Express Scripts Holding Co.
Form 424B5
November 20, 2017
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-221565

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 NOVEMBER 20, 2017

PRELIMINARY PROSPECTUS SUPPLEMENT

(TO PROSPECTUS DATED NOVEMBER 14, 2017)

EXPRESS SCRIPTS HOLDING COMPANY

$ % Senior Notes due 20

$ Floating Rate Senior Notes due 20

$ % Senior Notes due 20

We are offering $ aggregate principal amount of our % Senior Notes due 20 (the 20 fixed rate notes), $ aggregate principal amount of our Floating Rate Senior Notes due 20 (the 20 floating rate notes) and $ aggregate principal amount of our % Senior Notes due 20 (the 20 fixed rate notes and, together with the 20 fixed rate notes, the fixed rate notes and the fixed rate notes together with the 20 floating rate notes, collectively, the notes). We will pay interest on the fixed rate notes on and of each year, beginning on , 2018. We will pay interest on the 20 floating rate notes on , , and of each year, beginning on , 2018. The 20 floating rate notes will bear interest at a floating rate equal to three-month LIBOR plus %. See Description of the Notes Principal, Maturity and Interest Floating Rate Notes.

We may redeem some or all of the fixed rate notes at our option at any time and from time to time at the applicable redemption prices described in this prospectus supplement under Description of the Notes Optional Redemption Fixed Rate Notes. We may redeem some or all of the 20 floating rate notes at our option on , 2018 or at any time thereafter at a redemption price equal to 100% of the principal amount of the 20 floating rate notes to be redeemed plus accrued and unpaid interest on the principal amount being redeemed to the date of redemption. See Description of the Notes Optional Redemption Floating Rate Notes. 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 unsecured basis by Express Scripts, Inc. and Medco Health Solutions, Inc. 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 our subsidiary 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 in right of payment 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-11 of this prospectus supplement to read about important factors you should consider before buying the notes.

Neither the Securities and Exchange Commission (the SEC) 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.

	Price to Public(1)	**Underwriting Discounts and Commissions**	**Proceeds to Express Scripts Holding Company(1)**
Per 20 fixed rate note	%	%	%
20 fixed rate notes total	$	$	$
Per 20 floating rate note	%	%	%
20 floating rate notes total	$	$	$
Per 20 fixed rate note	%	%	%
20 fixed rate notes total	$	$	$
Total	$	$	$

(1) Plus accrued interest, if any, from and including , 2017 if settlement occurs after that date to the date of delivery. 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 , 2017. 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.

Joint Book-Running Managers

BofA Merrill Lynch	**Citigroup**	**Mizuho Securities**

The date of this prospectus supplement is , 2017.

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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 the offering. The second part consists of the accompanying prospectus, which gives more general information, some of which may not be applicable to the 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 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 herein and therein 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 on a consolidated basis.

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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 materially 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. Any number of factors could cause our actual results to differ materially from those contemplated by any forward-looking statements, including, but not limited to, the risks associated with the following:

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

- a failure in the security or stability of our technology infrastructure, or the infrastructure of one or more of our key 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 to the healthcare industry designed to manage healthcare costs or alter healthcare financing practices or changes to government policies in general;

- a significant failure or disruption in service within our operations or the operations of our vendors;

changes relating to Medicare Part D, our failure to comply with Centers for Medicare & Medicaid Services (CMS) regulatory requirements, our failure to comply with CMS contractual requirements applicable to us as a Medicare Part D prescription drug plan sponsor 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;

the termination, loss or 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;

results in pending and future litigation, including derivative and other class action claims related to our dispute with Anthem, Inc., investigations 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;

changes in drug pricing or industry pricing benchmarks;

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

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

general economic conditions; 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, our Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 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 and Incorporation of Certain Information by Reference. We note these factors for investors as permitted under the Private Securities Litigation Reform Act of 1995. Investors should understand it is impossible to predict or identify all such factors or risks. As such, you should not consider either the foregoing list, or the risks identified in our SEC filings, to be a complete discussion of all potential risks or uncertainties.

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SUMMARY

This summary highlights selected information about us and the 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 and therein for a more complete understanding of us and the offering. In particular, we incorporate by reference important business and financial information into this prospectus supplement and the accompanying prospectus.

Our Business

As the largest stand-alone pharmacy benefit management (PBM) company in the United States, we provide 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, government health programs, providers, clinics, hospitals and others. We report segments on the basis of products and services offered and have determined we have two reportable segments: PBM and Other Business Operations. Our integrated PBM services include clinical solutions, Express Scripts SafeGuardRx, specialized pharmacy care, home delivery pharmacy services, specialty pharmacy services, retail network pharmacy administration, benefit design consultation, drug utilization review, drug formulary management, Medicare, Medicaid and Public Exchange Offerings, administration of a group purchasing organization and consumer health and drug information.

Through our Other Business Operations segment, we provide distribution services of specialty pharmaceuticals and medical supplies to providers, clients and hospitals and provide consulting services for pharmaceutical and biotechnology manufacturers to collect scientific evidence to guide the safe, effective and affordable use of medicines.

Revenues generated by our segments can be classified as either tangible product revenues or service revenues. We earn tangible product revenues from the sale of prescription drugs by retail pharmacies in our retail pharmacy networks and from dispensing prescription drugs from our home delivery and specialty pharmacies. Service revenues include administrative fees associated with the administration of retail pharmacy networks contracted by certain clients, informed decision counseling services and certain specialty pharmacy services. Tangible product revenues generated by our PBM and Other Business Operations segments represented 98.3% of revenues for both the nine months ended September 30, 2017 and 2016.

Recent Developments

Proposed Acquisition of eviCore

On October 9, 2017, the Company, Oz Parent, Inc., a wholly owned subsidiary of the Company, and certain of their subsidiaries (the Merger Subs) entered into a Transaction Agreement and Plan of Merger (the Merger Agreement) with CareCore National Group, LLC (CareCore) and certain of its affiliates controlling the business known as eviCore healthcare. Pursuant to the Merger Agreement, upon the terms and subject to the conditions thereof, the Merger Subs will merge with and into CareCore and certain of its affiliates such that eviCore healthcare will be owned, directly or indirectly, by the Company. The transaction is subject to customary regulatory approvals and closing conditions and is expected to close in the fourth quarter of 2017.

Financing Transactions

On October 26, 2017, the Company entered into an Amendment and Restatement Agreement with Express Scripts, Inc. (ESI), Medco Health Solutions, Inc. (Medco), the lenders party thereto, Citibank, N.A., as administrative agent, and Credit Suisse AG, Cayman Islands Branch, as administrative agent under the Company s existing credit agreement, which amended and restated the Company s existing credit agreement (as amended and restated, the Credit Agreement). The Credit Agreement provides for a five-year revolving loan facility (the Revolving Facility) in an aggregate principal amount of $3.5 billion and continues an existing five-year term loan (the Term Loan) in an outstanding aggregate principal amount of $2.625 billion.

In connection with entering into the Credit Agreement, on October 26, 2017, the Company sent a notice to the respective trustees under the indentures governing the Company s outstanding senior notes (including outstanding senior notes issued by ESI and Medco) that, pursuant to the terms of the indentures and effective as of October 26, 2017, simultaneously with the closing of the Credit Agreement, each of the guarantors under such indentures, other than the Company, ESI and Medco, as applicable, was automatically released from all of its respective obligations under such indentures and its respective guarantees of the outstanding senior notes of the Company, ESI and Medco issued thereunder.

On October 27, 2017, the Company established a commercial paper program (the Commercial Paper Program) pursuant to which the Company may issue short-term, unsecured commercial paper notes (the CP Notes). Amounts available under the Commercial Paper Program may be borrowed, repaid and re-borrowed from time to time, with the aggregate face or principal amount of the CP Notes outstanding under the Commercial Paper Program at any time not to exceed $3.5 billion. The CP Notes may have maturities of up to 397 days from the date of issue. The CP Notes are unconditionally guaranteed by ESI and Medco. The net proceeds of the issuances of the CP Notes are expected to be used for general corporate purposes. The Company plans to use the Revolving Facility as a liquidity backstop for its borrowings under the Commercial Paper Program.

Corporate Information

ESI was incorporated in Missouri in September 1986, and was reincorporated in Delaware in March 1992. Aristotle Holding, Inc. was incorporated in Delaware on July 15, 2011. On April 2, 2012, ESI consummated a merger with Medco and both ESI and Medco became wholly-owned subsidiaries of Aristotle Holding, Inc. Aristotle Holding, Inc. was renamed Express Scripts Holding Company concurrently with the consummation of the merger.

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. Information included 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.

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THE OFFERING

The following is a brief summary of some of the terms of the 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 the offering.

Issuer	Express Scripts Holding Company
Notes Offered	$ aggregate principal amount of 20 fixed rate notes.
	$ aggregate principal amount of 20 floating rate notes.
	$ aggregate principal amount of 20 fixed rate notes.
Maturity Dates	The 20 fixed rate notes will mature on , 20 , the 20 floating rate notes will mature on , 20 and the 20 fixed rate notes will mature on , 20 .
Interest Payment Dates	We will pay interest on the fixed rate notes on and of each year, beginning on , 2018.
	We will pay interest on the 20 floating rate notes on , , and of each year, beginning on , 2018.
Interest Rates	The 20 fixed rate notes will bear interest at % per year.
	The 20 fixed rate notes will bear interest at % per year.
	The 20 floating rate notes will bear interest at a floating rate equal to three-month LIBOR plus %. See Description of the Notes Principal, Maturity and Interest Floating Rate Notes.
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 loan facility and our existing senior notes. On the issue date, the initial guarantors of the notes will be ESI and Medco. 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;

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	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.
	Other than capital leases, we and our subsidiary guarantors do not currently have any secured indebtedness.
Optional Redemption	At any time prior to the maturity date of the 20 fixed rate notes and at any time prior to , (days prior to the maturity date of the 20 fixed rate notes), the 20 fixed rate notes and the 20 fixed rate notes, respectively, 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 Notes Optional Redemption. At any time on or after , (days prior to the maturity date of the 20 fixed rate notes), the 20 fixed rate 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 20 fixed rate notes to be redeemed plus accrued and unpaid interest on the principal amount being redeemed to the date of redemption.
	We may redeem some or all of the 20 floating rate notes at our option on , 20 (the date that is the first business day after the date that is one year following the issue date) or at any time and from time to time thereafter at a redemption price equal to 100% of the principal amount of the 20 floating rate 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 includes certain ratings downgrades) in respect of a series of notes as provided in the applicable 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 indentures 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;

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	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 the 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 the offering (i) to repay approximately $500 million in outstanding principal amount of the Term Loan, (ii) to fund a portion of the purchase price of the eviCore acquisition 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, accelerated share repurchase programs or other means or a combination of the aforementioned. See Summary Recent Developments Proposed Acquisition of eviCore; Financing Transactions.
Conflicts of Interest	Certain of the underwriters or their affiliates are lenders with respect to the Term Loan, a portion of the outstanding principal amount of which will be repaid with the net proceeds of the offering. See Use of Proceeds. Because a portion of the net proceeds of this offering, not including underwriting discounts and commissions, may be received by certain underwriters or their affiliates, to the extent any one underwriter, together with its affiliates, receives more than 5% of the net proceeds of this offering, such underwriter would be deemed to have a conflict of interest with us in regards to this offering under Financial Industry Regulatory (FINRA) Rule 5121. Pursuant to FINRA Rule 5121, the appointment of a qualified independent underwriter is not necessary in connection with this offering because the securities offered are investment grade rated. See Underwriting (Conflicts of Interest) Conflicts of Interest.
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 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 (Conflicts of Interest).

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Governing Law	The notes and the indentures will be governed by, and construed in accordance with, the laws of the State of New York.
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 and in the accompanying prospectus before deciding whether to invest in the notes.

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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, 2016, 2015 and 2014, and the summary historical consolidated balance sheet data as of December 31, 2016 and 2015, presented below from our audited consolidated financial statements incorporated by reference into this prospectus supplement. We derived the summary historical consolidated statement of operations data, statement of cash flows data and the other data for the nine months ended September 30, 2017 and 2016, respectively, and the summary historical consolidated balance sheet data as of September 30, 2017, presented below from our unaudited consolidated financial statements incorporated by reference into this prospectus supplement. In the opinion of our 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 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 and Incorporation of Certain Information by Reference.

	Nine Months Ended September 30,		Year Ended December 31,		
	2017	2016	2016	2015	2014
	(in millions, except per claim data and ratios)				
Statement of operations data:					
Revenues(1)	$ 74,685.8	$ 75,424.2	$ 100,287.5	$ 101,751.8	$ 100,887.1
Cost of revenues(1)	68,414.2	69,141.9	91,667.0	93,349.9	92,962.0
Gross profit	6,271.6	6,282.3	8,620.5	8,401.9	7,925.1
Selling, general and administrative	2,360.0	2,699.2	3,532.7	4,062.6	4,322.7
Operating income	3,911.6	3,613.1	5,087.8	4,339.3	3,602.4
Other (expense) income, net	(411.2)	(521.4)	(660.7)	(475.5)	(536.2)
Income before income taxes	3,500.4	3,091.7	4,427.1	3,863.8	3,066.2
Provision for income taxes	1,299.6	1,103.9	999.5	1,364.3	1,031.2
Net income	2,200.8	1,987.8	3,427.6	2,499.5	2,035.0
Less: Net income attributable to non-controlling interest	11.0	18.1	23.2	23.1	27.4
Net income attributable to Express Scripts	$ 2,189.8	$ 1,969.7	$ 3,404.4	$ 2,476.4	$ 2,007.6
Cash flow data:					
Cash flows provided by operating activities	$ 3,981.5	$ 2,670.5	$ 4,914.4	$ 4,848.3	$ 4,549.0

Cash flows used in investing activities	(311.3)	(245.2)	(351.9)	(268.5)	(411.9)
Cash flows used in financing activities	(3,356.9)	(3,309.5)	(4,677.8)	(3,217.0)	(4,289.7)
Other data:					
Total claims	742.7	754.1	1,007.6	1,043.8	1,062.1
Total adjusted claims[2]	1,045.3	1,052.7	1,407.6	1,441.6	1,450.0
EBITDA attributable to Express Scripts[3]	$ 5,244.8	$ 5,206.2	$ 7,219.2	$ 6,675.3	$ 5,817.9
Adjusted EBITDA attributable to Express Scripts[4]	$ 5,267.7	$ 5,206.2	$ 7,260.4	$ 7,046.9	$ 6,802.5
Adjusted EBITDA attributable to Express Scripts per adjusted claim[5]	5.04	4.95	5.16	4.89	4.69
Ratio of earnings to fixed charges[6]	8.6	8.3	8.7	8.4	6.7

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	As of September 30,	As of December 31,