

Express Scripts Holding Co.  
Form 8-K  
March 10, 2016

**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): March 9, 2016**

**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.)**

**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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 9, 2016, the Board of Directors (the Board) of Express Scripts Holding Company (the Company) approved amendments to the Company's Amended and Restated Bylaws (Bylaws) effective March 9, 2016 to implement proxy access. Section 1.18 has been added to the Bylaws to permit a holder (or a group of not more than 20 holders) of at least 3% of the Company's outstanding common stock continuously for at least three years to nominate and include in the Company's proxy materials director nominees constituting up to the greater of two individuals or 20% of the Board, provided that the nominating holder(s) and the nominee(s) satisfy the requirements specified in the Bylaws, including by providing the Company with advance notice of the nomination. The Bylaws were also amended to make certain related administrative or conforming changes. Proxy access will first be available in connection with the Company's 2017 annual meeting of stockholders.

The Bylaws, as amended and restated on March 9, 2016, are filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein. The foregoing description of the amendments to the Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaws, as amended.

**Item 9.01 Financial Statements and Exhibits**

(d) The following Exhibits are furnished as part of this report on Form 8-K:

Exhibit 3.1 Amended and Restated Bylaws of the Company, as amended on March 9, 2016

**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: March 10, 2016

By: /s/ Martin P. Akins  
Martin P. Akins  
Senior Vice President, General Counsel and  
Secretary

**Exhibit Index**

Exhibit 3.1 Amended and Restated Bylaws of the Company, as amended on March 9, 2016