Lynch Karen S
Form 4
November 30, 2018

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lynch Karen S

(Last) (First) (Middle)

ONE CVS DRIVE

(Street)

WOONSOCKET, RI 02895

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CVS HEALTH Corp [CVS]

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & Pres, Aetna Bus Unit

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/28/2018		A		62,747	A	(1)	62,747	D	
Common Stock (restricted)	11/28/2018		A		201,215	A	(2)	201,215	D	
Common Stock (restricted)	11/28/2018		A		31,144 (3)	A	$ 80.27	232,359	D	

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

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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)		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 An Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Stock Appreciation Rights	$ 45.91	11/28/2018		A		192,741		02/17/2019(4)	02/16/2027	Common Stock	
Stock Appreciation Rights	$ 37.91	11/28/2018		A		93,989		02/19/2019(5)	02/18/2026	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lynch Karen S ONE CVS DRIVE WOONSOCKET, RI 02895			EVP & Pres, Aetna Bus Unit	

Signatures

/s/ Karen S. Lynch	11/30/2018
**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).

(1) Pursuant to the terms of the Agreement and Plan of Merger, dated as of December 3, 2017 (the "Merger Agreement"), by and among CVS Health Corporation ("CVS Health"), Hudson Merger Sub Corp. (the "Merger Sub"), a wholly owned subsidiary of CVS Health, and Aetna Inc. ("Aetna"), on November 28, 2018 (the "Closing Date") the Merger Sub merged with and into Aetna (the "Merger"), with Aetna continuing as the surviving company of the Merger and as a wholly owned subsidiary of CVS Health. Pursuant to the Merger Agreement, on the Closing Date each share of Aetna common stock held by the reporting person was converted into the right to receive 0.8378 of a share of common stock of CVS Health and $145.00 in cash. The closing price of CVS Health's common stock on November 28, 2018 was $80.27 per share.

(2) Includes (1) 80,722 CVS Health Restricted Stock Units ("RSUs") that were converted from Aetna Performance Stock Units ("PSUs") granted under the Aetna Inc. 2010 Stock Incentive Plan (the "Plan") pursuant to the Merger Agreement and that vest on February 19,

2019; (2) 35,946 CVS Health RSUs that were converted from Aetna PSUs granted under the Plan pursuant to the Merger Agreement and that vest on February 17, 2020; and (3) 84,547 CVS Health RSUs that were converted from Aetna RSUs granted under the Plan pursuant to the Merger Agreement and that vest in three equal annual installments beginning on December 2, 2018.

(3) Consists of CVS RSUs awarded pursuant to the Plan. Restrictions lapse on 11/28/2021.

(4) Represents unvested Stock Appreciation Rights ("SARs") granted under the Plan on February 17, 2017 that were converted into CVS Health SARs pursuant to the terms of the Merger Agreement. These SARs vest in two substantally equal annual installments beginning on February 17, 2019.

(5) Represents unvested Stock Appreciation Rights ("SARs") granted under the Plan on February 19, 2016 that were converted into CVS Health SARs pursuant to the terms of the Merger Agreement. These SARs vest on February 19, 2019.

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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