

EXPRESS SCRIPTS INC  
Form DEFA14A  
March 25, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
(Rule 14a-101)**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Express Scripts, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**\*\*\*Exercise Your Right to Vote\*\*\* Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 4, 2011. Meeting Information EXPRESS SCRIPTS, INC. Meeting Type: Annual Meeting For Holders as of: March 7, 2011 Date: May 4, 2011 Time: 8:00 a.m. CDT Location: Express Scripts One Express Way Saint Louis, Missouri 63121 You are receiving this communication because you hold shares in the above named company. EXPRESS SCRIPTS, INC. ONE EXPRESS WAY This is not a ballot. You cannot use this notice to vote SAINT LOUIS, MO 63121 these shares. This communication presents only an overview of the more complete proxy material that are available to you on the Internet or by mail. You may view the proxy material online at [www.proxyvote.com](http://www.proxyvote.com) more easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain proxy materials and voting instructions.**

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How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE: NOTICE AND PROXY STATEMENT ANNUAL REPORT How to View Online: Have the information that is printed in the box marked by the arrow XXXXXXXXXXXXXXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXXXXXXXXXXXXXX (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 20, 2011 to facilitate timely delivery. How To Vote Please Choose One of the Following Voting Methods Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. Vote By Internet: To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow XXXXXXXXXXXXXXXX available and follow the instructions. Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items The Board of Directors recommends you vote FOR the following nominees: The Board of Directors recommends you vote FOR the following proposals: 1. Election of Directors 2. Ratification of the appointment of Pricewaterhouse Coopers LLP Nominees: as the Company's independent registered public accountants for 2011. 1a. Gary G. Benav 3. To approve amendment to the Bylaws regarding calling 1b. Maura C. Breen of a special meeting. 4. To approve, by non-binding vote, executive compensation. 1c. Nicholas J. LaHowchic The Board of Directors recommends you vote for 1d. Thomas P. MacMahon frequency of 3 years on the following proposal: 5. To recommend, by non-binding vote, the frequency of 1e. Frank Mergenthaler executive compensation votes. The Board of Directors recommends you vote FOR the 1f. Woodrow A Myers, Jr., MD following proposal: 6. To approve and ratify the Express Scripts, Inc. 2011 1g. John O. Parker, Jr. Long-Term Incentive Plan. The Board of Directors recommends you vote AGAINST 1h. George Paz the following proposal: 7. Stockholder Proposal regarding Report on Political 1i. Samuel K. Skinner Contributions. 1j. Seymour Sternberg P06677-M32508

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