

Edgar Filing: MEDCO HEALTH SOLUTIONS INC - Form 425

MEDCO HEALTH SOLUTIONS INC

Form 425

November 30, 2011

FILED BY EXPRESS SCRIPTS, INC.

PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933

AND DEEMED FILED PURSUANT TO RULE 14a-6(b)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

SUBJECT COMPANY: EXPRESS SCRIPTS, INC.,

ARISTOTLE HOLDING, INC. AND MEDCO HEALTH SOLUTIONS, INC.

REGISTRATION NO. 333-177187

PwC All Hands  
Meeting  
December 2, 2011

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©  
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Express Scripts Model

3  
©  
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Building Shareholder Value Through Alignment  
Complements Core  
Competencies

Diversifies Business  
Enhances Specialty  
Pharmacy Platform  
Adds Additional Mail  
Order Capabilities  
Significant Synergy  
Potential  
+

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Ongoing Innovation and Execution

Ongoing innovation and execution in a

dynamic environment help fuel ESI's success

Innovation: Continuous development of excellent products and services

Execution: Achieving financial goals while enhancing client and patient satisfaction

5  
©  
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\$563  
\$727  
\$915



\$1,186  
\$1,378  
\$1,693  
\$2,408  
\$59  
\$116  
\$239  
\$278  
\$315  
\$454  
\$503  
\$0.00  
\$12.00  
\$24.00  
\$36.00  
\$48.00  
\$60.00  
\$0  
\$600  
\$1,200  
\$1,800  
\$2,400  
\$3,000  
1997  
1998  
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2001  
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2003  
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2006  
2007  
2008  
2009  
2010  
EBITDA  
Express Scripts  
S&P 500  
History of building shareholder value through successful execution  
Note: Represents Adjusted EBITDA from continuing operations which is reconciled in tables in our earnings releases; adjuste  
Track Record of Excellence  
\$460m  
\$715m  
DIVERSIFIED  
®  
\$466m  
\$1,268m  
\$333m

\$251m  
NextRx  
\$4,675m

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**FORWARD LOOKING STATEMENTS**

Cautionary Note Regarding Forward-Looking Statements

This material may include forward-looking statements, both with respect to us and our industry, that reflect our current views v

performance. Statements that include the words expect, intend, plan, believe, project, anticipate, will, may, would

and similar statements of a future or

forward-looking nature may be used to identify forward-looking statements. All forward-looking statements address matters that are

beyond

our

control.

Accordingly,

there

are

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important

factors

that

could

cause

actual

results

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differ

materially

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indicated

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such

statements

and,

therefore, you should not place undue reliance on any such statements. We believe that these factors include, but are not limited to:

#### STANDARD OPERATING FACTORS

Our ability to remain profitable in a very competitive marketplace is dependent upon our ability to attract and retain clients while maintaining our margins on our products and services from others in the marketplace, and to develop and cross sell new products and services to our existing clients.

Our failure to anticipate and appropriately adapt to changes in the rapidly changing health care industry;

Changes in applicable laws or regulations, or their interpretation or enforcement, or the enactment of new laws or regulations which apply to our business (present or future) or require us to spend significant resources in order to comply;

Changes to the healthcare industry designed to manage healthcare costs or alter healthcare financing practices;

Changes relating to our participation in Medicare Part D, the loss of Medicare Part D eligible members, or our failure to otherwise execute on our strategy under Medicare Part D;

A failure in the security or stability of our technology infrastructure, or the infrastructure of one or more of our key vendors, or a significant failure or disruption of our operations.

within our operations or the operations of such vendors;

Our failure to effectively execute on strategic transactions, or

**to integrate or achieve anticipated benefits from any acquired businesses;**

The termination, or an unfavorable modification, of our relationship with one or more key pharmacy providers, or significant changes within the pharmaceutical marketplace;

The termination, or an unfavorable modification, of our relationship with one or more key pharmaceutical manufacturers, or the significant reduction in pharmaceutical discounts provided by pharmaceutical manufacturers;

Changes in industry pricing benchmarks;

Results in pending and future litigation or other proceedings which would subject us to significant monetary damages or penalties and/or require us to change business practices, or the costs incurred in connection with such proceedings;

Our failure to execute on, or other issues arising under, certain key client contracts;

The impact of our debt service obligations on the availability of funds for other business purposes, and the terms and our required compliance with covenants of indebtedness; our failure to attract and retain talented employees, or to manage succession and retention for our Chief Executive Officer;

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FORWARD LOOKING STATEMENTS (Continued)

TRANSACTION-RELATED FACTORS

Uncertainty as to whether Express Scripts, Inc. (Express Scripts) will be able to consummate the mergers with Medco Health

the merger agreement;

The ability to obtain governmental approvals of the mergers;

Uncertainty as to the market value of Express Scripts merger consideration to be paid and the stock component of the Medco

Failure to realize the anticipated benefits of the mergers, including as a result of a delay in completing the mergers or a delay  
Express Scripts and Medco;

Uncertainty as to the long-term value of Express Scripts Holding Company (currently known as Aristotle Holding, Inc.) com

Limitations on the ability of Express Scripts and Express Scripts Holding Company to incur new debt in connection with the

The expected amount and timing of cost savings and operating synergies; and

Failure to receive the approval of the stockholders of either Express Scripts or Medco for the mergers.

The  
foregoing  
review  
of  
important  
factors  
should  
not  
be  
construed  
as  
exhaustive  
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should  
be  
read  
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conjunction  
with  
the  
other  
cautionary  
statements  
that  
are  
included  
herein  
and  
elsewhere,  
including  
the  
risk  
factors  
included  
in  
Express  
Scripts  
most  
recent  
reports  
on

Form  
10-K

and

Form

10-Q

and

the

risk

factors

included

in

Medco's

most

recent reports on Form 10-K and Form 10-Q and other documents of Express Scripts, Aristotle Holding and Medco on file with

(SEC), including the joint proxy statement/prospectus included in the registration statement on Form S-4 filed by Aristotle Holding

effective on November 15, 2011. Stockholders are urged to read the registration statement and the joint proxy statement/prospectus

therein (including all amendments or supplements to it) because they contain important information. Any forward-looking statements

made

by us

and

our

cautionary

statements,

and

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assurance

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actual

results

or

developments

anticipated

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us

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realized

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even

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substantially

realized, that they will have the expected consequences to, or effects on, us or our business or operations. Except to the extent required by

our legal obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments



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ADDITIONAL INFORMATION AND WHERE TO FIND IT

This communication is not a solicitation of a proxy from any stockholder of Express Scripts, Medco or Aristotle Holding. In connection with the Merger among Medco, Express Scripts, Aristotle Holding, Plato Merger Sub, Inc. and Aristotle Merger Sub, Inc. (the Merger)

have  
filed  
relevant  
materials  
with  
the  
SEC  
and  
intend  
to  
file  
additional  
materials.

On  
November  
15,  
2011,  
the  
SEC  
declared  
effective  
the  
joint  
proxy  
statement/prospectus

included in the registration statement on Form S-4 filed by Aristotle Holding. On November 18, 2011, Express Scripts, Medco the definitive joint proxy statement/prospectus regarding the Merger. SECURITY HOLDERS ARE URGED TO READ THE STATEMENT/PROSPECTUS AND ANY OTHER MATERIALS FILED BY EXPRESS SCRIPTS, MEDCO AND ARISTOTLE HOLDING AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT MEDCO, EXPRESS SCRIPTS AND THE MERGER. The joint proxy statement/prospectus included in the registration statement on Form S-4 filed by Aristotle Holding documents filed by Express Scripts, Aristotle Holding or Medco with the SEC, may be obtained free of charge at the SEC's website. Security holders may obtain free copies of the documents filed with the SEC by directing a written request to:

Mackenzie Partners, Inc.  
105 Madison Avenue  
New York, New York 10016

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

made  
except  
by  
means  
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prospectus  
meeting  
the  
requirements  
of  
Section  
10

of  
the  
Securities  
Act  
of  
1933,  
as  
amended.

**PARTICIPANTS IN THE SOLICITATION**

Express Scripts, Aristotle Holding and Medco and their respective executive officers and directors may be deemed to be participants in the solicitation of security

holders

of  
either  
Express  
Scripts  
and  
Medco

in  
connection

with  
the  
Merger.

Information  
about

Express  
Scripts  
directors

and  
executive  
officers

is  
available

in  
Express  
Scripts

definitive proxy statement, dated March

21, 2011, for its 2011 annual general meeting of stockholders. Information about Medco's directors and executive officers is available in Medco's definitive proxy statement, dated April

8, 2011, for its 2011 annual general meeting of stockholders. Other information regarding the participants and description of their direct and indirect interests, by security holdings or otherwise, is contained in the joint proxy statement/proxy Form S-4 filed by Aristotle Holding and the amendments and supplements thereto.