

CVS HEALTH Corp
Form 8-K
May 25, 2016

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): May 25, 2016

CVS HEALTH CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

**(State or Other Jurisdiction
of Incorporation)**

001-01011
(Commission

File Number)

One CVS Drive

Woonsocket, Rhode Island
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (401) 765-1500

05-0494040
(IRS Employer

Identification No.)

02895

(Zip Code)

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))

Item 8.01. Other Events.

On May 25, 2016, CVS Health Corporation, a Delaware corporation (the Company), issued and sold \$1,750,000,000 aggregate principal amount of its 2.125% senior notes due June 1, 2021 (the 2021 Notes) and \$1,750,000,000 aggregate principal amount of its 2.875% senior notes due June 1, 2026 (the 2026 Notes and, together with the 2021 Notes, the Notes). The Notes were offered pursuant to the Company's Registration Statement on Form S-3, File No. 333-210872, declared effective on May 4, 2016.

The Notes will be governed by and were issued pursuant to a Senior Indenture dated August 15, 2006 between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the Senior Indenture). The Company may issue additional senior debt securities from time to time pursuant to the Senior Indenture. The form of Senior Indenture was filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed August 15, 2006 and shall be incorporated by reference into this report on Form 8-K. Forms of the Notes are filed as Exhibit 4.1 and 4.2 to this report on Form 8-K and are incorporated by reference into the Registration Statement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 4.1** Form of the 2021 Note
- 4.2** Form of the 2026 Note
- 5.1** Opinion of Shearman & Sterling LLP
- 23.1** Consent of Shearman & Sterling LLP (included in Exhibit 5.1)

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.

CVS HEALTH CORPORATION

By: /s/ David M. Denton
David M. Denton
Executive Vice President and
Chief Financial Officer

Dated: May 25, 2016