

EXPRESS SCRIPTS INC  
Form 10-Q/A  
July 30, 2009

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

FORM 10-Q/A  
Amendment No. 2

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended June 30, 2009.
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number: 0-20199

EXPRESS SCRIPTS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

43-1420563  
(I.R.S. employer identification no.)

One Express Way, St. Louis, MO  
(Address of principal executive offices)

63121  
(Zip Code)

Registrant's telephone number, including area code: (314) 996-0900

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes

X No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes X No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer  [X]

Accelerated filer  [ ]

Non-accelerated filer  [ ] (Do not check if a smaller reporting company)

Smaller reporting company  [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No  X

Common stock outstanding as of June 30, 2009: 274,415,000 Shares

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EXPRESS SCRIPTS, INC.

EXPLANATORY NOTE

(This Amendment No. 2 includes the Signature Page that was inadvertently omitted from the submission of Amendment No. 1 during the edgarization process. Otherwise, this Amendment No. 2 is identical to the previously filed Amendment No. 1, except for the dates of the certifications filed as exhibits herewith, which have been updated to today's date.)

The sole purpose of Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 (the "Form 10-Q") is to furnish Exhibit 101, which was previously furnished as Exhibit 100 to the Form 10-Q, and to amend the Index to Exhibits referenced in Part II, Item 6 of the report accordingly.

Exhibit 101 to this report provides the following materials from our Form 10-Q for the quarter ended June 30, 2009 formatted in Extensible Business Reporting Language (XBRL): (i) the Unaudited Consolidated Balance Sheet; (ii) the Unaudited Consolidated Statement of Operations; (iii) the Unaudited Consolidated Statement of Changes in Stockholders' Equity; (iv) the Unaudited Consolidated Statement of Cash Flows; and (v) related notes, tagged as blocks of text. Users of this data are advised pursuant to Rule 401 of Regulations S-T that the financial information contained in the XBRL documents is unaudited, and these are not the official publicly filed financial statements of Express Scripts, Inc. No other changes have been made to the Form 10-Q.

PART II. OTHER INFORMATION

Item 6.

Exhibits

(a)

See Index to Exhibits below.

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SIGNATURES

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, INC.  
(Registrant)

Date: July 30, 2009

By: /s/ George Paz  
George Paz  
Chairman, President and Chief Executive Officer

Date: July 30, 2009

By: /s/ Jeffrey Hall  
Jeffrey Hall  
Executive Vice President and Chief Financial Officer

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INDEX TO EXHIBITS

(Express Scripts, Inc. – Commission File Number 0-20199)

Exhibit Number	Exhibit
2.1	Stock and Interest Purchase Agreement dated April 9, 2009 between the Company and WellPoint, Inc., incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed April 14, 2009.
3.1	Amended and Restated Certificate of Incorporation of the Company, incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ending December 31, 2008.
3.2	Third Amended and Restated Bylaws, incorporated by reference to Exhibit No. 3.3 to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2004.
4.1	Form of Certificate for Common Stock, incorporated by reference to Exhibit No. 4.1 to the Company's Registration Statement on Form S-1 filed June 9, 1992 (No. 33-46974) (the "Registration Statement").
4.2	Stockholder and Registration Rights Agreement dated as of October 6, 2000 between the Company and New York Life Insurance Company, incorporated by reference to Exhibit No. 4.2 to the Company's Amendment No. 1 to the Registration Statement on Form S-3 filed October 17, 2000 (Registration Number 333-47572).
4.3	Amendment dated April 25, 2003 to the Stockholder and Registration Rights Agreement dated as of October 6, 2000 between the Company and New York Life Insurance Company, incorporated by reference to Exhibit No. 4.8 to the Company's Quarterly Report on Form 10-Q for the period ending March 31, 2003.
4.4	Asset Acquisition Agreement dated October 17, 2000 between NYLIFE Healthcare Management, Inc., the Company, NYLIFE LLC and New York Life Insurance Company, incorporated by reference to Exhibit No. 4.3 to the Company's amendment No. 1 to the Registration Statement on Form S-3 filed October 17, 2000 (Registration Number 333-47572).
4.5	Rights Agreement dated as of July 25, 2001 between the Company and American Stock Transfer & Trust Company, as Rights Agent, which includes the Certificate of Designations for the Series A Junior Participating Preferred Stock as Exhibit A, the Form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C, incorporated by reference to Exhibit No. 4.1 to the Company's Current Report on Form 8-K filed July 31, 2001 (the "Rights Agreement").
4.6	Amendment No. 1 dated May 25, 2005 to the Rights Agreement, incorporated by reference to Exhibit No. 10.1 to the Company's Current Report on Form 8-K filed May 31, 2005.
4.7	Indenture date June 9, 2009 among the Company, certain Company subsidiaries, as Guarantors, and Union Bank, N.A., as Trustee, incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed June 10, 2009 (the "Indenture").
4.8	First Supplemental Indenture dated June 9, 2009, supplementing the Indenture, incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed June 10, 2009.

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- 4.9 Second Supplemental Indenture dated June 9, 2009, supplementing the Indenture, incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed June 10, 2009.
  - 4.10 Third Supplemental Indenture dated June 9, 2009, supplementing the Indenture, incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed June 10, 2009.
  - 11.1 Statement regarding computation of earnings per share. (See Note 5 to the unaudited consolidated financial statements.)
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Exhibit Number	Exhibit
31.11	Certification by George Paz, as Chairman, President and Chief Executive Officer of Express Scripts, Inc., pursuant to Exchange Act Rule 13a-14(a).
31.21	Certification by Jeffrey Hall, as Executive Vice President and Chief Financial Officer of Express Scripts, Inc., pursuant to Exchange Act Rule 13a-14(a).
32.11	Certification by George Paz, as Chairman, President and Chief Executive Officer of Express Scripts, Inc., pursuant to 18 U.S.C. § 1350 and Exchange Act Rule 13a-14(b).
32.21	Certification by Jeffrey Hall, as Executive Vice President and Chief Financial Officer of Express Scripts, Inc., pursuant to 18 U.S.C. § 1350 and Exchange Act Rule 13a-14(b).
101.12	XBRL Taxonomy Instance Document.
101.22	XBRL Taxonomy Extension Schema Document.
101.32	XBRL Taxonomy Extension Calculation Linkbase Document.
101.42	XBRL Taxonomy Extension Definition Linkbase Document.
101.52	XBRL Taxonomy Extension Label Linkbase Document.
101.62	XBRL Taxonomy Extension Presentation Linkbase Document.

- 1 Filed herein.
- 2 Furnished, not filed, herein.