

Express Scripts Holding Co.

Form 3

October 13, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 \*

Â Anderson Phyllis S.

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

10/01/2015

3. Issuer Name **and** Ticker or Trading Symbol  
Express Scripts Holding Co. [ESRX]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)C/O EXPRESS SCRIPTS  
HOLDING COMPANY,Â ONE  
EXPRESS WAY

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Sr. VP &amp; Ch. Marketing Officer

ST. LOUIS,Â MOÂ 63121

(City)

(State)

(Zip)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person**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

2,427

D

Â

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  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

## Edgar Filing: Express Scripts Holding Co. - Form 3

|                                              | Date<br>Exercisable | Expiration<br>Date | Title                                                       | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|----------------------------------------------|---------------------|--------------------|-------------------------------------------------------------|----------------------------------|----------|------------------------------------------------|---|
| Non-Qualified Stock<br>Option (Right-to-Buy) | Â (1)               | 03/05/2021         | Express<br>Scripts<br>Holding<br>Company<br>Common<br>Stock | 4,264                            | \$ 77.15 | D                                              | Â |
| Non-Qualified Stock<br>Option (Right-to-Buy) | Â (2)               | 03/04/2025         | Express<br>Scripts<br>Holding<br>Company<br>Common<br>Stock | 6,722                            | \$ 84.83 | D                                              | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships |           |                                  |       |
|------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
|                                                                                                      | Director      | 10% Owner | Officer                          | Other |
| Anderson Phyllis S.<br>C/O EXPRESS SCRIPTS HOLDING COMPANY<br>ONE EXPRESS WAY<br>ST. LOUIS, MO 63121 | Â             | Â         | Â Sr. VP & Ch. Marketing Officer | Â     |

## Signatures

/s/ Phyllis S.  
Anderson 10/13/2015

\_\_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) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vests in two (2) equal installments on February 28, 2016 and February 28, 2017.
- (2) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vests in three (3) equal installments on February 28, 2016, February 28, 2017, and February 28, 2018.

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### Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Phyllis S. Anderson

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.  
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