

ROGERS JAMES E
Form 4
December 26, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROGERS JAMES E

(Last) (First) (Middle)

900 COTTAGE GROVE ROAD

(Street)

BLOOMFIELD, CT 06002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Cigna Holding Co [CI]

3. Date of Earliest Transaction
(Month/Day/Year)

12/20/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.25 Par Value	12/20/2018		D ⁽¹⁾⁽²⁾	38,453	D \$ 0 <u>(1)</u> <u>(2)</u>	0	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Phantom Stock Units ⁽³⁾	<u>(3)</u>	12/20/2018		D ⁽¹⁾⁽²⁾⁽³⁾	11,896	<u>(3)</u> <u>(3)</u>	Common Stock, \$.25 Par Value	11,896

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS JAMES E 900 COTTAGE GROVE ROAD BLOOMFIELD, CT 06002		X		

Signatures

/s/ Jill M. Stadelman,
attorney-in-fact

12/26/2018

 **Signature of Reporting Person

 Date

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).

Reflects disposition in connection with the consummation of the mergers (collectively, the "Merger") contemplated by the Agreement and Plan of Merger, dated as of March 8, 2018, as amended by Amendment No. 1, dated as of June 27, 2018, by and among Cigna Corporation (now known as Cigna Holding Company) ("Cigna"), Express Scripts Holding Company ("Express Scripts"), Halfmoon

- (1) Parent, Inc. (now known as Cigna Corporation), a direct wholly owned subsidiary of Cigna prior to the Merger ("New Cigna"), Halfmoon I, Inc., a direct wholly owned subsidiary of New Cigna prior to the Merger, and Halfmoon II, Inc., a direct wholly owned subsidiary of New Cigna prior to the Merger (the "Merger Agreement"), pursuant to which, at the effective time of the Merger (the "Effective Time"), (continued in following footnote)

(continued from previous footnote) (1) Halfmoon I, Inc. merged with and into Cigna, with Cigna surviving as a wholly owned subsidiary of New Cigna, and (2) Halfmoon II, Inc. merged with and into Express Scripts, with Express Scripts surviving as a wholly owned subsidiary of New Cigna. As a result of the transactions contemplated by the Merger Agreement, New Cigna became a publicly traded

- (2) corporation, and former Cigna stockholders and former Express Scripts stockholders now own common stock of New Cigna. In the Merger, each share of Cigna common stock, par value \$0.25 per share ("Cigna Common Stock"), was exchanged for one share of common stock, par value \$0.01 per share, of New Cigna ("New Cigna Common Stock"). The closing price per share of Cigna Common Stock on December 19, 2018 (the last trading day prior to the date of the Effective Time) was \$193.30.

- (3) The phantom stock units described in Table II are credited under the Deferred Compensation Plan of 2005 for Directors of Cigna Corporation. Each phantom stock unit of Cigna is the economic equivalent of one share of Cigna Common Stock that would have been settled in cash. Under the Merger Agreement, each phantom stock unit of Cigna was exchanged for one phantom stock unit of New

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Cigna, which is the economic equivalent of one share of New Cigna Common Stock and will be settled in cash.

Remarks:

This statement of beneficial ownership is being filed voluntarily. The reporting person ceased being a director on December 18

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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