

CAREMARK RX INC  
Form DFAN14A  
January 09, 2007  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

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 Materials Pursuant to Section 240.14a-12

**CAREMARK RX, INC.**

**(Name of Registrant as Specified in its Charter)**

**EXPRESS SCRIPTS, INC.**

**KEW CORP.**

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

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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 the 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:

- 
- Fee paid previously with preliminary materials
  - 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:

**Information Concerning Participants in the Solicitation  
of Proxies by Express Scripts, Inc. in Connection with the**

**2007 Annual Meeting of Stockholders of Caremark Rx, Inc.**

**(Furnished pursuant to Rule 14a-12 of the Securities Exchange Act of 1934)**

Each of (i) Express Scripts, Inc. ("Express Scripts"), (ii) Express Scripts' officers and directors, (iii) KEW Corp., a wholly-owned subsidiary of Express Scripts ("KEW"), (iv) KEW's officers and directors and (v) certain other persons identified below are participants in the solicitation of proxies by Express Scripts to elect four directors at the 2007 Annual Meeting of Stockholders of Caremark Rx., Inc. ("Caremark"), including any and all adjournments, postponements, continuations or reschedulings thereof, or any other meeting of stockholders held in lieu thereof (the "Annual Meeting"). On December 18, 2006, Express Scripts delivered a proposal letter to the board of directors of Caremark offering to acquire Caremark for \$29.25 in cash and 0.426 shares of Express Scripts common stock, par value \$0.01 per share.

Set forth below are the names of the directors, executive officers and other employees of Express Scripts that are participants in the solicitation of proxies by Express Scripts to elect directors at the Annual Meeting. Each occupation set forth opposite an individual's name refers to his or her employment with Express Scripts.

Express Scripts Directors:

Gary G. Benanav

Frank J. Borelli  
J. Maura C. Breen  
Nicholas J. LaHowchic  
Thomas P. Mac Mahon  
John O. Parker, Jr.  
George Paz  
Samuel K. Skinner  
Seymour Sternberg  
Barrett A. Toan  
Howard L. Waltman

Express Scripts Executive Officers:

George Paz - Chief Executive Officer and President

Edward Stiften - Senior Vice President and Chief Financial Officer  
David A. Lowenberg - Chief Executive Officer of CuraScript, Inc.,  
a wholly owned subsidiary of Express Scripts  
Thomas M. Boudreau - Senior Vice President, General Counsel and Secretary  
Michael Holmes - Senior Vice President and Chief Human Resources Officer  
Edward Ignaczak - Senior Vice President - Sales and Account Management  
Agnes Rey-Giraud - Senior Vice President - Supply Chain Organization  
Brenda Motheral - Senior Vice President - Research and Product Management  
Patrick McNamee - Senior Vice President and Chief Information Officer  
Douglas Porter - Senior Vice President - Client and Patient Services

Other Employees of Express Scripts:

Martin Akins - Assistant General Counsel

Kelly Elliot - Vice President, Chief Accounting Officer and Controller  
 Mathew Harper - Vice President and Treasurer  
 David Myers - Vice President Investor Relations

Set forth below are the names of the directors and executive officers of KEW that are participants in the solicitation of proxies by Express Scripts to elect directors at the Annual Meeting. Each occupation set forth opposite an individual's name refers to his or her employment with KEW.

Martin Akins - Director, Vice President and Secretary

Matthew Harper - Director, President and Treasurer

Set forth below are the names of the individuals Express Scripts and KEW nominated to stand for election at the Annual Meeting that are participants in the solicitation of proxies by Express Scripts to elect directors at the Annual Meeting.

Stuart L. Bascomb

Duke K. Bristow  
 John J. Jones  
 Todd E. Warnock

KEW acquired 591,580 shares of common stock of Caremark, \$0.001 par value per share (the "Shares") from December 13, 2006 to December 15, 2006 and, as of January 9, 2007, KEW owned of record, and Express Scripts and KEW shared beneficial ownership (as defined for purposes of Section 13(d) of the Exchange Act ) of 591,580 Shares, or less than 1% of the outstanding Shares. Other than the purchases of Shares in the open market by KEW set forth in the table below, none of KEW, Express-Scripts, any executive officer or director of KEW or Express Scripts or any other person identified above has engaged in any transaction involving the Shares in the past two years.

<b>Trade Date</b>	<b>Shares</b>	<b>Average Price</b>
13-Dec-06	105,680	\$50.0018
14-Dec-06	326,000	\$50.7556
15-Dec-06	159,500	\$51.2140
<b>Total</b>	<b>591,180</b>	<b>\$50.7445</b>

Except as disclosed above, none of KEW, Express Scripts, any executive officer or director of KEW or Express Scripts or any other person identified above has any direct or indirect interests, by security holdings or otherwise, in Caremark.

*Additional Information:*

Express Scripts intends to file a proxy statement in connection with the election of directors at Caremark's Annual Meeting. Express Scripts stockholders are strongly advised to read that proxy statement when it become available, as it will contain important information. Stockholders will be able to obtain that proxy statement, any amendments or supplements to that proxy statement and other documents filed by Express Scripts with the Securities and Exchange Commission ("SEC") free of charge at the SEC's website ([www.sec.gov](http://www.sec.gov)) or by directing a request to MacKenzie Partners, Inc., at 800-322-2885 or by email at [expressscripts@mackenziepartners.com](mailto:expressscripts@mackenziepartners.com).