

Paz George
Form 4
December 21, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
Paz George

2. Issuer Name and Ticker or Trading Symbol
Express Scripts Holding Co. [ESRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O EXPRESS SCRIPTS HOLDING COMPANY, ONE EXPRESS WAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ST. LOUIS, MO 63121

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|----------------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 06/01/2017 | | M | | 69,847 | A | \$ 960,401 | D |
| Common Stock | 06/01/2017 | | F | | 31,851 (2) | D | \$ 60.4 | D |
| Common Stock | 11/28/2018 | | G | V | 100,000 | D | \$ 0 | D |
| Common Stock | 12/20/2018 | | D | | 828,550 (3) | D | \$ 0 | D |
| Common Stock | 12/20/2018 | | D | | 132,527 (3) | D | \$ 0 | I By Spouse Trust |

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| | | | | | | | | |
|-----------------|------------|---|----------------|---|-----|---|---|--------------------------------------|
| Common Stock | 12/20/2018 | D | 132,850 (3) | D | (3) | 0 | I | By Reporting Person's Trust |
|-----------------|------------|---|----------------|---|-----|---|---|--------------------------------------|

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Am Underlying Secu (Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Units | (1) | 06/01/2017 | | M | 69,847 | 06/01/2017 | 06/01/2017 | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 53.5 | 12/20/2018 | | D | 209,358 | (4) | 02/27/2019 | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Units (Right to Buy) | \$ 58.17 | 12/20/2018 | | D | 210,091 | (4) | 03/06/2020 | Express Scripts Holding Company Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 77.15 | 12/20/2018 | | D | 221,506 | (4) | 03/05/2021 | Express Scripts Holding Company Common Stock |
| | \$ 84.83 | 12/20/2018 | | D | 189,385 | (4) | 03/04/2025 | |

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- (4) The options vest on varying dates pursuant to the terms of the plans and/or agreements under which they were granted.
- (5) Pursuant to the Merger Agreement, upon closing of the Merger, the option was converted into an option to purchase common shares of Halfmoon Parent, Inc. in accordance with the exchange ratio set forth in the Merger Agreement.

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