

CVS HEALTH Corp  
Form 3  
August 28, 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)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Kraft Robert O.                           |         | (Month/Day/Year)                     | CVS HEALTH Corp [CVS]  |  |
| (Last)                                    | (First) | (Middle)                             | 08/18/2015   |  |
| ONE CVS DRIVE                             |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| WOONSOCKET, RI 02895                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | EVP and President - Omnicare   |  |

**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 (restricted)       | 70,136 <sup>(1)</sup>                                 | D  | ^   |
| Common Stock (restricted)       | 3,895 <sup>(2)</sup>                                  | D  | ^   |
| Common Stock (restricted)       | 12,701 <sup>(3)</sup>                                 | D  | ^   |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
|                  |                 | Title      |                            |                              |   |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Kraft Robert O.<br>ONE CVS DRIVE<br>WOONSOCKET, RI 02895 | ^             | ^         | ^ EVP and President - Omnicare | ^     |

## Signatures

/s/ Robert O. Kraft 08/28/2015

\_\_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) Pursuant to the terms of the Agreement and Plan of Merger dated May 20, 2015 (the "Merger Agreement"), by and among Omnicare, Inc. ("Omnicare"), Tree Merger Sub, Inc., and CVS Pharmacy, Inc., upon the completion of the merger as contemplated by the Merger Agreement, each Omnicare performance restricted stock unit ("PSU"), 2015-2020 cycle, held by the reporting person was converted into the right to receive a restricted stock award of CVS Health Corporation ("CVS Health"), in accordance with a formula set forth in the Merger Agreement. The award was issued pursuant to CVS Health's 2010 Incentive Compensation Plan. Restrictions lapse on 12/31/2020.
  - (2) Pursuant to the terms of the Merger Agreement, upon the completion of the merger as contemplated by the Merger Agreement, each Omnicare restricted stock award ("RSA") held by the reporting person was converted into the right to receive a restricted stock award of CVS Health, in accordance with a formula set forth in the Merger Agreement. The award was issued pursuant to CVS Health's 2010 Incentive Compensation Plan. Restrictions lapse in three equal installments commencing 2/27/2016.
  - (3) Pursuant to the terms of the Merger Agreement, upon the completion of the merger as contemplated by the Merger Agreement, each Omnicare PSU, 2015-2017 cycle, held by the reporting person was converted into the right to receive a restricted stock award of CVS Health, in accordance with a formula set forth in the Merger Agreement. The award was issued pursuant to CVS Health's 2010 Incentive Compensation Plan. Restrictions lapse on 12/31/2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.