

ZARCONE DONNA F  
Form 4  
December 26, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ZARCONE DONNA F

(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 Ownership (Instr. 4)
Common Stock, \$.25 Par Value	12/20/2018		D <sup>(1)(2)</sup>	V Amount (D) Price \$ 0	22,663 D <u>(1)</u> 0 <u>(2)</u>	D	

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

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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)	8. Amount or Number of Shares
Phantom Stock Units <u>(3)</u>	<u>(3)</u>	12/20/2018		D <sup>(1)(2)(3)</sup>	2,797	<u>(3)</u> <u>(3)</u>	Common Stock, \$.25 Par Value	2,797

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZARCONE DONNA F 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 I, 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)

(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 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)

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

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.