

Express Scripts Holding Co.  
Form 8-K  
December 16, 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): December 16, 2016**

**EXPRESS SCRIPTS HOLDING COMPANY**  
**(Exact Name of Registrant as Specified in its Charter)**

<b>DELAWARE</b> <b>(State or Other Jurisdiction of</b>	<b>001-35490</b> <b>(Commission</b>	<b>45-2884094</b> <b>(I.R.S. Employer</b>
<b>Incorporation or Organization</b>	<b>File Number)</b>	<b>Identification No.)</b>
<b>One Express Way, St. Louis, MO</b>		<b>63121</b>

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(Address of Principal Executive Offices)

(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 8.01 Other Events**

On December 16, 2016, Express Scripts Holding Company (the Company) announced that the Board of Directors of the Company has approved an increase in the authorized number of shares that may be repurchased under the Company's share repurchase program (the Repurchase Program) by an additional 65 million shares, or a total authorization of 330 million shares (including shares previously purchased), of the Company's common stock (as adjusted for any subsequent stock split, stock dividend or similar transaction). The purchases may be effected by means of open market transactions, privately negotiated transactions, accelerated share repurchase programs, or otherwise, at management's discretion, including pursuant to a trading plan pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the Exchange Act). There can be no assurance as to the precise number of shares that will be repurchased under the Repurchase Program, the aggregate dollar amount of the shares purchased, or the timing of any repurchases. The Repurchase Program is of indefinite duration and depending on market conditions, regulatory, legal and contractual requirements and other factors, repurchases may be made at any time or from time to time, without prior notice.

**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: December 16, 2016

By: /s/ Martin P. Akins  
Martin P. Akins

Senior Vice President and General Counsel