

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

2
©
2011 Express Scripts, Inc -
All Rights Reserved.
Express Scripts Model

3
©
2011 Express Scripts, Inc -
All Rights Reserved.
Building Shareholder Value Through Alignment
Complements Core
Competencies

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

4

©

2011 Express Scripts, Inc -

All Rights Reserved.

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
©
2011 Express Scripts, Inc -
All Rights Reserved.
\$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
1999
2000
2001
2002
2003
2004
2005
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

6

©

2011 Express Scripts, Inc -

All Rights Reserved.

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

or

will

be

important

factors

that

could

cause

actual

results

to

differ

materially

from

those

indicated

in

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;

7

©

2011 Express Scripts, Inc -

All Rights Reserved.

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

and

should

be

read

in

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 the SEC, including the joint proxy statement/prospectus included in the registration statement on Form S-4 filed by Aristotle Holding and Medco 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 or our subsidiaries

entirety

by
these

cautionary
statements,

and
there

can
be

no
assurance

that
the

actual
results

or
developments

anticipated
by

us
will

be
realized

or,
even

if
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 law, we have no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

8

©

2011 Express Scripts, Inc -

All Rights Reserved.

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
of
a
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.