

Core-Mark Holding Company, Inc.  
Form 8-K/A  
October 11, 2017

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

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FORM 8-K/A  
(Amendment No. 1)

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
September 27, 2017  
Date of Report  
(Date of earliest event reported)

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CORE-MARK HOLDING COMPANY, INC.  
(Exact name of registrant as specified in its charter)

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|---|--------------------------|--------------------------------------|
| Delaware  | 000-51515                | 20-1489747                           |
| (State or other jurisdiction of<br>incorporation)                         | (Commission File Number) | (IRS Employer<br>Identification No.) |
| 395 Oyster Point Boulevard, Suite 415,<br>South San Francisco, California | 94080                    |                                      |
| (Address of principal executive offices)                                  | (Zip Code)               |                                      |
| (650) 589-9445  |                          |                                      |
| (Registrant's telephone number, including area code)                      |                          |                                      |
| N/A   |                          |                                      |
| (Former name or former address, if changed since last report)             |                          |                                      |

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



Explanatory Note

This Current Report on Form 8-K/A is being filed as an amendment (“Amendment No. 1”) to the Current Report on Form 8-K filed by Core-Mark Holding Company, Inc. (the “Company”) with the Securities and Exchange Commission on September 27, 2017 (the “Original Filing”). The purpose of Amendment No. 1 is to disclose the new compensation arrangements in connection with the appointment of Mr. Scott McPherson as President and Chief Operating Officer of the Company. No other changes are being made to the Original Filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c) and (e). On September 27, 2017, the Company announced the appointment of Mr. Scott McPherson as President and Chief Operating Officer of the Company, effective as of October 1, 2017. In connection with his promotion, Mr. McPherson’s annual base salary was increased to \$400,000, to be paid pro rata on an annualized basis for the last three months of 2017, with an annual performance bonus opportunity of 100% of the total base salary paid to Mr. McPherson during 2017. In addition, on October 9, 2017, Mr. McPherson received a one-time grant of 9,345 restricted stock units issued under the Company’s 2010 Long-Term Incentive Plan. One-third of Mr. McPherson’s newly issued restricted stock units will vest on October 1, 2018, one-third will vest on October 1, 2019 and the remaining one-third will vest on October 1, 2020.



**SIGNATURES**

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.

**CORE-MARK HOLDING COMPANY, INC.**

Date: October 10, 2017 By: /s/ CHRISTOPHER M. MILLER  
Name: Christopher M. Miller  
Title: Senior Vice President, Chief Financial Officer