

CAREMARK RX INC  
Form 425  
January 24, 2007

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**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): January 24, 2007**

**EXPRESS SCRIPTS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**

(State or Other Jurisdiction of  
Incorporation)

**0-20199**

(Commission File Number)

**43-1420563**

(I.R.S. Employer Identification No.)

**13900 Riverport Drive  
Maryland Heights, MO**

(Address of Principal Executive  
Offices)

**63043**

(Zip Code)

Registrant's telephone number including area code: **(314) 770-1666**

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:

- 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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EX-99.1: PRESS RELEASE

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**Item 8.01. Other Events.**

On January 24, 2007, Express Scripts, Inc. ( Express Scripts ), issued a press release announcing that it had sent a letter to the stockholders of Caremark Rx, Inc. ( Caremark ). The press release, including the full text of the letter from Express Scripts to Caremark stockholders, is attached as Exhibit 99.1 to this Current Report and is incorporated herein by this reference.

**Item 9.01. Financial Statements and Exhibits.**

99.1 Express Scripts, Inc. press release, dated January 24, 2007.

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**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 hereunto duly authorized.

EXPRESS SCRIPTS, INC

By: /s/ Tom Boudreau

Name: Thomas M. Boudreau

Title: Senior Vice President and General  
Counsel

Dated: January 24, 2007

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Exhibit No.	Exhibit
99.1	Express Scripts, Inc. press release, dated January 24, 2007.