

EXPRESS SCRIPTS INC  
Form 8-K  
March 08, 2011

**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 8, 2011 (March 7, 2011)**

**Express Scripts, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation)

**0-20199**

(Commission File Number)

**43-1420563**

(I.R.S. Employer Identification No.)

**One Express Way,  
St. Louis, MO 63121**

(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code: 314-996-0900

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 1.01 Termination of a Material Definitive Agreement.**

On March 2, 2011, the Board of Directors (the Board ) of Express Scripts, Inc. (the Company ) approved an Amendment No. 3 (the Amendment ), effective March 7, 2011, to the Rights Agreement dated as of July 25, 2001, as amended by Amendment No. 1 dated as of May 25, 2005 and Amendment No. 2 dated as of December 18<sup>th</sup>, 2009 (the Rights Agreement ), between the Company and American Stock Transfer & Trust Company (the Rights Agent ). The Rights Agent also acts as the Company s transfer agent.

The Amendment changes the Final Expiration Date of the rights issued pursuant to the Rights Agreement (the Rights ) from July 25, 2011 to March 15, 2011. Accordingly, as of the close of business on March 15, 2011, the rights issued under the Rights Agreement will expire and will no longer be outstanding.

A copy of the Amendment to the Rights Agreement is filed as Exhibit 4.1 to this Form 8-K, and is incorporated herein by reference.

**Item 1.02 Termination of a Material Definitive Agreement.**

The information set forth under Item 1.01 Entry into a Material Definitive Agreement of this Current Report on Form 8-K is incorporated into this Item 1.02 by reference.

**Item 3.03 Material Modification to Rights of Security Holders.**

The information set forth under Item 1.01 Entry into a Material Definitive Agreement of this Current Report on Form 8-K is incorporated into this Item 3.03 by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

**Exhibit No. Description**

4.1 Amendment No. 3, dated as of March 7, 2011, to the Rights Agreement, dated as of July 25, 2001, between Express Scripts, Inc. and American Stock Transfer & Trust Company as Rights Agent.

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**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.

Dated: March 8, 2011

Express Scripts, Inc.

By: /s/ Keith J. Ebling

Name: Keith J. Ebling

Title: Executive Vice President and General Counsel

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**INDEX TO EXHIBITS**

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