

Express Scripts Holding Co.  
Form 8-K  
September 27, 2012

**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): September 27, 2012

**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

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**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Express Scripts Holding Company (the "Company") announced that Kelley Elliott, the Company's principal accounting officer and Controller, resigned from the Company on September 27, 2012 for personal reasons. Ms. Elliott's departure was not due to a dispute or disagreement with the Company. The Company has initiated a search to identify a replacement principal accounting officer and expects to conclude the search process expeditiously.

**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: September 27, 2012

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