Health Solutions, Inc. as of December 31, 2011 and December 25, 2010 and the related audited consolidated statements of income, stockholders' equity and cash flows for each of the years ended December 31, 2011, December 25, 2010 and December 26, 2009, together with the notes thereto and the auditors' report thereon (1)
99.3	Unaudited pro forma condensed combined financial statements of the Company as of and for the year ended December 31, 2011

(1) Incorporated by reference to the Annual Report on Form 10-K of Medco, filed with the Commission on February 21, 2012.

**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/ Keith J. Ebling

Name: Keith J. Ebling

Title: Executive Vice President and General Counsel

Dated: April 13, 2012

**EXHIBIT INDEX**

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