

Seiz Brian
Form 3
March 02, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Seiz Brian</p> <p>(Last) (First) (Middle)</p> <p>C/O EXPRESS SCRIPTS HOLDING COMPANY, ONE EXPRESS WAY</p> <p>(Street)</p> <p>ST. LOUIS, MO 63121</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/23/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Express Scripts Holding Co. [ESRX]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Senior VP, Specialty</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	25,990.1	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(1)</u>	11/21/2026	Express Scripts Holding Company Common Stock	19,165	\$ 76.1	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(2)</u>	03/09/2026	Express Scripts Holding Company Common Stock	8,160	\$ 69.57	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(3)</u>	03/04/2025	Express Scripts Holding Company Common Stock	5,529	\$ 84.83	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(4)</u>	03/05/2021	Express Scripts Holding Company Common Stock	6,919	\$ 77.15	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(5)</u>	03/06/2020	Express Scripts Holding Company Common Stock	5,835	\$ 58.17	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(6)</u>	05/15/2019	Express Scripts Holding Company Common Stock	4,639	\$ 53.54	D	Â
Non-Qualified Stock Option (Right-to-Buy)	Â <u>(7)</u>	02/27/2019	Express Scripts Holding Company Common Stock	5,888	\$ 53.05	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seiz Brian C/O EXPRESS SCRIPTS HOLDING COMPANY ONE EXPRESS WAY ST. LOUIS, MO 63121	X	X	X Senior VP, Specialty	X

Signatures

/s/ Nick H. Varsam, as Attorney-in-Fact for Brian J. Seiz 03/02/2018

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Grant of stock options pursuant to the Express Scripts Holding Company 2016 Long-Term Incentive Plan. Vests in three (3) equal installments on November 21, 2017, November 21, 2018, and November 21, 2019.
 - (2) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vests in three (3) equal installments on February 28, 2017, February 28, 2018, and February 28, 2019.
 - (3) Grant of stock options pursuant to the Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vests in three (3) equal installments on February 28, 2016, February 28, 2017, and February 28, 2018.
 - (4) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vested in three (3) equal installments on February 28, 2015, February 28, 2016, and February 28, 2017.
 - (5) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vested in three (3) equal installments on February 28, 2014, February 28, 2015, and February 28, 2016.
 - (6) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vested in three (3) equal installments on May 15, 2013, May 15, 2014, and May 15, 2015.
 - (7) Grant of stock options pursuant to the Express Scripts, Inc. 2011 Long-Term Incentive Plan. Vested in three (3) equal installments on February 28, 2013, February 28, 2014, and February 28, 2015.

X

Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Brian J. Seiz

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.