

Explanatory Note

This Current Report on Form 8-K/A is being filed as an amendment (“Amendment No.1”) to the Current Report on Form 8-K filed by Core-Mark Holding Company, Inc. with the Securities and Exchange Commission on February 25, 2016 (the “Original Filing”). The purpose of Amendment No. 1 is to disclose the appointment of Mr. Christopher M. Miller as Senior Vice President and Chief Financial Officer and provide information with respect to Mr. Miller’s new compensation arrangements. No other changes are being made to the Original Filing.

Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
5.02. Compensatory Arrangements of Certain Officers.

(c) and (e) On April 26, 2016, the Company named Mr. Christopher M. Miller as Senior Vice President and Chief Financial Officer, effective as of May 1, 2016. In connection with his promotion, Mr. Miller’s annual base salary will be increased to \$325,000, with an annual performance bonus opportunity of 80% of annual base salary. In addition, on May 1, 2016, Mr. Miller will receive (i) an additional grant of 4,250 performance restricted stock units with similar terms and conditions as the performance restricted stock units granted on January 20, 2016 and (ii) a one-time grant of 2,600 restricted stock units, in each case, to be issued under the Company’s 2010 Long-Term Incentive Plan. One-third of Mr. Miller’s newly-issued restricted stock units under the one-time grant will vest on April 30, 2017, one-third will vest on April 30, 2018 and the remaining one-third will vest on April 30, 2019.

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.

CORE-MARK HOLDING COMPANY, INC.

Date: April 26, 2016 By: /s/ Thomas B. Perkins
Name: Thomas B. Perkins
Title: President and Chief Executive Officer