

Manders Matthew G
 Form 4
 December 26, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Manders Matthew G

2. Issuer Name and Ticker or Trading Symbol
 Cigna Holding Co [CI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 900 COTTAGE GROVE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/20/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Strategy & Solution

BLOOMFIELD, CT 06002

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$.25 Par Value	12/20/2018		D(1)(2)		37,777 (5) \$ 0 (1) (2)	0	D

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

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.

SEC 1474 (9-02)

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

Edgar Filing: Manders Matthew G - Form 4

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 78.035	12/20/2018		D ⁽¹⁾⁽²⁾	39,038	⁽³⁾ 02/26/2024	Common Stock, \$.25 Par Value	39,038
Employee Stock Option (Right to Buy)	\$ 120.895	12/20/2018		D ⁽¹⁾⁽²⁾	30,229	⁽³⁾ 02/25/2025	Common Stock, \$.25 Par Value	30,229
Employee Stock Option (Right to Buy)	\$ 139.22	12/20/2018		D ⁽¹⁾⁽²⁾	34,035	⁽³⁾ 03/01/2026	Common Stock, \$.25 Par Value	34,035
Employee Stock Option (Right to Buy)	\$ 149.135	12/20/2018		D ⁽¹⁾⁽²⁾	28,038	⁽³⁾ 02/28/2027	Common Stock, \$.25 Par Value	28,038

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manders Matthew G 900 COTTAGE GROVE ROAD BLOOMFIELD, CT 06002			President, Strategy & Solution	

Signatures

/s/ Jill M. Stadelman,
attorney-in-fact

12/26/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Reflects disposition in connection with the consummation of the mergers (collectively, the "Merger") contemplated by the Agreement and Plan of Merger, dated as of March 8, 2018, as amended by Amendment No. 1, dated as of June 27, 2018, by and among Cigna Corporation (now known as Cigna Holding Company) ("Cigna"), Express Scripts Holding Company ("Express Scripts"), Halfmoon Parent, Inc. (now known as Cigna Corporation), a direct wholly owned subsidiary of Cigna prior to the Merger ("New Cigna"), Halfmoon I, Inc., a direct wholly owned subsidiary of New Cigna prior to the Merger, and Halfmoon II, Inc., a direct wholly owned subsidiary of New Cigna prior to the Merger (the "Merger Agreement"), pursuant to which, at the effective time of the Merger (the "Effective Time"), (1) Halfmoon I, Inc. merged with and into Cigna, with Cigna surviving as a wholly owned subsidiary of New Cigna, and (2) Halfmoon II, Inc. merged with and into Express Scripts, (continued in following footnote)

(continued from previous footnote) with Express Scripts surviving as a wholly owned subsidiary of New Cigna. As a result of the transactions contemplated by the Merger Agreement, New Cigna became a publicly traded corporation, and former Cigna stockholders and former Express Scripts stockholders now own common stock of New Cigna. In the Merger, each share of Cigna common stock, par value \$0.25 per share ("Cigna Common Stock"), was exchanged for one share of common stock, par value \$0.01 per share, of New Cigna ("New Cigna Common Stock"). The closing price per share of Cigna Common Stock on December 19, 2018 (the last trading day prior to the date of the Effective Time) was \$193.30.

(3) This option was fully vested and exercisable at the time of the Merger.

In accordance with the terms of the Merger Agreement, each stock option of Cigna outstanding immediately prior to the Effective Time (whether vested or unvested) was automatically converted into an option to purchase shares of New Cigna Common Stock equal to the total number of shares of Cigna Common Stock subject to such option immediately prior to the closing of the Merger and at a per-share exercise price equal to the per-share exercise price of such option.

(5) Includes 2,352 restricted shares.

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.