

Express Scripts Holding Co.  
Form 8-K  
August 10, 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): August 10, 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.)**

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**One Express Way, St. Louis, MO**  
(Address of Principal Executive Offices)

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

**63121**  
(Zip Code)

**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 7.01 Regulation FD Disclosure**

Earlier this week, Express Scripts Holding Company (the Company) disclosed that it was assessing strategic options for many of the businesses included in its Other Business Operations segment for ultimate disposition. In communications with its employees, the Company has provided additional details regarding which businesses may be divested. Specifically, the Company indicated that it currently intends to pursue divestiture of the diabetic testing supply and related businesses under its Liberty brand, as well as certain business units operated under the Company's United BioSource Corporation (or UBC) subsidiary. The Company also announced its decision to dissolve the Company's joint venture in China, wind down its business in Germany and France, and exit its European headquarters in Amsterdam.

**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: August 10, 2012

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