

Express Scripts Holding Co.
Form DEFA14A
March 17, 2017

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

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Express Scripts Holding Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right to Vote* *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 11, 2017.**

Meeting Information

**EXPRESS SCRIPTS HOLDING
COMPANY**

Meeting Type: Annual Meeting
For holders as of: March 13, 2017
Date: May 11, 2017 **Time:** 8:00 a.m., CDT
Location: Principal Executive Offices of the Company
One Express Way
Saint Louis, Missouri 63121

EXPRESS SCRIPTS HOLDING COMPANY

ONE EXPRESS WAY

SAINT LOUIS, MO 63121

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by

the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 27, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

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Vote By Internet: Go to www.proxyvote.com or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR each of the following nominees:

1. Election of Directors

Nominees:

- 1a. Maura C. Breen
- 1b. William J. DeLaney
- 1c. Elder Granger, MD, MG, USA (Retired)
- 1d. Nicholas J. LaHowchic
- 1e. Thomas P. Mac Mahon
- 1f. Frank Mergenthaler
- 1g. Woodrow A. Myers, Jr., MD
- 1h. Roderick A. Palmore
- 1i. George Paz
- 1j. William L. Roper, MD, MPH
- 1k. Seymour Sternberg

1l. Timothy Wentworth

The Board of Directors recommends you vote FOR each of the following proposals:

- 2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for 2017.

3. To approve, by non-binding vote, executive compensation.

The Board of Directors recommends you vote for EVERY 1 YEAR on the following proposal:

4. To recommend, by non-binding vote, the frequency of executive compensation votes.

The Board of Directors recommends you vote AGAINST each of the following proposals:

5. Stockholder proposal requesting the Board adopt a policy and amend the Company's governance documents, as necessary, to require the Chairman of the Board, whenever possible, to be an independent member of the Board.

6. Stockholder proposal requesting the Company to report annually to the Board and stockholders, identifying whether there exists a gender pay-gap among the Company's employees, and if so, the measures being taken to eliminate any such pay disparities and to facilitate an environment that promotes opportunities for equal advancement of women.

