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PRIORITY HEALTHCARE CORP
Form SC 13D/A
October 21, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

PRIORITY HEALTHCARE CORPORATION

(NAME OF ISSUER)

CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE
CLASS B COMMON STOCK, PAR VALUE \$.01 PER SHARE

(TITLE OF CLASS OF SECURITIES)

CLASS A: 74264T 20 1
CLASS B: 74264T 10 2

(CUSIP NUMBER)

EXPRESS SCRIPTS, INC. AND PONY ACQUISITION CORPORATION
13900 RIVERPORT DRIVE
MARYLAND HEIGHTS, MISSOURI 63043
(314) 770-1666

COPY TO:
GARY HOROWITZ, ESQ.
SIMPSON THACHER & BARTLETT LLP
425 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017
(212) 455-2000

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

OCTOBER 14, 2005

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed

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to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 Class A Common Stock CUSIP No. 74264T 20 1 PAGE 2 OF 4 PAGES
 Class B Common Stock CUSIP No. 74264T 10 2

1. NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Express Scripts, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
 (b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 NUMBER OF SHARES 7. SOLE VOTING POWER
 BENEFICIALLY OWNED BY Class A: 0
 EACH REPORTING PERSON Class B: 1,000
 WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

Class A: 0

Class B: 1,000

10. SHARED DISPOSITIVE POWER

0

 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class A: 0

Class B: 1,000

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Class A: 0.00%

Class B: 100.00%

14. TYPE OF REPORTING PERSON*

CO

Class A Common Stock CUSIP No. 74264T 20 1 PAGE 3 OF 4 PAGES
Class B Common Stock CUSIP No. 74264T 10 2

This Amendment No. 1 amends and supplements the Schedule 13D filed on August 2, 2005, by Express Scripts, Inc., a Delaware corporation (the "ESI"), and its wholly-owned subsidiary, Pony Acquisition Corporation, an Indiana corporation ("Merger Sub"), with the Securities and Exchange Commission in respect of the merger of Merger Sub with and into Priority Healthcare Corporation (the "Issuer"). Unless otherwise defined herein, all capitalized terms used herein shall have the respective meanings given such terms in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented by the addition of the following paragraph:

On October 14, 2005, the Issuer filed with the Secretary of State of Indiana Articles of Merger and the Merger was consummated. Also on October 14, 2005, the Issuer requested that the Issuer Common Stock no longer be quoted on Nasdaq and a Form 15 was filed with the Securities and Exchange Commission on behalf of the Issuer to commence the procedure to terminate the registration of the Issuer Common Stock and the Issuer's reporting obligations under the Securities Exchange Act of 1934.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and supplemented by the addition thereto of the following:

On October 14, 2005, the shareholders of the Issuer approved the Merger Agreement and the Merger at the special meeting of shareholders of the Issuer held on, October 14, 2005. The Merger closed on October 14, 2005.

On October 14, 2005, the Issuer filed Articles of Merger with the Secretary of State of Indiana. Pursuant to the Merger Agreement, each share of the Issuer Common Stock was cancelled at the effective time of the Merger and converted into the right to receive \$28.00 per share in cash, without interest, and the Issuer, the surviving entity of the Merger, became a wholly-owned subsidiary of ESI. Pursuant to the Merger Agreement, the shares of Merger Sub

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were converted into 1,000 shares of Class B Common Stock and which are owned by CuraScript Pharmacy, Inc., a direct subsidiary of ESI.

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Class B Common Stock CUSIP No. 74264T 10 2

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

EXPRESS SCRIPTS, INC.

By: /S/ GEORGE PAZ

Name: George Paz
Title: President and Chief Executive Officer

Dated: October 21, 2005