

Express Scripts Holding Co.  
Form 8-K  
June 18, 2012

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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): June 13, 2012**

**EXPRESS SCRIPTS HOLDING COMPANY**

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

**DELAWARE**  
**(State or Other Jurisdiction**  
  
**of Incorporation or Organization**

**001-35490**  
**(Commission**  
  
**File Number)**

**45-2884094**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**One Express Way, St. Louis, MO**  
(Address of Principal Executive Offices)

**Registrant's telephone number including area code: 314-996-0900**

**63121**  
(Zip Code)

**No change since last report**

**(Former Name or Address, if Changed Since Last Report)**

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 (*see* General Instruction A.2. below):

- .. 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))

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

On June 13, 2012, Myrtle S. Potter, a member of the Board of Directors (the Board) of Express Scripts Holding Company (the Company), informed the Company of her resignation from the Board, effective June 18, 2012. Ms. Potter indicated that her resignation stemmed from a desire to avoid the appearance of any future potential conflicts of interest that may result from her growing healthcare consulting business and the breadth of the Company's business. Her resignation was not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices. The Board accepted Ms. Potter's resignation and noted appreciation for her contributions and service to the Company.

**SIGNATURE**

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 thereunto duly authorized.

**EXPRESS SCRIPTS HOLDING COMPANY**

Date: June 18, 2012

By: /s/ Keith Ebling

Keith Ebling  
Executive Vice President and General Counsel