

Core-Mark Holding Company, Inc.  
Form 8-K  
April 21, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

April 17, 2006

Date of Report

(Date of earliest event reported)

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**CORE-MARK HOLDING COMPANY, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-51515**  
(Commission File Number)

**20-1489747**  
(I.R.S. Employer

Identification No.)

395 Oyster Point Boulevard, Suite 415,

**South San Francisco, California**  
(Address of principal executive offices)

(650) 589-9445

**94080**  
(Zip Code)

(Registrant's telephone number, including area code)

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N/A

(Former Name or Former Address, if Changed Since Last Report)

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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:

- .. 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))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b) On April 17, 2006, James Wall, Senior Vice President and Chief Financial Officer, informed Core-Mark Holding Company, Inc. (the Company ) that he intends to retire, as soon as the Company can identify a successor. The Company has engaged an executive search firm to locate suitable candidates for the position. On April 21, 2006, the Company issued a press release announcing that Mr. Wall has notified the Company that he intends to retire, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits.

The following are filed as exhibits to this report:

<b>Number</b>	<b>Description</b>
99.1	Press Release Dated April 21, 2006 Announcing Mr. Wall s Intention to Retire

**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 hereunto duly authorized.

Date: April 21, 2006

CORE-MARK HOLDING COMPANY, INC.

By: /s/ Stacy Loretz-Congdon  
Name: Stacy Loretz-Congdon  
Title: Vice President, Treasurer and Assistant Secretary

**EXHIBIT INDEX**

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