

Express Scripts Holding Co.
Form DEFM14A
July 16, 2018
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14A
(Rule 14a-101)**

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Express Scripts Holding Company
(Name of registrant as specified in its charter)**

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Cigna Corporation Express Scripts Holding Company
TO THE STOCKHOLDERS OF CIGNA CORPORATION AND
EXPRESS SCRIPTS HOLDING COMPANY
MERGER PROPOSAL — YOUR VOTE IS VERY IMPORTANT**

July 16, 2018

Dear Cigna Corporation and Express Scripts Holding Company Stockholders:

Cigna Corporation, which we refer to as Cigna, and Express Scripts Holding Company, which we refer to as Express Scripts, have entered into an Agreement and Plan of Merger, dated as of March 8, 2018, as amended by Amendment No. 1, dated as of June 27, 2018, and as it may be further amended from time to time, which agreement we refer to as the merger agreement, by and among Cigna, Express Scripts, Halfmoon Parent, Inc., a direct wholly owned subsidiary of Cigna, which we refer to as New Cigna, Halfmoon I, Inc., a direct wholly owned subsidiary of New Cigna, which we refer to as Cigna Merger Sub, and Halfmoon II, Inc., a direct wholly owned subsidiary of New Cigna, which we refer to as Express Scripts Merger Sub. Subject to the terms and conditions of the merger agreement, Cigna will acquire Express Scripts in a cash and stock transaction through (1) the merger of Cigna Merger Sub with and into Cigna, which we refer to as the Cigna merger, and (2) the merger of Express Scripts Merger Sub with and into Express Scripts, which we refer to as the Express Scripts merger, and together with the Cigna merger, the mergers. As a result of the mergers, which will become effective concurrently, Cigna and Express Scripts will become direct wholly owned subsidiaries of New Cigna, a new holding company, which will be renamed Cigna Corporation immediately after the mergers.

Healthcare costs are growing at unsustainable levels while health conditions of Americans are deteriorating. Managing and coordinating medical, pharmacy and behavioral care holistically is critical in addressing these challenges. The combination of Cigna and Express Scripts—two complementary health services companies with industry-leading trend management capabilities—moves us toward a solution by establishing a blueprint for integrated and personalized health care. Together, the combined company will seek to transform healthcare service—reducing costs, while improving the customer experience, care quality and health outcomes. The broad set of capabilities of the combined company will allow us to offer increased predictability of price and cost to customers, clients and providers—enabling increased value capture for stockholders. This transaction will expand the reach of the combined company, positioning us to generate sustained growth and deliver strong, differentiated financial results.

Upon completion of the mergers, Cigna stockholders will receive, in exchange for each share of Cigna common stock held immediately prior to the mergers, one share of New Cigna common stock, and Express Scripts stockholders will receive, in exchange for each share of Express Scripts common stock held immediately prior to the mergers, (1) 0.2434 of a share of New Cigna common stock and (2) the right to receive \$48.75 in cash, without interest, subject to applicable withholding taxes. The exchange ratio in each merger is fixed and will not be adjusted to reflect changes in Cigna's or Express Scripts' stock price. Based on the estimated number of shares of Cigna common stock and Express Scripts common stock that will be outstanding immediately prior to the mergers, it is expected that, immediately after the mergers and the related transactions described in the accompanying joint proxy statement/prospectus, Cigna stockholders will hold approximately 64%, and Express Scripts stockholders will hold approximately 36%, of the shares of New Cigna common stock outstanding immediately after the mergers. Cigna common stock is currently traded on the New York Stock Exchange, which we refer to as the NYSE, under the symbol **CI** and Express Scripts common stock is currently traded on the Nasdaq Global Select Market under the symbol **ESRX**. We expect that the New Cigna common stock will be listed on the NYSE under the symbol **CI**.

Each of Cigna and Express Scripts will hold a special meeting of its respective stockholders to vote on certain matters in connection with the mergers. At the special meeting of Cigna stockholders, which we refer to as the Cigna special meeting, Cigna stockholders will be asked to vote on a proposal to adopt the merger agreement. In addition, Cigna stockholders will be asked to vote on a proposal to approve the adjournment of the Cigna special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the proposal to adopt the merger agreement. At the special meeting of Express Scripts stockholders, which we refer to as the Express Scripts special meeting, and together with the Cigna special meeting, the special meetings, Express Scripts stockholders will be asked to vote on a proposal to adopt the merger agreement. In addition, Express Scripts stockholders will be asked to vote on a proposal to approve, by a non-binding, advisory vote, certain compensation arrangements that may be paid or become payable to Express Scripts named executive officers in connection with the mergers and on a proposal to approve the adjournment of the Express Scripts special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the proposal to adopt the merger agreement.

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THE CIGNA BOARD OF DIRECTORS RECOMMENDS THAT CIGNA STOCKHOLDERS VOTE FOR THE PROPOSAL TO ADOPT THE MERGER AGREEMENT AT THE CIGNA SPECIAL MEETING.

THE EXPRESS SCRIPTS BOARD OF DIRECTORS RECOMMENDS THAT EXPRESS SCRIPTS STOCKHOLDERS VOTE FOR THE PROPOSAL TO ADOPT THE MERGER AGREEMENT AT THE EXPRESS SCRIPTS SPECIAL MEETING.

Information about the special meetings, the mergers, the proposals to be considered by Cigna stockholders at the Cigna special meeting and the proposals to be considered by Express Scripts stockholders at the Express Scripts special meeting is contained in the accompanying joint proxy statement/prospectus and the documents incorporated therein by reference, which we urge you to read carefully. In particular, see the section entitled *Risk Factors* beginning on page 37.

Your vote is very important. Whether or not you plan to attend the special meeting of Cigna stockholders or the special meeting of Express Scripts stockholders, please submit a proxy to vote your shares as soon as possible to make sure your shares are represented at the applicable special meeting. Your failure to vote will have the same effect as voting against the proposal to adopt the merger agreement.

We hope to see you at the Cigna special meeting or the Express Scripts special meeting, as applicable, and look forward to the successful completion of the mergers.

David M. Cordani
President and Chief Executive Officer
Cigna Corporation

Timothy Wentworth
President and Chief Executive Officer
Express Scripts Holding Company

Isaiah Harris, Jr.
Chairman of the Board
Cigna Corporation

George Paz
Chairman of the Board
Express Scripts Holding Company

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the mergers or the other transactions described in the accompanying joint proxy statement/prospectus or the securities to be issued in connection with the mergers or determined if the accompanying joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The accompanying joint proxy statement/prospectus is dated July 16, 2018, and is first being mailed to Cigna stockholders and Express Scripts stockholders on or about July 17, 2018.

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CIGNA CORPORATION

**900 Cottage Grove Road
Bloomfield, Connecticut 06002**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON AUGUST 24, 2018**

Date and Time: August 24, 2018, at 9:30 a.m., Eastern Time

Place: The Delamar Hotel, Ballroom
1 Memorial Road
West Hartford, CT 06107

Items of Business:

1. To consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of March 8, 2018, as amended by Amendment No. 1, dated as of June 27, 2018, and as it may be further amended from time to time, which agreement we refer to as the merger agreement, by and among Cigna Corporation, which we refer to as Cigna, Express Scripts Holding Company, Halfmoon Parent, Inc., Halfmoon I, Inc. and Halfmoon II, Inc.; and
2. To consider and vote on a proposal to approve the adjournment of the Cigna special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the proposal to adopt the merger agreement.

Record Date: July 10, 2018. Only holders of record of Cigna common stock at the close of business on the record date are entitled to receive this notice and to vote at the Cigna special meeting and any adjournment or postponement of the Cigna special meeting.

A list of stockholders of record entitled to vote at the Cigna special meeting will be made available for a period of at least ten days prior to the date of the Cigna special meeting at Cigna's executive offices and principal place of business at 900 Cottage Grove Road, Bloomfield, Connecticut for examination by Cigna stockholders during ordinary business hours. A Cigna stockholder desiring to examine the list should contact Cigna's Shareholder Services at Two Liberty Place, 5th Floor, 1601 Chestnut Street, Philadelphia, Pennsylvania 19192-1550 or by phone at (215) 761-3516, to make necessary arrangements. The list will also be available at the Cigna special meeting for examination by Cigna stockholders present at the Cigna special meeting.

Proxy Voting: Your vote is very important, regardless of the number of shares you own. We urge you to promptly vote by telephone, by using the Internet, or, if you received a proxy card or instruction form, by completing, dating, signing and returning it by mail.

At a meeting on March 7, 2018, the Cigna board of directors (1) approved the merger agreement, (2) declared that the mergers and the other transactions contemplated by the merger agreement are advisable and fair to, and in the best interests of, Cigna and its stockholders, (3) directed that the merger agreement be submitted for adoption by Cigna stockholders and (4) recommended that Cigna stockholders vote **FOR** the adoption of the merger agreement and **FOR** the proposal related to the adjournment of the Cigna special meeting.

THE CIGNA BOARD OF DIRECTORS RECOMMENDS THAT CIGNA STOCKHOLDERS VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT AND FOR THE APPROVAL OF THE ADJOURNMENT OF THE CIGNA SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO

SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT.

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The accompanying joint proxy statement/prospectus, including the annexes, contains further information with respect to the business to be transacted at the Cigna special meeting. We urge you to read the joint proxy statement/prospectus, including any documents incorporated by reference, and the annexes carefully and in their entirety. Cigna will transact no other business at the Cigna special meeting except such business as may properly be brought before the Cigna special meeting or any adjournments or postponements thereof. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the Cigna special meeting.

If you have any questions concerning the mergers, the proposal to adopt the merger agreement or the proposal to adjourn the Cigna special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the proposal to adopt the merger agreement, or if you would like additional copies of the joint proxy statement/prospectus or need help submitting a proxy to have your shares of Cigna common stock voted, please contact Cigna's proxy solicitor:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, New York 10022
Stockholders May Call:
Toll-Free at (877) 750-9498 (from the U.S. and Canada)
or +1 (412) 232-3651 (from other locations)
Banks & Brokers May Call Collect: (212) 750-5833

By Order of the Board of Directors,

/s/ Neil Boyden Tanner
Neil Boyden Tanner
Corporate Secretary

900 Cottage Grove Road
Bloomfield, Connecticut 06002
July 16, 2018

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EXPRESS SCRIPTS HOLDING COMPANY

**One Express Way
Saint Louis, Missouri 63121**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON AUGUST 24, 2018**

The board of directors of Express Scripts Holding Company, which we refer to as Express Scripts, has called for a special meeting of Express Scripts stockholders to be held at One Express Way, Saint Louis, Missouri 63121, on August 24, 2018 at 9:00 a.m., Central Time, to consider and vote upon the following matters:

1. a proposal to adopt the Agreement and Plan of Merger, dated as of March 8, 2018, as amended by Amendment No. 1, dated as of June 27, 2018, and as it may be further amended from time to time, which agreement we refer to as the merger agreement, by and among Cigna Corporation, Express Scripts, Halfmoon Parent, Inc., Halfmoon I, Inc. and Halfmoon II, Inc.;
2. a proposal to approve the adjournment of the Express Scripts special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the proposal to adopt the merger agreement; and
3. a proposal to approve, by a non-binding advisory vote, certain compensation arrangements that may be paid or become payable to Express Scripts' named executive officers in connection with the mergers contemplated by the merger agreement.

THE EXPRESS SCRIPTS BOARD OF DIRECTORS RECOMMENDS THAT EXPRESS SCRIPTS STOCKHOLDERS VOTE FOR EACH PROPOSAL.

Express Scripts' board of directors has fixed the record date for the determination of the stockholders entitled to notice of, and to vote at, the Express Scripts special meeting, or any adjournment or postponement of the Express Scripts special meeting, as the close of business on July 12, 2018. At least ten days prior to the Express Scripts special meeting, a complete list of stockholders of record as of July 12, 2018 will be available for inspection by any stockholder for any purpose germane to the Express Scripts special meeting, during ordinary business hours, at the Office of the Secretary of Express Scripts at One Express Way, Saint Louis, Missouri 63121. As a stockholder of record, you are cordially invited to attend the Express Scripts special meeting in person. To be admitted to the Express Scripts special meeting, you must have an admission ticket and a valid government-issued photo identification (e.g., a driver's license or a passport). The ticket attached to the proxy card will admit you. If you are a beneficial owner of Express Scripts shares, you may request a ticket by writing to the Office of the Secretary, One Express Way, Saint Louis, Missouri 63121. You must provide evidence of your ownership of shares with your ticket request, which you can obtain from your broker, bank or nominee. Regardless of whether you expect to be present at the Express Scripts special meeting, please either complete, sign and date the enclosed proxy card and mail it promptly in the enclosed envelope, or vote electronically via the Internet or telephone as described in greater detail in the joint proxy statement/prospectus and on the enclosed proxy card. Returning the enclosed proxy card, or voting electronically or telephonically, will not affect your right to vote in person if you attend the Express Scripts special meeting.

By Order of the Board of Directors,

/s/ Martin P. Akins

Martin P. Akins

Senior Vice President, General Counsel and Corporate Secretary

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One Express Way

Saint Louis, Missouri 63121

July 16, 2018

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YOUR VOTE IS VERY IMPORTANT. PLEASE VOTE YOUR SHARES AS PROMPTLY AS POSSIBLE, WHETHER OR NOT YOU EXPECT TO ATTEND THE Express Scripts SPECIAL MEETING, (1) BY VISITING THE INTERNET AT WWW.PROXYVOTE.COM, (2) BY CALLING TOLL-FREE (WITHIN THE U.S. OR CANADA) 1-800-690-6903 OR (3) BY COMPLETING, DATING, SIGNING AND RETURNING THE ENCLOSED PROXY CARD IN THE ACCOMPANYING PREPAID REPLY ENVELOPE. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE MERGERS OR THE Express Scripts SPECIAL MEETING PLEASE CONTACT EXPRESS SCRIPTS HOLDING COMPANY, ATTENTION: INVESTOR RELATIONS, ONE EXPRESS WAY, SAINT LOUIS, MISSOURI 63121, (314) 810-3115. IF YOU HAVE QUESTIONS ABOUT VOTING YOUR SHARES, PLEASE FOLLOW THE CONTACT INSTRUCTIONS ON YOUR PROXY CARD.

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about Cigna Corporation, which we refer to as Cigna, and Express Scripts Holding Company, which we refer to as Express Scripts, from documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You may obtain the documents incorporated by reference into this joint proxy statement/prospectus (other than certain exhibits or schedules to these documents) by requesting them in writing, by e-mail or by telephone from the appropriate company at the following addresses and telephone numbers:

Cigna Corporation
Two Liberty Place, 5th Floor
1601 Chestnut Street
Philadelphia, Pennsylvania 19192-1550
Attention: Shareholder Services
Telephone: (215) 761-3516
E-mail: shareholderservices@cigna.com

Express Scripts Holding Company
One Express Way
St. Louis, Missouri 63121
Attention: Investor Relations
Telephone: (314) 810-3115
E-mail: investor.relations@express-scripts.com

In addition, if you have questions about the mergers or the special meetings, or if you need to obtain copies of this joint proxy statement/prospectus, proxy cards or other documents incorporated by reference into this joint proxy statement/prospectus, you may contact the appropriate contact listed below. You will not be charged for any of the documents you request.

If you are a Cigna stockholder:
Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, New York 10022
(877) 750-9498 (toll-free from the U.S. and Canada)
+1 (412) 232-3651 (from other locations)
(212) 750-5833 (Banks & Brokers call collect)
E-mail: info@innisfreema.com (Material requests only)

If you are an Express Scripts stockholder:
MacKenzie Partners, Inc.
1407 Broadway
New York, New York 10018
(800) 322-2885 (call toll free)
(212) 929-5500 (call collect)
E-mail: expressscripts@mackenziepartners.com

If you would like to request documents, please do so by August 10, 2018 in order to receive them before the special meeting of Cigna stockholders, which we refer to as the Cigna special meeting, and the special meeting of Express Scripts stockholders, which we refer to as the Express Scripts special meeting, and together with the Cigna special meeting, the special meetings.

For a more detailed description of the information incorporated by reference into this joint proxy statement/prospectus and how you may obtain it, see the section entitled *Where You Can Find More Information* beginning on page 219.

ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 (File No. 333-224960) filed with the U.S. Securities and Exchange Commission, which we refer to as the SEC, by Halfmoon Parent, Inc., a direct wholly owned subsidiary of Cigna, which we refer to as New Cigna, constitutes a prospectus of New Cigna under Section 5 of the U.S. Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the shares of New Cigna common stock to be issued to Cigna stockholders and Express Scripts stockholders pursuant to, and subject to the terms and conditions of, the Agreement and Plan of Merger, dated as of March 8, 2018, as amended by Amendment No. 1, dated as of June 27, 2018, and as it may be further amended from time to time, which agreement we refer to as the merger agreement, by and among Cigna, Express Scripts, New

Cigna, Halfmoon I, Inc., a direct wholly owned subsidiary of New Cigna, which we refer to as Cigna Merger Sub, and Halfmoon II, Inc., a direct wholly owned subsidiary of New Cigna, which we refer to as Express Scripts Merger Sub, and together with Cigna Merger Sub, the Merger Subs. This joint proxy statement/prospectus also constitutes a proxy statement of Cigna and a proxy statement of Express Scripts under Section 14(a) of the U.S. Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. It also constitutes a notice of the Cigna special meeting, at which Cigna stockholders will be asked to vote on a proposal to adopt the merger agreement and a proposal to approve the adjournment of the Cigna special meeting,

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if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the proposal to adopt the merger agreement, and a notice of the Express Scripts special meeting, at which Express Scripts stockholders will be asked to vote on a proposal to adopt the merger agreement, a proposal to approve, by a non-binding, advisory vote, certain compensation arrangements that may be paid or become payable to Express Scripts named executive officers in connection with the mergers and a proposal to approve the adjournment of the Express Scripts special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the proposal to adopt the merger agreement.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This proxy statement/prospectus is dated July 16, 2018. You should not assume that the information contained in, or incorporated by reference into, this joint proxy statement/prospectus is accurate as of any date other than that date. Neither the mailing of this joint proxy statement/prospectus to Cigna stockholders and/or Express Scripts stockholders, nor the issuance by New Cigna of common stock in connection with the mergers, will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this joint proxy statement/prospectus regarding Cigna has been provided by Cigna and information contained in this joint proxy statement/prospectus regarding Express Scripts has been provided by Express Scripts.

Unless otherwise indicated or as the context otherwise requires, any references in this joint proxy statement/prospectus to:

- **Centerview** refers to Centerview Partners LLC;
- **Cigna** refers to Cigna Corporation, a Delaware corporation;
- **Cigna common stock** refers to the common stock of Cigna, par value \$0.25 per share;
- **Cigna merger** refers to the merger of Cigna Merger Sub with and into Cigna, with Cigna continuing as the surviving entity and as a direct wholly owned subsidiary of New Cigna;
- **Cigna merger consideration** refers to the right of holders of Cigna common stock to receive, in the Cigna merger, one share of New Cigna common stock for each share of Cigna common stock held immediately prior to the effective time;
- **Cigna Merger Sub** refers to Halfmoon I, Inc., a Delaware corporation and a direct wholly owned subsidiary of New Cigna;
- **Cigna special meeting** refers to the special meeting of Cigna stockholders that will be conducted to vote on certain matters in connection with the mergers, as described in this joint proxy statement/prospectus;
- **Cigna stockholder approval** refers to the affirmative vote of the holders of a majority of the outstanding shares of Cigna common stock entitled to vote at the Cigna special meeting in favor of the adoption of the merger agreement;
- **Cigna's financial advisor** refers to Morgan Stanley;
- **closing** refers to the closing of the mergers;
- **closing date** refers to the date on which the closing of the mergers takes place;
- **Code** refers to the Internal Revenue Code of 1986, as amended;
- **combined company** refers to New Cigna, following completion of the mergers;
- **DGCL** refers to the General Corporation Law of the State of Delaware;
- **effective time** refers to the effective time of the mergers, which will become effective concurrently;
- **Exchange Act** refers to the U.S. Securities Exchange Act of 1934, as amended;

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- **Express Scripts** refers to Express Scripts Holding Company, a Delaware corporation;
- **Express Scripts common stock** refers to the common stock of Express Scripts, par value \$0.01 per share;
- **Express Scripts merger** refers to the merger of Express Scripts Merger Sub with and into Express Scripts, with Express Scripts continuing as the surviving entity and as a direct wholly owned subsidiary of New Cigna;
- **Express Scripts merger consideration** refers to the right of holders of Express Scripts common stock to receive, in the Express Scripts merger, (1) 0.2434 of a share of New Cigna common stock and (2) \$48.75 in cash, without interest, subject to applicable withholding taxes, for each share of Express Scripts common stock held immediately prior to the effective time;
- **Express Scripts Merger Sub** refers to Halfmoon II, Inc., a Delaware corporation and a direct wholly owned subsidiary of New Cigna;
- **Express Scripts special meeting** refers to the special meeting of Express Scripts stockholders that will be conducted to vote on certain matters in connection with the mergers, as described in this joint proxy statement/prospectus;
- **Express Scripts stockholder approval** refers to the affirmative vote of the holders of a majority of the outstanding shares of Express Scripts common stock entitled to vote at the Express Scripts special meeting in favor of the adoption of the merger agreement;
- **Express Scripts' financial advisors** refers to Centerview and Lazard;