

EXPRESS SCRIPTS INC
Form 8-K
May 07, 2010

**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 7, 2010 (May 5, 2010)

EXPRESS SCRIPTS, INC.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

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

0-20199

(Commission File Number)

43-1420563

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

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

**63121
(Zip Code)**

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

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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 5, 2010, Express Scripts, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting). Of the 274,888,321 shares outstanding and entitled to vote, 244,661,350 shares were represented at the meeting, or an 89% quorum. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Proposal 1. Election of Directors. All of management's nominees for director were elected to serve until the next Annual Meeting of Stockholders or until their respective successors are elected and qualified, by the votes set forth in the table below.

| NOMINEE | FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|----------------------------|-------------|----------------|----------------|-----------------------------|
| Gary G. Benanav | 220,775,487 | 6,648,752 | 114,508 | 17,122,603 |
| Frank J. Borelli | 224,823,098 | 2,601,913 | 113,736 | 17,122,603 |
| Maura C. Breen | 226,664,094 | 767,625 | 107,028 | 17,122,603 |
| Nicholas J. LaHowchic | 226,542,990 | 880,611 | 115,146 | 17,122,603 |
| Thomas P. Mac Mahon | 226,650,495 | 775,090 | 113,162 | 17,122,603 |
| Frank Mergenthaler | 226,611,774 | 813,791 | 113,182 | 17,122,603 |
| Woodrow A. Myers, Jr. M.D. | 224,303,940 | 3,121,949 | 112,858 | 17,122,603 |
| John O. Parker, Jr. | 226,645,413 | 779,568 | 113,766 | 17,122,603 |
| George Paz | 218,668,674 | 8,715,481 | 154,592 | 17,122,603 |
| Samuel K. Skinner | 221,912,279 | 5,445,782 | 180,686 | 17,122,603 |
| Seymour Sternberg | 215,982,857 | 11,442,384 | 113,506 | 17,122,603 |
| Barrett A. Toan | 226,290,026 | 1,135,583 | 113,138 | 17,122,603 |

Proposal 2. The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for 2010 was ratified by the stockholders, by the votes set forth in the table below.

| FOR | AGAINST | ABSTAIN |
|-------------|----------------|----------------|
| 239,377,084 | 5,136,751 | 147,515 |

Proposal 3. A stockholder proposal requesting a report on political contributions was rejected by the stockholders, by the votes set forth in the table below.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-------------------------|
| 75,598,836 | 104,415,505 | 47,524,406 | 17,122,603 |

Proposal 4. A stockholder proposal requesting the board adopt an independent board chair policy was rejected by the stockholders, by the votes set forth in the table below.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-------------------------|
| 36,678,858 | 190,674,037 | 185,852 | 17,122,603 |

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 thereunto duly authorized.

Express Scripts, Inc.

By /s/ Keith J. Ebling

Name: Keith J. Ebling

Title: *Executive Vice President and General
Counsel*

Dated: May 7, 2010