

Bertolini Mark T
 Form 4
 November 30, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Bertolini Mark T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE CVS DRIVE
 (Street)

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

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

WOONSOCKET, RI 02895

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

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

(City) (State) (Zip)

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 | 11/28/2018 | | A | V Amount \$ 1,308 ⁽¹⁾ | 80.27 1,308 | D | |
| Common Stock | 11/28/2018 | | A | 141,677 A <u>(2)</u> | 142,985 | D | |
| Common Stock | 11/28/2018 | | A | 100,072 A <u>(2)</u> | 100,072 | I | By CLAT <u>(3)</u> |
| Common Stock | 11/28/2018 | | A | 89,726 A <u>(2)</u> | 89,726 | I | By 2017 GRAT <u>(4)</u> |
| Common Stock | 11/28/2018 | | A | 90,127 A <u>(2)</u> | 90,127 | I | By 2017 GRAT II <u>(5)</u> |

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| | | | | | | | | |
|--------------|------------|---|---------|---|-----|---------|---|------------------------------|
| Common Stock | 11/28/2018 | A | 217,802 | A | (2) | 217,802 | I | By 2018 GRAT ⁽⁶⁾ |
| Common Stock | 11/28/2018 | A | 12,534 | A | (2) | 12,534 | I | By 2018 Trust ⁽⁷⁾ |
| Common Stock | 11/28/2018 | A | 112,808 | A | (2) | 112,808 | I | By 2016 Trust ⁽⁸⁾ |

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bertolini Mark T ONE CVS DRIVE WOONSOCKET, RI 02895 | X | | | |

Signatures

/s/ Mark T.
Bertolini

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) Consists of common stock issued as a pro rata portion of the retainer payable for the reporting person's 2018-2019 Board service, pursuant to the Registrant's 2017 Incentive Compensation Plan.

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

(2) 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.

(3) Represents shares held in Charitable Lead Annuity Trust for which the reporting person is the investment advisor.

(4) Represents shares held by 2017 Grantor Retained Annuity Trust ("GRAT") for which the reporting person is the sole trustee.

(5) Represents shares held by 2017 GRAT II for which the reporting person is the sole trustee.

(6) Represents shares held by 2018 GRAT for which the reporting person is the sole trustee.

(7) Represents shares held by a 2018 Trust for which the reporting person is the investment advisor.

(8) Represents shares held by a 2016 Trust for which the reporting person is the investment advisor.

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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