

Express Scripts Holding Co.  
Form 8-K  
May 08, 2014

**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): May 7, 2014**

**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)**

**63121**  
**(Zip Code)**

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

**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 5.07 Submission of Matters to a Vote of Security Holders.**

Express Scripts Holding Company (the Company) held its annual meeting of stockholders (the Annual Meeting) at the Company's principal executive offices on Wednesday, May 7, 2014. Of the 775,512,376 shares outstanding and entitled to vote, 674,226,672 shares were represented at the meeting, or an 86.94% quorum. The results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

**Proposal 1.** Election of Directors. All of the nominees nominated by the Board of Directors for director were elected to serve until the next Annual Meeting or until their respective successors are elected and qualified, by the votes set forth in the table below.

| NOMINEE                     | FOR         | AGAINST    | ABSTAIN   | BROKER<br>NON-VOTES |
|-----------------------------|-------------|------------|-----------|---------------------|
| Gary G. Benanav             | 578,127,774 | 19,869,735 | 887,278   | 75,341,885          |
| Maura C. Breen              | 585,587,102 | 12,439,313 | 858,372   | 75,341,885          |
| William J. DeLaney          | 585,703,554 | 12,300,233 | 881,000   | 75,341,885          |
| Nicholas J. LaHowchic       | 586,240,369 | 11,732,553 | 911,865   | 75,341,885          |
| Thomas P. Mac Mahon         | 576,082,661 | 21,922,145 | 879,981   | 75,341,885          |
| Frank Mergenthaler          | 589,941,369 | 8,053,700  | 889,718   | 75,341,885          |
| Woodrow A. Myers, Jr., M.D. | 586,357,095 | 11,649,709 | 877,983   | 75,341,885          |
| John O. Parker, Jr.         | 582,180,285 | 15,813,580 | 890,922   | 75,341,885          |
| George Paz                  | 575,070,019 | 20,933,409 | 2,881,359 | 75,341,885          |
| William L. Roper, M.D., MPH | 589,781,863 | 8,227,246  | 875,678   | 75,341,885          |
| Seymour Sternberg           | 577,183,666 | 20,812,222 | 888,899   | 75,341,885          |

**Proposal 2.** The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for 2014 was ratified by the stockholders, by the votes set forth in the table below.

| FOR         | AGAINST   | ABSTAIN |
|-------------|-----------|---------|
| 664,320,278 | 8,996,128 | 910,266 |

**Proposal 3.** The stockholders approved, on a non-binding basis, executive compensation, by the votes set forth in the table below.

| FOR         | AGAINST    | ABSTAIN   | BROKER<br>NON-VOTES |
|-------------|------------|-----------|---------------------|
| 579,082,880 | 16,308,583 | 3,493,324 | 75,341,885          |

**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: May 8, 2014

By: /s/ Keith J. Ebling  
Keith J. Ebling  
Executive Vice President and General Counsel