

Express Scripts Holding Co.  
Form 5  
February 14, 2017

**FORM 5**

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

Check this box if  
no longer subject  
to Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362  
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2005  
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response... 1.0

1. Name and Address of Reporting Person \*  
**STERNBERG SEYMOUR**

(Last) (First) (Middle)

**C/O EXPRESS SCRIPTS  
HOLDING COMPANY, ONE  
EXPRESS WAY**

(Street)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Express Scripts Holding Co. [ESRX]**

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
**12/31/2016**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

**ST. LOUIS, MO 63121**

(City) (State) (Zip)

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/08/2016                              | Â                                                           | G                                       | 5,700 D \$ 0                                                               | 4,369 <sup>(1)</sup>                                                                                         | D                                                                    | Â                                                                 |
| Common<br>Stock                       | 11/23/2016                              | Â                                                           | G                                       | 6,589 D \$ 0                                                               | 4,369 <sup>(2)</sup>                                                                                         | D                                                                    | Â                                                                 |
| Common<br>Stock                       | Â                                       | Â                                                           | Â                                       | Â Â Â                                                                      | 2,758                                                                                                        | I                                                                    | By Spouse                                                         |
| Common<br>Stock                       | Â                                       | Â                                                           | Â                                       | Â Â Â                                                                      | 15,778 <sup>(1)</sup><br><sub>(2)</sub>                                                                      | I                                                                    | By 2016<br>GRAT                                                   |

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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 2270  
(9-02)

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

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se Bo O Er Is Fi (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-----------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares  |
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 |                                                          |                                                               |                                            |                             |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

STERNBERG SEYMOUR  
C/O EXPRESS SCRIPTS HOLDING COMPANY  
ONE EXPRESS WAY  
ST. LOUIS, MO 63121

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## Signatures

/s/ Joseph Satorius, as Attorney-in-Fact for Seymour Sternberg

02/14/2017

\_\_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).

The balance reflects a November 1, 2016 transfer of 5,971 shares from the Reporting Person's grantor retained annuity trust (the "GRAT") to the Reporting Person. These shares were previously reported as indirectly beneficially owned by the Reporting Person and are now reported as directly owned by the Reporting Person.

The balance reflects a November 21, 2016 transfer of 6,589 shares from the Reporting Person's GRAT to the Reporting Person. These shares were previously reported as indirectly beneficially owned by the Reporting Person and are now reported as directly owned by the Reporting Person.

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### Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Seymour Sternberg

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

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