

Express Scripts Holding Co.
Form 3
October 13, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Akins Martin P.</p> <p>(Last) (First) (Middle)</p> <p>C/O EXPRESS SCRIPTS HOLDING COMPANY,Â ONE EXPRESS WAY</p> <p>(Street)</p> <p>ST. LOUIS,Â MOÂ 63121</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/01/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Express Scripts Holding Co. [ESRX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Senior VP & General Counsel</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 4,623.16 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--|----------------------------|----------|---------------------------------------|---|
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(1)</u> | 02/27/2019 | Express Scripts Holding Company Common Stock | 1,964 | \$ 53.05 | D | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(2)</u> | 05/15/2019 | Express Scripts Holding Company Common Stock | 1,547 | \$ 53.54 | D | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(3)</u> | 03/06/2020 | Express Scripts Holding Company Common Stock | 4,280 | \$ 58.17 | D | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(4)</u> | 03/05/2021 | Express Scripts Holding Company Common Stock | 5,946 | \$ 77.15 | D | Â |
| Non-Qualified Stock Option (Right-to-Buy) | Â <u>(5)</u> | 03/04/2025 | Express Scripts Holding Company Common Stock | 5,626 | \$ 84.83 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Akins Martin P. C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121 | Â | Â | Â Senior VP & General Counsel | Â |

Signatures

/s/ Martin P.
Akins

10/13/2015

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. All shares reflected herein are vested.
- (2) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. All shares reflected herein are vested.
- (3) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. The unvested portion of this award (2,141 stock options) vests on February 28, 2016.
- (4) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. The unvested portion of this award (3,964 stock options) vests in two equal installments on February 28, 2016 and February 28, 2017.
- (5) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vests in three (3) equal installments on February 28, 2016, February 28, 2017, and February 28, 2018.

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Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Martin P. Akins

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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