McPherson Scott E Form 4 January 25, 2019

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

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Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

McPherson Scott E

(First) (Middle)

(Zip)

395 OYSTER POINT BLVD., SUITE 415

(Street)

(State)

01/23/2019

2. Issuer Name and Ticker or Trading

4. If Amendment, Date Original

Symbol

Core-Mark Holding Company, Inc.

[CORE] 3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

01/23/2019

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

10% Owner Director Officer (give title Other (specify

below)

President and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SOUTH SAN FRANCISCO, CA 94080

					-	•		•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	 3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Coremark Common Stock		A	23,143 (1)	A	\$ 0.01	182,763	D	
Coremarl	(1 001		Φ.			

1,881

(2)

D

F

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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180,882

(9-02)

of

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2019 RSU Grant	\$ 0.01	01/23/2019		A	14,573		01/23/2019	01/23/2026	Coremark Common Stock	12,573

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McPherson Scott E 395 OYSTER POINT BLVD., SUITE 415 SOUTH SAN FRANCISCO, CA 94080

President and CEO

Signatures

Chris Miller, POA 01/25/2019

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Performance Shares earned upon the achievement of certain company financial goals. Shares vest; 1/3 on Jan. 23, 2019, 1/3 on January 1, 2020 and 1/3 on January 1, 2021.
- (2) Shares withheld for taxes on Performance RSU Vesting previously reported in Table I

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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