

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

March 30, 2023



CVS HEALTH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

001-01011

05-0494040

(State or other jurisdiction of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

One CVS Drive, Woonsocket, Rhode Island 02895
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(401) 765-1500**

Former name or former address, if changed since last report: **N/A**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	CVS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Section 7 – Regulation FD

Item 7.01 Regulation FD Disclosure.

CVS Health Corporation (the “Company”) now expects to close the acquisition of Oak Street Health, Inc. (“Oak Street Health”) in the first half of 2023.

On its first quarter 2023 earnings call, scheduled for May 3, 2023, the Company expects to provide an update to its full year 2023 guidance to reflect: year-to-date performance and trends; the accretive impacts of the acquisition of Signify Health, Inc., which closed on March 29, 2023; the dilutive impacts of the Oak Street Health acquisition; and the associated interest expense impacts related to the financing for both acquisitions. Although the Company has not updated its previously disclosed long-term adjusted earnings per share targets, the impacts associated with these two acquisitions were previously assumed in the Company’s adjusted earnings per share targets for 2024 and 2025.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CVS HEALTH CORPORATION

Date: March 30, 2023

By: /s/ Shawn M. Guertin

Shawn M. Guertin

Executive Vice President and Chief Financial Officer
